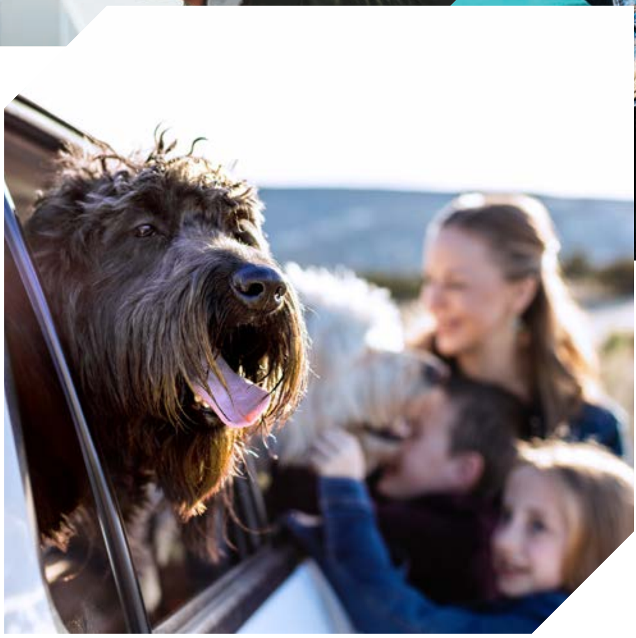
ICG
ENTERPRISE TRUST

MAKING PRIVATE EQUITY ACCESSIBLE

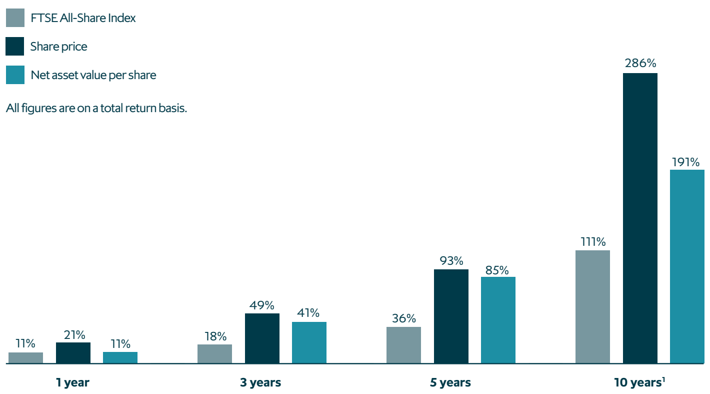


ICG ENTERPRISE TRUST PLC
ANNUAL REPORT AND ACCOUNTS 2020

MAKING PRIVATE EQUITY ACCESSIBLE

As a listed private equity investor, our purpose is to provide shareholders with access to the attractive long-term returns generated by investing in private companies, with the added benefit of daily liquidity.

PERFORMANCE TO 31 JANUARY 2020 (%)



1 As the Company changed its year end in 2010, the ten-year figures are for the 121-month period to 31 January 2020.

Go to our website to view and download this report:
icg-enterprise.co.uk

STRATEGIC REPORT

GOVERNANCE

FINANCIAL STATEMENTS

SUPPLEMENTARY INFORMATION

SHAREHOLDER INFORMATION

We are pleased to report another strong set of results, extending the Portfolio's record of double-digit growth to 11 consecutive years.

Performance has again been driven by strong underlying trading and realisations at significant uplifts to carrying value and cost, reflecting the quality of the Portfolio and the benefits of our highly selective investment approach and focus on defensive growth.

ICG PRIVATE EQUITY FUND INVESTMENTS TEAM
27 April 2020

P20
Manager's review →

HIGHLIGHTS

1,152p
NAV PER SHARE
(31 JANUARY 2019: 1,057P)

+11.2%[1]
NAV PER SHARE TOTAL RETURN
(31 JANUARY 2019: 12.4%)

+20.5%[1]
SHARE PRICE TOTAL RETURN
(31 JANUARY 2019: 3.0%)

23p
DIVIDEND
(31 JANUARY 2019: 22P)

+16.6%[1]
PORTFOLIO RETURN ON A LOCAL CURRENCY BASIS
(31 JANUARY 2019: 15.0%)

+37%[1]
REALISATION UPLIFT TO PREVIOUS CARRYING VALUE
(31 JANUARY 2019: 35%)

1 This is an Alternative Performance Measure ('APM'). We assess our performance using a variety of measures that are not specifically defined under IFRS and are therefore termed APMs. These APMs have been used if considered by the Board and the Manager to be the most relevant basis for shareholders in assessing the overall performance of the Company, and for comparing the performance of the Company to its peers and its previously reported results. The Glossary, on pages 96 to 98, includes further details of APMs and reconciliations to IFRS measures, where appropriate. Throughout this report, all share price and NAV per share performance figures are stated on a total return basis (i.e. including the effect of reinvested dividends).

COMBINING OUR PROVEN STRATEGY WITH THE STRENGTH OF ICG'S GLOBAL PLATFORM

ICG ENTERPRISE TRUST

A LEADING LISTED PRIVATE EQUITY INVESTOR

Our mission is to create long-term growth by delivering consistently strong returns through selectively investing in profitable private companies, primarily in Europe and the US.

We invest in companies managed by ICG and other leading private equity firms, who focus on creating long-term value and building sustainable growth through active management and strategic change.

ICG Enterprise listed on the London Stock Exchange in 1981, raising £23m. We have since returned £257m[1] to shareholders and now have net assets of £794m, generating significant value for shareholders through multiple cycles.

39 YEAR TRACK RECORD

45x RETURN ON ORIGINAL CAPITAL RAISED

£299m NAV DEC 1999

£794m NAV JAN 2020

A high-quality, well-diversified portfolio and an investment approach that has delivered returns that have outperformed wider public markets over multiple cycles.

P10
Our investment strategy →

FOCUSED
We are focused on investing in profitable private companies, primarily in Europe and the US.

SELECTIVE
We have a selective investment approach which drives strong and consistent returns, while limiting downside risk.

DIFFERENTIATED
We are differentiated from other listed private equity funds by combining ICG managed companies with those managed by third parties, both directly and through funds.

ICG

GLOBAL ALTERNATIVE ASSET MANAGER IN PRIVATE DEBT, CREDIT AND EQUITY

Our Manager, ICG, is a global alternative asset manager, specialising in private debt, credit and equity. It has €43bn of assets under management across 21 strategies, investing in private companies globally.

ICG invests in both the debt and equity of its companies. It combines flexible capital solutions, local access and insight with an entrepreneurial approach to give it a competitive edge in its markets.

Over the last 31 years, ICG has built up a track record of strong returns, through providing capital to help businesses develop and grow.

31 YEAR TRACK RECORD

300+ EMPLOYEES

<€1bn AUM DEC 1999

€43bn AUM DEC 2019

GREATER ACCESS...
...to proprietary deal flow from the wider ICG network and through relationships with private equity managers across the asset class.
22% OF THE PORTFOLIO IN ICG MANAGED INVESTMENTS

DEEPER INSIGHTS...
...into private equity managers and companies through local investment teams across the globe.
13 COUNTRIES

SIGNIFICANT EXPERTISE...
...and long track record of lending to and directly investing in private companies.
548 NUMBER OF PRIVATE COMPANIES ICG HAS INVESTED IN OVER THE LAST 31 YEARS[2]

SHARED CULTURAL VALUES

ICG's culture centres around long-term relationships with a wide range of stakeholders; sustainable investment excellence; and a world-class team demonstrating integrity, diversity and collaboration.

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Our people and culture →

1 As at 31 January 2020.

2 Across ICG's private market strategies in Europe, US and Asia and its Strategic Equity and Senior Debt strategies.

ANOTHER STRONG PERIOD OF DOUBLE-DIGIT GROWTH

JEREMY TIGUE
CHAIRMAN

+11.2%
NAV PER SHARE TOTAL RETURN

23P
DIVIDEND

The year to 31 January 2020 was another strong period of double-digit growth for ICG Enterprise Trust, with NAV per share increasing from 1,057p to 1,152p, an 11.2% total return, ahead of the FTSE All-Share Total Return of 10.7%. Performance was again driven by strong underlying trading and realisations at significant uplifts to carrying value and cost.

Since our year end, the spread of COVID-19 has dramatically altered the economic and investment landscape. We cover the potential short to medium-term impact of this global pandemic on the Portfolio later in my statement and in the Manager's review.

DELIVERING ON OUR STRATEGIC GOALS

We made further progress towards our strategic goals of becoming more fully invested, increasing our weighting towards high conviction investments and extending our geographical diversification.

Over the last three years, we have reduced the impact of cash drag on performance by becoming more fully invested without compromising the quality of the Portfolio[1]. This has been achieved without being any less selective and with a focus on investing responsibly, leveraging ICG's strong Environmental, Social and Governance ('ESG') credentials. Our flexible mandate has meant that we have been able to increase the capital deployed into our high conviction portfolio, which remains a significant driver of growth. These are investments the team has proactively decided to increase exposure to, either by individual co-investments alongside third party managers, proprietary investments managed by ICG or secondary fund holdings.

Our high conviction portfolio has generated a return of 19% p.a.[2] in local currencies over the last five years. We expect these investments to continue to enhance the strong returns generated from our third party funds portfolio, which underpins our strategy, and has returned 14% p.a. in local currency over the last five years. During the year, 39% of total capital deployed was into high conviction investments, which represent 41% of the Portfolio.

In addition, we continue to diversify geographically with our US investments now representing 30% of the Portfolio, overtaking our exposure to the UK market for the first time. The US is the largest private equity market in the world, with a deep pool of leading private equity managers who have long track records of outperformance. We expect our weighting to the US market to continue to grow.

THE IMPORTANCE OF INVESTING RESPONSIBLY

Responsible investing remains a key focus for our investment team, who continue to work closely with ICG's ESG team to ensure that our investment programme is compatible with our ESG framework. The Board believes that the long-term success of the Company requires the effective management of both financial and non-financial measures, and fully endorses the increasing emphasis on responsible investment. We believe that companies that are successful in managing ESG risks, while embracing opportunities, will outperform over the long term.

CONTINUED INVESTMENT IN THE ICG ENTERPRISE TEAM

ICG has continued to invest in the development of the team, and we now have 14 people managing the Portfolio and overseeing the finance, legal and investor relations functions of the Company. In September Oliver Gardey joined ICG and the Investment Committee to lead the investment team, succeeding Emma Osborne. Emma remains on the Investment Committee as a Senior Adviser. Oliver has over 25 years' experience in the private equity industry, joining ICG from Pomona Capital, where he was a partner for 10 years and a member of its global investment committee. The strength of Oliver's experience, alongside that of our existing team, will be of great value to the Company and to our focus on delivering consistently strong returns. We are delighted with the smooth transition and the leadership that he has demonstrated since his appointment. Colm Walsh, who has been a key team member for 10 years, also joined the Investment Committee during the year.

BOARD EVOLUTION

Jane Tufnell and Gerhard Fusenig joined the Board in the year. The Board currently comprises six independent non-executive directors, with a diverse range of skills and expertise, and an equal ratio of men and women. We expect to appoint one new director during this year, and we will continue to evolve the Board and make further appointments, as appropriate. Further details of the Board are set out on pages 46 and 47.

This is my last year as your Chairman as I will step down from the Board at the AGM, having been a director since 2008. The Nominations Committee, led by the Senior Independent Director, undertook a rigorous search for my successor and recommended Jane Tufnell becomes your new Chair. Jane has a wealth of experience working in financial services, asset management and with listed companies and we are delighted that she has agreed to accept this appointment. It has been a privilege to serve as your Chairman and I know I am leaving the Company in extremely capable hands.

DIVIDEND

The Company reported another strong set of results for the 12 months to 31 January 2020, and while there is limited visibility on the impact of COVID-19 on the Portfolio's performance this financial year, the Board is proposing a final dividend of 8p, which, together with the three interim dividends of 5p each, will take total dividends for the year to 23p. This is a 4.5% increase on the prior year dividend of 22p and a 2.4% yield on the year end share price. The Board recognises the importance of a reliable source of income for our shareholders.

ANNUAL GENERAL MEETING

The Annual General Meeting will be held on 17 June 2020. The Board is mindful of the current travel and social gathering restrictions arising from the COVID-19 pandemic and the format of this meeting will be communicated to shareholders within the separate Notice of Meeting.

IMPACT OF COVID-19 PANDEMIC ON THE PORTFOLIO AND PERFORMANCE

The economic impact of COVID-19 is likely to become more apparent over the coming months and it is impossible to gauge the long-term impact on the Portfolio accurately at this stage. What we know today is that companies across the globe are being impacted by the significant reduction in economic activity, and while it is too early to assess the depth and duration of this impact, we expect major economies to experience large-scale economic contractions in the first half of 2020. Performance and the speed of any recovery will vary between geographies, sectors and companies and will be dependent on business models, end markets and government policy. In the short term, we expect the sharp fall in public markets and broader immediate consequences of COVID-19 to impact valuations and slow the rate of realisations from the Portfolio.

Beyond the short term, we have a well-diversified global Portfolio that is invested in developed economies and weighted towards more resilient sectors, such as healthcare, consumer staples, business services and technology. Our Portfolio also has a bias to managers who have a strong operational focus and demonstrable experience of successfully managing investments through periods of economic stress. Our managers have moved decisively to address immediate risks and are implementing plans to protect and preserve long-term value.

WELL PLACED TO NAVIGATE THE CURRENT CHALLENGING ENVIRONMENT

I joined the Board in 2008, just prior to the financial crisis. At the time, the Company's net assets stood at £327m, invested in a predominantly UK and European portfolio. Since then we have grown our net assets to £794m and returned £127m to shareholders, a 166% total return over the 12 years, well ahead of the 93% total return from the FTSE All-Share. Over the same period our share price total return has been 157%.

We are again facing an incredibly challenging environment. With 11 consecutive years of double-digit growth, we do this from a base of consistently strong returns. We have a diversified global portfolio of market-leading companies, led by expert management teams and supported by some of the world's best private equity managers. We have significant financial resources available to us and substantial expertise within our investment team and, more broadly, ICG has a long track record of managing private companies through multiple financial and economic cycles. Just as we did in the financial crisis, I am confident that we will manage and protect shareholder value through the current challenging environment and are well placed to continue to generate value for our shareholders over the longer term.

Jeremy Tigue
Chairman
27 April 2020

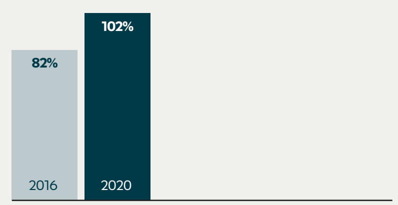
STRATEGIC PROGRESS

We have made further progress towards our strategic goals of becoming more fully invested, increasing our weighting towards high conviction investments and extending our geographical diversification.

1

INVESTMENT PORTFOLIO AS % OF NET ASSETS

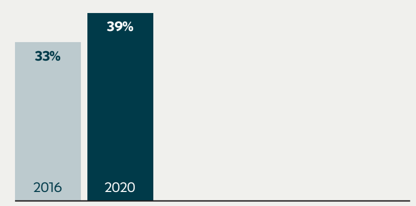
By increasing the capital invested in individual co-investments, the team has been able to increase capital deployment without being any less selective.



2

INCREASE AMOUNT DEPLOYED INTO HIGH CONVICTION INVESTMENTS AS % OF CAPITAL INVESTED

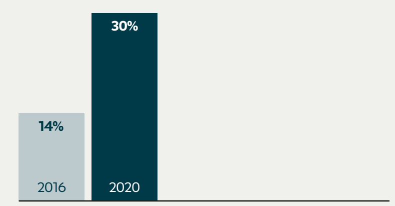
Our high conviction investments (co-investments, secondary fund investments and ICG funds) represented 41% of the Portfolio and 39% of capital deployed in the year. Over the medium term, we expect 50% to 60% of the Portfolio to be weighted towards these investments.



3

INCREASE IN EXPOSURE TO US MARKET (%)

Our exposure to the US market has increased from 14% four years ago to 30% at the year end. Over the medium term, we expect US investments to represent 30% to 40% of the Portfolio.



1 In the Chairman's statement, Manager's review and Supplementary information sections, reference is made to the 'Portfolio'. The Portfolio is defined as the aggregate of the investment portfolios of the Company and of its subsidiary limited partnerships. The rationale for this APM is discussed in detail in the Glossary on page 97.
2 Net of underlying private equity managers' fees and carried interest.

A STRONG TRACK RECORD

An investment in ICG Enterprise made on the year end date in any of the last 20 years would have outperformed the FTSE All-Share Index Total Return if still held on 31 January 2020.

NET ASSET VALUE
Our highly selective approach and flexible mandate have delivered returns for our shareholders well in excess of public markets over multiple cycles.

The 11.2% NAV per share total return in the year further extends the Company's long track record of growth and outperformance.

Over the last 20 years ICG Enterprise's NAV has grown by 8.2% p.a., outperforming the FTSE All-Share Total Return by 3.6% p.a. over the same period.

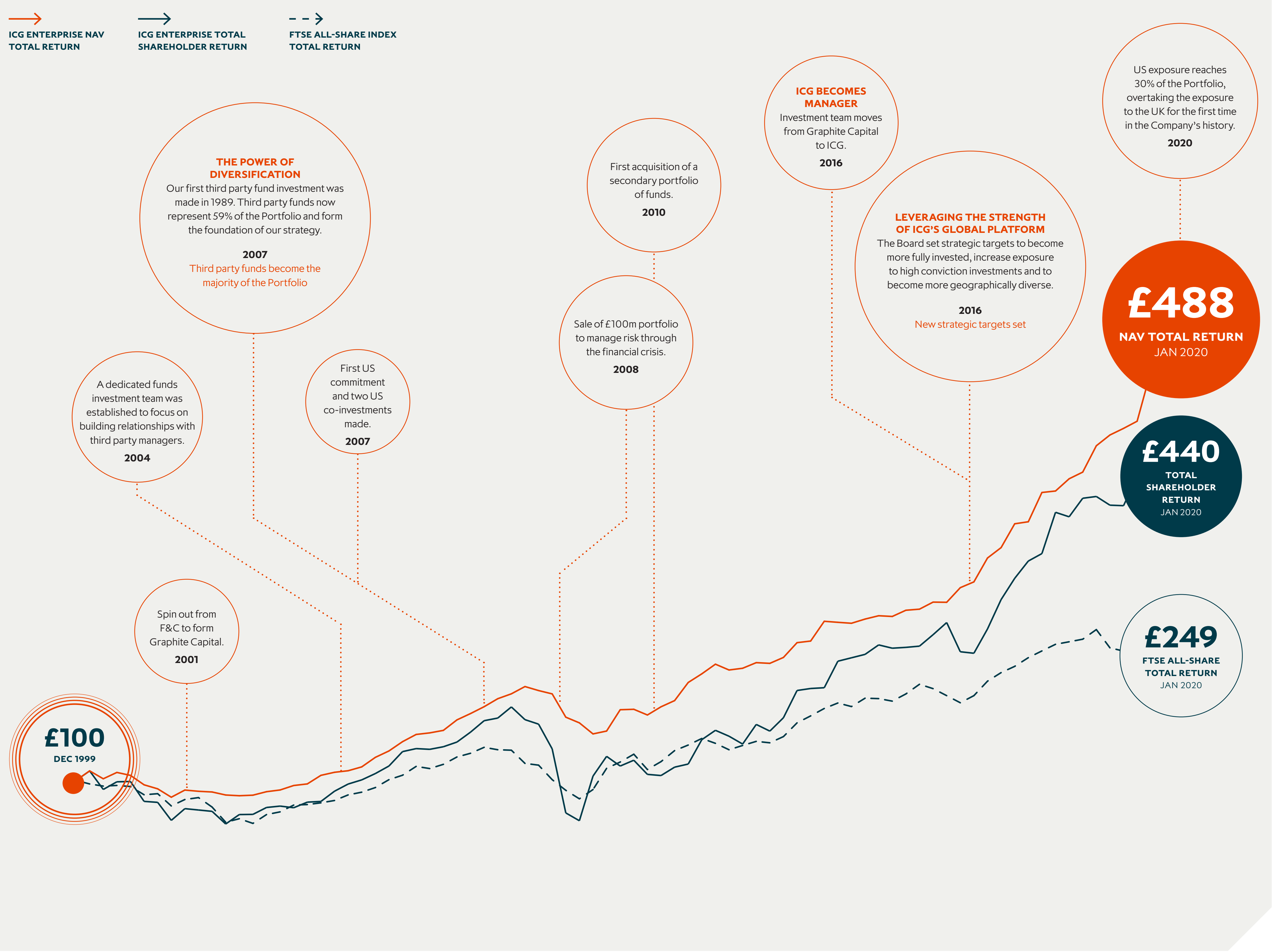
SHARE PRICE
The Company's share price was 966p at the year end, generating a total return of 20.5% in the 12 months compared to the FTSE All-Share Total Return which increased by 10.7%, an outperformance of 9.8% over the same period.

Over the longer term, ICG Enterprise's share price has continued to deliver returns for shareholders above those of the FTSE All-Share Total Return. £100 invested in ICG Enterprise in December 1999 would now be worth £440 compared to £249 if invested in the FTSE All-Share Total Return.

8.2% P.A.
NAV TOTAL RETURN OVER THE LAST 20 YEARS

3.6% P.A.
NAV OUTPERFORMANCE OF THE FTSE ALL-SHARE TOTAL RETURN OVER THE LAST 20 YEARS

OUTPERFORMING PUBLIC MARKETS THROUGH MULTIPLE CYCLES



STRATEGIC REPORT
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SHAREHOLDER INFORMATION

AN ACTIVE OWNERSHIP MODEL DRIVING RETURNS WELL IN EXCESS OF PUBLIC MARKETS

Private equity-backed companies are all around us, touching our everyday lives from food and consumer goods, to healthcare services, software, travel and leisure. Most sectors in almost every developed economy have companies owned and funded through private equity investment.

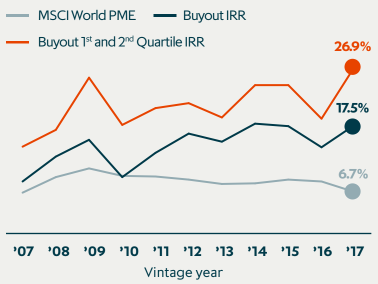
With many of the world's largest and most sophisticated institutional investors and pension funds increasingly allocating capital to private equity, the asset class has gone from alternative to mainstream, with an estimated $4.0 trillion of assets globally. Investors are attracted by both the higher returns on offer and the wider opportunity set available, as the number of companies in private markets far outweighs those on public markets.

OUTPERFORMANCE OF PRIVATE EQUITY VS PUBLIC EQUITIES

Private equity's active ownership model has outperformed public markets equivalents ('PME') in 19 out of the last 20 years.

This outperformance is even more pronounced for top quartile funds, highlighting the importance of manager selection.

RELATIVE PERFORMANCE OF BUYOUT FUNDS VS MSCI WORLD INDEX (%)



Source: Hamilton Lane Market Overview 2019.

A RAPIDLY EXPANDING ASSET CLASS

>8x

GROWTH IN THE NET ASSET VALUE OF PRIVATE EQUITY SINCE 2000

Source: McKinsey Global Private Markets Review 2020.

3.5x

NET ASSET VALUE FOR GLOBAL BUYOUTS HAS GROWN 3.5X FASTER THAN THE PUBLIC MARKETS

Source: Bain & Company Global Private Equity Report 2020.

$4TN

VALUE OF PRIVATE EQUITY ASSETS GLOBALLY

Source: 2020 Preqin Global Private Equity & Venture Capital Report.

ACCESSING COMPANIES AND SECTORS NOT AVAILABLE ON PUBLIC MARKETS

The number of public companies has been shrinking over the last 20 years across all major markets, reducing choice for investors and concentrating value in sectors such as natural resources, financials and, in the US, large technology companies.

In contrast, the number of companies in private markets has been growing over the same period. In the UK alone there are over 4,300 private equity-backed businesses, more than double the number of listed companies.

Without exposure to private equity, investors are not able to access the complete equity market.

40%

REDUCTION IN THE NUMBER OF PUBLIC COMPANIES IN THE US IN THE LAST 20 YEARS

Source: McKinsey, BVCA.

HOW DOES PRIVATE EQUITY CREATE VALUE?

Private equity is an active ownership model, with managers typically acquiring controlling stakes in companies and creating value by growing and improving them.

Active and hands-on engagement

Private equity managers drive value by actively working with company management teams to deliver strategic change, operational improvements and financial discipline.

A long-term investment horizon

With a typical investment holding period of between four and seven years, private equity is able to prioritise fundamental value creation over short-term profit targets which can sometimes deter quoted companies from making sensible long-term investment decisions.

Focused stakeholder group and strong alignment of interest

The smaller number of stakeholders, compared with public companies, enables more nimble decision making. Remuneration prioritises equity incentivisation, aligning management teams with the private equity managers and their investors.

Extensive due diligence

Private equity managers invest after a long period of deep investigation, in most cases alongside the company's management team. Private equity managers are typically sector focused and have detailed knowledge of the company's competitive landscape. This informs the investment decision as well as the strategy for the business, should it be acquired.

Governance and responsible investing

Strong governance is a core tenet of the private equity model. With increasing evidence that companies with sound Environmental, Social and Governance ('ESG') principles will outperform, private equity managers are increasingly considering ESG issues at all stages of the investment cycle.

Exit planning

Ultimately, all private equity-backed companies are for sale. Positioning a business to attract interest from a range of potential purchasers is fundamental to the investment process.

WHAT DOES AN ACTIVE AND HANDS-ON APPROACH INVOLVE?

When you invest in private equity, you are investing in the skills and expertise of the manager to identify and work with companies to unlock growth. Managers are actively involved in the running of the businesses they invest in, directing them through board representation and governance rights as well as, typically, through majority shareholdings.

Strategic change

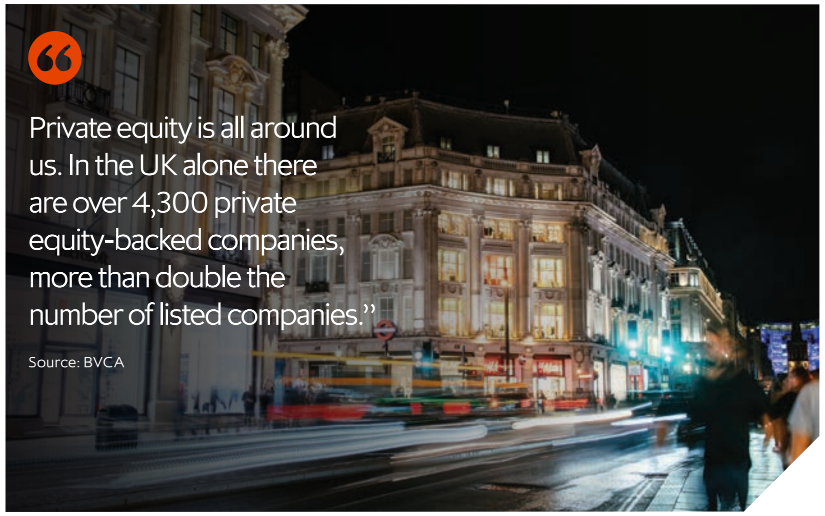
Strategic repositioning can include expansion into new markets or business lines, rolling out sites or growing companies through acquisition. Private equity managers use their commercial acumen to direct management to prioritise strategies that maximise long-term value.

Operational improvement

Most leading private equity managers have in-house specialist teams whose sole focus is to work with company management teams to maximise efficiencies and drive sustainable growth. Examples include improving procurement, sales force effectiveness and optimising operating models. Close lines of communication mean that any issues can be identified early and action taken to preserve value.

Financial discipline

Private equity managers bring significant financial and capital markets expertise, ensuring companies have access to competitive financing solutions and the right capital structure to withstand economic uncertainty. They also encourage discipline with respect to capital expenditure decisions and working capital management.



HOW DOES LISTED PRIVATE EQUITY FACILITATE ACCESS TO THIS ASSET CLASS?

TRADITIONAL PRIVATE EQUITY

- High minimum commitments (typically £5m+)
- 10-year commitment to a fund with limited to no liquidity
- Diversification requires allocation to multiple managers
- Leading managers are often closed to new investors
- Significant administrative and tax reporting burden
- Ongoing cash management requirement

VS.

LISTED PRIVATE EQUITY

- Low minimum investment
- Closed-end structure provides liquidity, shares traded daily
- Access to experienced investment teams, with access to high-quality managers and/or deal flow
- Benefit from a diversified underlying portfolio
- Investment trust structure allows for re-investment of capital proceeds, tax free – compounding returns

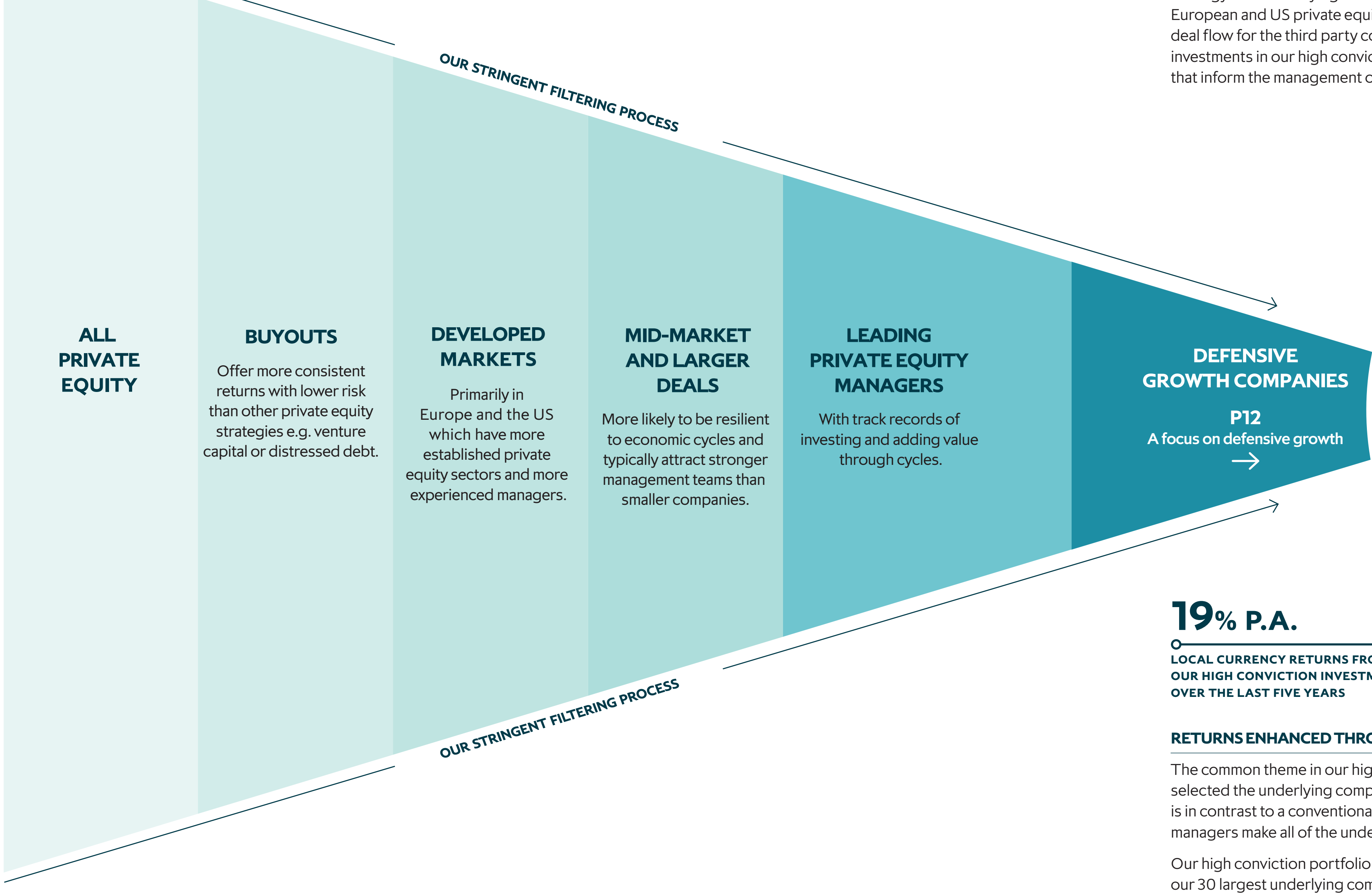
Private equity is not a simple asset class to navigate, barriers to entry are high and manager selection is key as the dispersion of returns is far wider than other asset classes. To safeguard against mediocre returns, extensive due diligence on the private equity manager, its track record, investment strategy and competitive differentiators is essential, as are strong relationships with those top performing firms, as the funds they manage are often hard to access due to huge investor demand. It is also an illiquid asset class and traditional private equity funds are difficult for most private investors to access. Minimum commitment sizes are typically at least £5m, and investors commit to a long-term obligation to fund investment programmes, typically through a 10-year fund.

Listed private equity companies are 'evergreen', reinvesting proceeds from the sale of investments, free of capital gains tax, into new investments, compounding returns and providing shareholders with long-term capital appreciation. In addition, recognising the importance of a reliable source of income for shareholders, some listed private equity companies pay dividends from realised capital profits, allowing shareholders to participate, to some degree, directly in the proceeds of the realisations from the underlying portfolios. The long-term horizon of private equity means that listed private equity is best suited to long-term holding, rather than frequent trading.

A HIGHLY FOCUSED APPROACH WITHIN THE PRIVATE EQUITY MARKET

We focus on the buyout segment of the private equity market, in which target companies are established, profitable and cash generative. Within buyouts, our focus is on mid-market and larger transactions, partnering with leading private equity managers in developed markets.

Through this approach, we are aiming to build a portfolio of companies with defensive growth characteristics as we believe these companies will generate the most consistently strong returns over the long term.



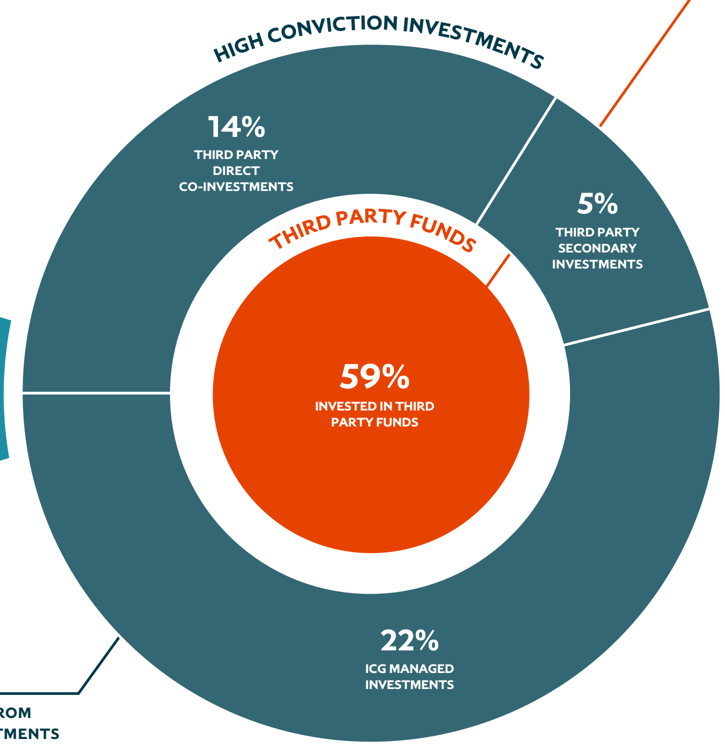
Our strategy balances high conviction investments with a diversified portfolio of third party funds.

STRATEGY UNDERPINNED BY OUR THIRD PARTY FUNDS PORTFOLIO

Our portfolio of leading third party private equity funds provides a diversified base of strong returns and forms the foundation of our strategy. The underlying funds have a bias to mid-market and large-cap European and US private equity managers and are the key source of deal flow for the third party co-investments and secondary fund investments in our high conviction portfolio. It also provides insights that inform the management of the portfolio as a whole.

14% P.A.

LOCAL CURRENCY RETURNS FROM OUR THIRD PARTY FUNDS PORTFOLIO OVER THE LAST FIVE YEARS



19% P.A.

LOCAL CURRENCY RETURNS FROM OUR HIGH CONVICTION INVESTMENTS OVER THE LAST FIVE YEARS

RETURNS ENHANCED THROUGH HIGH CONVICTION INVESTMENTS

The common theme in our high conviction portfolio is that ICG has selected the underlying companies for investment. This approach is in contrast to a conventional fund of funds in which the third party managers make all of the underlying investment decisions.

Our high conviction portfolio is weighted towards investments in our 30 largest underlying companies and over the medium term we expect 50% – 60% of the Portfolio to be weighted towards high conviction investments.

THIRD PARTY CO-INVESTMENTS

These are investments directly into a company alongside a private equity fund. These opportunities enable us to proactively increase exposure to companies we have a high conviction will outperform through the cycle.

SECONDARY FUND INVESTMENTS

This is when we acquire an existing interest from a seller in a private equity fund that is already substantially invested. We favour funds that are at a stage when the underlying assets' performance is visible.

ICG MANAGED INVESTMENTS

We invest in five of ICG's 21 strategies. A key strategic advantage for ICG Enterprise is the proprietary access we have to deal flow from ICG, and the ICG portfolio is broadly split between funds and co-investments. Many of our investments include a mixture of subordinated debt and equity, targeting returns broadly in line with our usual equity investments, but the subordinated debt element significantly reduces the overall risk.

DEFENSIVE GROWTH COMPANIES BENEFIT FROM LONG-TERM TRENDS THAT MAKE THEM LESS SENSITIVE TO THE BROADER ECONOMIC CYCLE

We target businesses that benefit from long-term structural trends rather than relying on cyclical economic growth. Our aim is to build a portfolio that will be more resilient in an economic downturn than the overall market. We are able to do this, in particular, in our high conviction investments by selecting co-investments and secondaries that exhibit defensive growth characteristics. We also tend to back private equity managers that share our investment philosophy, therefore the defensive growth theme is also prevalent in our funds portfolio.

HOW DO WE ASSESS DEFENSIVE GROWTH?

We have a bottom-up approach, looking for key business model characteristics that we believe will ensure a company is resilient through the cycle, rather than top-down through sector or geographical allocations. Examples of characteristics we look for include:

- strong competitive position in a structural growth market
- high level of recurring revenues
- high margins
- strong cash flow
- low customer concentration

Our focus on well-established businesses, rather than early stage companies, enables us to analyse performance through the last downturn. This forms a key part of our due diligence on co-investments, enabling us to form a view on how resilient the business would likely be in a recession.

In addition to the business characteristics we also analyse the private equity manager's experience with similar businesses. Having the right manager for a given asset forms an important part of our investment thesis. Similarly, our assessment of the portfolio company management team is an essential element of our due diligence process.

The valuation and capital structure of an investment is also an important component of our assessment of defensiveness. We look at the debt terms and covenants to ensure that the company can maintain flexibility through the cycle. Most of the investments managed directly by ICG include an element of structural downside protection which also contributes to the defensiveness of the portfolio.

COVID-19

There remains a huge amount of uncertainty about how the COVID-19 outbreak, and its economic fallout, will impact companies across the world.

The situation is rapidly evolving, and we expect macro-economic pressure across geographies for the foreseeable future. While our underlying portfolio companies are not immune to the impact of a global pandemic, or a period of prolonged global economic disruption, we believe private equity's active ownership model and our focus on companies with defensive growth characteristics will be resilient in the long term.

P18
Market review →

CO-INVESTMENT DUE DILIGENCE PROCESS

BUSINESS MODEL CHARACTERISTICS	RECESSION RESILIENCE	PRIVATE EQUITY MANAGER'S TRACK RECORD	PORTFOLIO COMPANY MANAGEMENT TEAM	VALUATION AND CAPITAL STRUCTURE
Analyse competitive position, cash flow dynamics, margin sustainability, recurring revenues, customer concentration and churn.	Assess the sensitivity of the market niche to GDP growth; analyse company performance in previous cycles; run downside scenarios.	Consider the overall track record including win and loss ratios; investigate relevant sector performance and operational capabilities.	Evaluate the experience, tenure and track record of management, the completeness of the team and appropriateness of incentives.	Compare the valuation to market multiples, both current and through cycles; assess the appropriateness of financing including covenants.

There are many defensive growth themes in our portfolio. Two examples include:

TECHNOLOGICAL ADVANCEMENTS

- Businesses embedding technology into work processes to drive efficiencies
- Shift towards cloud-based applications and software-as-a-service ('SaaS')
- Technology has enabled the collection and analysis of huge data sets

GROWTH DRIVERS

Businesses of all sizes are using technology to standardise and simplify everyday processes.

CERIDIAN RegEd

Demand for high-quality data and analytics to guide strategy and decisions.

IRi

Cloud-based software providing more flexible, secure and cost-effective alternatives.

VISMA IRIS

Rise in e-commerce sites and businesses supporting e-commerce.

allegro MHSi

SECTORS IMPACTED

- Business services
- Technology
- Consumer

NAVIGATING REGULATORY COMPLEXITY

- Rising burden of regulatory compliance in many sectors
- Greater focus on health and safety, safeguarding, environmental issues and financial services regulation
- Geographical variations in regulations, including at local level

GROWTH DRIVERS

Adoption of technological solutions to ensure and demonstrate compliance with regulations.

RegEd NAVEX GLOBAL

Increasingly stringent fire protection regulations across a range of industrial and public space settings.

minimax

Smaller operators unable to bear high compliance costs benefiting scale players and creating consolidation opportunities.

ABODE HOSPICE & HOME HEALTH ENDEAVOR SCHOOLS

Businesses need specialist consultants to help navigate ESG reporting requirements.

LRN ecovadis

SECTORS IMPACTED

- Business services
- Technology
- Healthcare & education
- Industrial

ENSURING OUR INVESTMENTS MAKE A WIDER POSITIVE IMPACT

ICG is committed to its responsibility to its people, community and the environment and has a well-defined Responsible Investment Policy and ESG framework in place.

Full details can be found on its website:
www.icgam.com

The long-term success of ICG Enterprise requires the effective management of both financial and non-financial measures. We believe that companies which are successful in managing Environmental, Social and Governance ('ESG') risks while embracing ESG opportunities will outperform over the longer term.

RESPONSIBLE INVESTMENT

Responsible investing is an approach to investing that aims to incorporate ESG factors into investment decision making, to better manage ESG risks and generate long-term sustainable returns.

OUR RESPONSIBLE INVESTMENT STRATEGY IS DEFINED BY THREE KEY PRIORITIES

1. Incorporate ESG factors into investment decision making
2. Better manage ESG risks
3. Generate long-term sustainable returns

ICG has been a signatory to the United Nations-supported Principles for Responsible Investment ('PRI') since 2013. The PRI has become the standard for global best practice in responsible investing. PRI signatories are required to report on their responsible investment activities annually, which ensures accountability and transparency and also promotes continual improvement.

ICG aims to act responsibly and cautiously as the guardian of its investors' capital in portfolio companies, and considers ESG at all stages of the investment cycle. It has a well-defined Responsible Investment Policy in place and an ESG framework which clearly outlines the key ESG considerations and practices from screening and due diligence through to exit.

The ICG Enterprise investment team receives regular formal training on ESG and is provided with the skills and tools necessary to identify and investigate ESG issues during the pre-investment stage of an investment, including specifically an ESG checklist and policies. All investment recommendations include a dedicated section on ESG, outlining the policies and practices of the manager, which is taken into consideration when making investment decisions by the Investment Committee.

The vast majority of our underlying private equity managers are members of the PRI or have a Responsible Investment/ESG policy.

ENGAGING WITH MANAGERS

IDENTIFY ESG ISSUES

- Before investment, evaluating how the underlying managers assess ESG issues as part of their due diligence on companies and how they report such issues.
- Developing strong and open working relationships with underlying managers.
- Undertaking early and constructive engagement on ESG issues of legitimate concern to the Company's shareholders.
- Ensuring the highest levels of integrity in relationships with the underlying managers, including appropriate transparency on fees and governance matters.

Where a private equity manager does not have a formal policy, the team seeks assurances from the manager regarding their ESG practices.

Within our third party funds portfolio, while we do not directly influence portfolio construction, we typically partner with managers who have a similar approach to ESG matters. We also engage with all managers on a regular basis to identify and mitigate any potential ESG risks. We have a greater degree of control of ESG considerations in our high conviction portfolio.

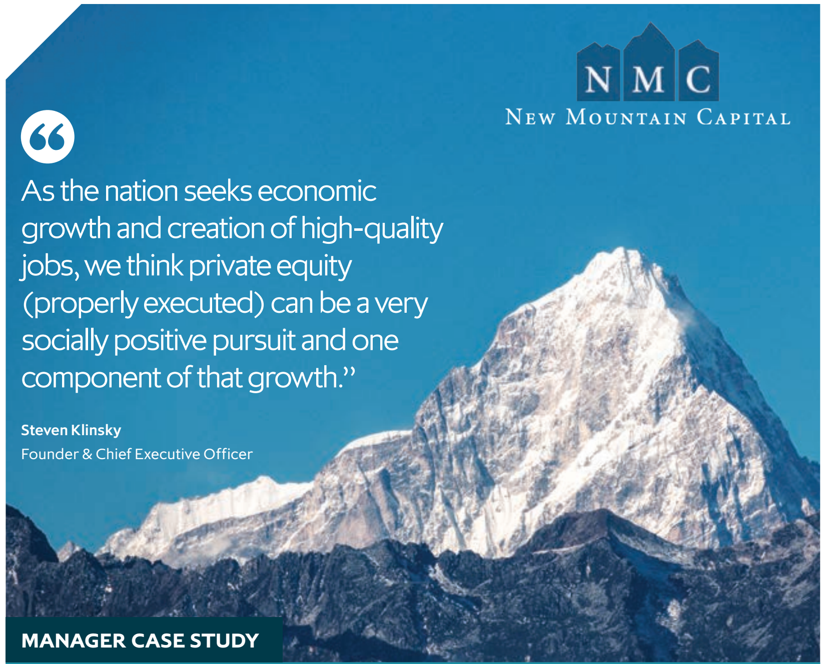
CLIMATE CHANGE IN FOCUS

The financial services industry has a significant role to play in achieving the transition to a low carbon economy, in line with the goals of the Paris Agreement, and we at ICG Enterprise are committed to supporting this.

- We recognise that climate change will have an adverse effect on the global economy and this presents both risks and opportunities for investments over the short and long term.
- We support the recommendations of the Task Force on Climate-related Financial Disclosures ('TCFD').
- For potential co-investments we identify whether there are any material climate change-related issues associated with the investment. We use our ESG Screening Checklist to guide this process, which incorporates specific guidance on climate-related risks and opportunities.
- Any material climate change-related issues, including actions being taken to manage associated risks, would be recorded in our investment proposals for the Investment Committee's consideration.

P16
Read more about ICG's focus on climate change →

NMC New Mountain Capital



"As the nation seeks economic growth and creation of high-quality jobs, we think private equity (properly executed) can be a very socially positive pursuit and one component of that growth."

Steven Klinsky
Founder & Chief Executive Officer

MANAGER CASE STUDY

PROUD TO OWN COMPANIES THAT CONTRIBUTE POSITIVELY TO SOCIETY

$15M
COMMITMENT TO NEW MOUNTAIN CAPITAL V

- Over 43,900 jobs added or created, net of any job losses, in portfolio companies under New Mountain's ownership.
- Median income for portfolio companies' US employees was ~87% above the national median in 2018.
- Over $4.7bn of R&D, software development and capital expenditure in past and present portfolio companies.
- Signatory of the United Nations Principles of Responsible Investing and American Investment Council.

New Mountain has a 'business building' mindset and strong commitment to improving the quality of each portfolio company by focusing on job creation and growth during its ownership.

Its Social Dashboard, published every year since 2008, reports on key job growth and investment metrics across its portfolio.

New Mountain considers the integration of ESG issues is a key differentiator for minimising investment risks, improving operating efficiencies and enhancing financial returns. Its formal ESG policy comprises 24 key ESG metrics to apply during the diligence, investment and monitoring stages. It also operates diversity and energy efficiency initiatives.

2019 ASSESSMENT SCORES

- PRI Strategy and Governance: Grade A
- PRI Direct Private Equity: Grade A
- CDP Climate Change: Grade A-

Signatory of: PRI Principles for Responsible Investment ICG
CDP

SUPPORTING WOMEN IN PRIVATE EQUITY

LEVEL 20

ICG is a Sponsor of Level 20, the not-for-profit organisation established to inspire women to join and succeed in the private equity industry.

Level 20's mission is to encourage greater female representation across the private equity industry with the goal of having 20% of senior positions in the industry held by women and with a particular focus on increasing the number of women in investment roles.

ICG supports Level 20's five key initiatives to achieve this mission: mentoring and development; networking and events; outreach; advocacy; and research. It encourages its employees, irrespective of gender, to be active members of Level 20 by contributing to Level 20-led research, discussion groups and outreach events and participating in the annual mentoring programme. ICG's engagement with these activities is led by its Level 20 Ambassador.

WOMEN IN FINANCE CHARTER

In 2018, ICG became a signatory to the HM Treasury Women in Finance Charter and committed to increasing the number of women in UK senior management to 30% by 2023.

ICG'S WOMEN'S NETWORK

As part of ICG's broader commitment to increase the number of women in senior management positions, ICG's Women's Network was launched in 2019.

Q&A WITH EIMEAR PALMER RESPONSIBLE INVESTING OFFICER AT ICG

22%
OF THE PORTFOLIO IS MADE UP OF ICG INVESTMENTS

91%
of ICG companies surveyed have a designated individual responsible for ESG matters[1]

78%
have set ESG targets[1]

61%
have set climate change or energy-related objectives and targets[1]

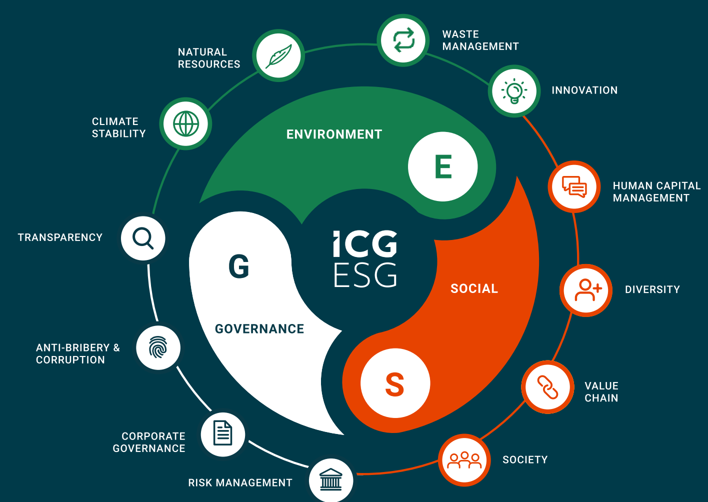
A FOCUS ON CLIMATE CHANGE

Q

WHAT ROLE CAN PRIVATE EQUITY PLAY IN THE CHALLENGES WE FACE ON CLIMATE CHANGE?
Climate change is the biggest long-term challenge facing us and we believe our industry has a vital role to play in achieving the objectives of the Paris Agreement to limit global warming to well below two degrees Celsius. Climate change has been a key focus for us over the past 12 months and we actively engage with our portfolio companies, where we have influence, to address climate change. We also believe that fostering collaboration across our industry is vital and ICG is very involved in the launch of a UK climate change network, Initiative Climate International ('ICI'), in the UK.

Q

HOW DO YOU ADAPT YOUR PORTFOLIO TO CLIMATE CHANGE?
We formally consider climate change risks and opportunities when assessing each investment opportunity and have turned down deals specifically for climate-related reasons. We have also launched two new strategies that are designed to achieve a positive environmental outcome and contribute to the objective of the Paris Agreement.



Q

HOW DO YOU ENGAGE WITH PORTFOLIO COMPANIES ON CLIMATE-RELATED ISSUES?
It depends on our level of influence and access to management but in most instances, we conduct an initial assessment of climate risk and opportunities. Where this is a material issue, we will then work with management to establish key performance indicators and set targets to, for example, improve energy efficiency and reduce emission intensity. We then track these KPIs over the duration of our investment. Over 60% of portfolio companies in our European Subordinated Debt and Equity funds have set climate change or energy-related objectives and targets.

Q

WHAT WERE ICG'S KEY ACHIEVEMENTS OVER THE PAST 12 MONTHS?
We received an A- score for our 2019 CDP climate change assessment up from a B score one year previously. This puts us in the top 6% of companies globally in terms of measuring and disclosing greenhouse gas emissions and climate change risk, well above the average C score in our industry.

Q

WHAT ARE ICG'S ASPIRATIONS?
We are always working hard to better understand the climate-related risks associated with our portfolio companies and identify the opportunities available to us to address them. We have started conducting a carbon footprint analysis of certain funds, including our flagship European Subordinated Debt and Equity Fund and our Infrastructure Equity Fund. We are also reviewing our own operations as a company and have set a target to reduce our own emissions by 80% by 2030.

A HISTORY OF RESPONSIBLE INVESTING ('RI')

	2013	2014	2015	2016	2017	2018	2019
Above	RI Policy established	ESG Integration: 48% AUM	1st Annual ESG survey	ESG Integration: 89% AUM		5th CDP Filing: B Score	ESG Integration: 100% AUM
Below	Signatory of PRI	ESG training; RI Committee established		ESG training		ESG training: PRI Academy	PRI AA scores: –Strategy & Governance – Private Equity

1 ICG 2019 Annual Survey results Europe Funds V, VI and VII portfolio companies.

garnica

Founded in 1973 and based in Spain, Garnica is the undisputed leader in the niche European poplar plywood market. The company manufactures sustainable plywood products for construction, caravan, marine and decorative markets.

ICG INVESTMENT CASE STUDY

DRIVING CHANGES TO ACHIEVE ENERGY EFFICIENCY AND SUSTAINABLE USE OF RESOURCES

With ICG's support, a dedicated ESG Officer was appointed in 2019, charged with coordinating and implementing the company's sustainability initiatives across its various sites.

Following ICG's ESG review and site visit, ICG worked with Garnica's management team to establish and formalise ESG targets and KPIs around the sustainability of raw materials, energy consumption, carbon footprint and health and safety.

ICG has been involved with Garnica for a number of years, and in that time, ESG engagement across the business has strengthened significantly.

There is broad scope for climate change mitigation when it comes to poplar plantations, the company's main business. Poplar is one of the fastest-growing tree crops and about 50% of the timber's dry weight is carbon. Poplar plantations capture 11 tonnes of CO_2 per year per hectare.

Based in La Rioja, Spain, Garnica provides stable employment for over 1,100 workers in the least populated areas of Spain and France and many more indirect jobs in its associated industries such as forest management and transportation.

Ensuring the sustainability of the product is vital and Garnica monitors and audits its wood suppliers to ensure they meet the company's stringent sustainability standards.

In accordance with its environmental aims, Garnica promotes and encourages reforestation. To date, plantations comprising over 50,000 trees have been financed in this way. Garnica also has its own nursery, researching poplar resistance to climate change, to guarantee sustainable plantations.

Garnica also focuses on being resource efficient (zero waste) and minimising its carbon footprint. Smaller logs and logging residues are chipped on-site and used for the production of particleboard or else fed into biomass plants to generate energy. The company is also looking into producing its own renewable photovoltaic energy.

KEY TRENDS IN THE PRIVATE EQUITY MARKET IN 2019

RECORD FUNDRAISING UNDERSCORING THE IMPORTANCE OF MANAGER SELECTION

With institutions increasingly allocating to private equity, 2019 was another record year for fundraising, with a total of $324bn raised for private equity in the US and Europe, a 34% increase on 2018. Despite this, the number of funds raised declined by 13%, with several large 'mega funds' in the market accounting for an increasing proportion of capital raised. Many institutions are consolidating portfolios and committing larger amounts to fewer funds, leading to more capital being concentrated on a smaller number of managers.

Within private equity, the dispersion of returns is far more pronounced than in other asset classes. Consequently, top performing managers are becoming increasingly oversubscribed and hard to access and the ability to identify and build relationships with the right managers is now more important than ever.

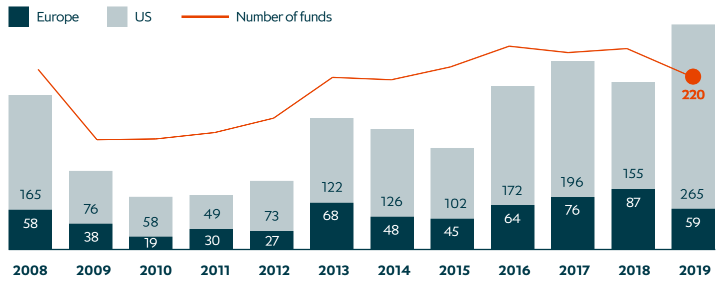
OUR RESPONSE

Strong relationships, a proactive investment process and the ability to identify opportunities overlooked by the broader market

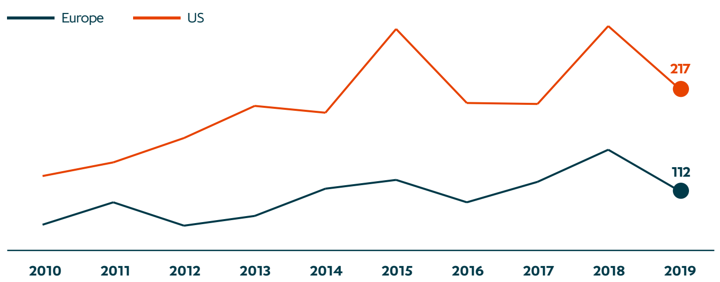
We have been investing in third party private equity funds for more than 30 years and have built up strong relationships with managers over multiple cycles. These close relationships ensure that our due diligence process is well advanced ahead of fundraising and means that we are able to secure an allocation to our preferred managers, many of which have significantly oversubscribed funds.

Examples in the year include new funds raised by Advent International, Cinven and Permira. We are also able to leverage the ICG network to access top performing managers that we have not previously invested with, in particular in the US. Strong relationships also ensure a healthy flow of co-investment opportunities.

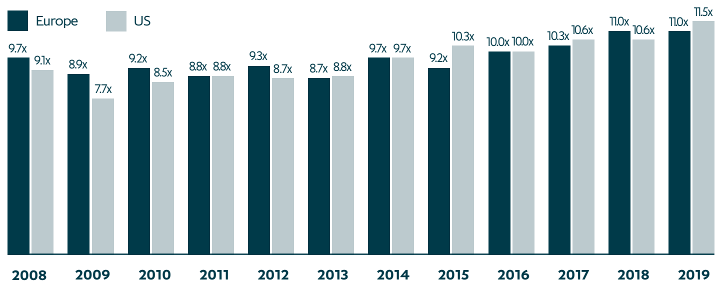
1. FUNDRAISING ($BN)



2. DEAL VALUE ($BN)



3. BUYOUT MULTIPLES



Source: S&P LCD, Preqin.

While many funds are oversubscribed in record time, the market has become increasingly bifurcated with managers not perceived to be in the top echelons struggling to gain investors' attention.

Often, we view the distinction between oversubscribed managers that close funds quickly and those who take longer to reach their target fund size to be unfounded and we are not afraid to go against the herd. There are a number of benefits to this approach: firstly, the fund may have already made a number of investments enabling us to due diligence the assets before committing (a 'late primary' investment); secondly, this dynamic often facilitates greater co-investment access; and thirdly, we are wary of the most sought after managers raising too much capital with the resultant risk of strategy drift. An example in the year of a 'late primary' investment is Gryphon V, which was 45% invested at the time of our commitment and alongside which we subsequently completed a co-investment in RegEd. With ICG as manager of the Company, we also have access to proprietary ICG deal flow, and during the year 16% of capital deployed was into ICG investments.

INCREASING COMPETITION FOR QUALITY ASSETS DRIVING SUSTAINED HIGH PRICING

Global deal activity slowed in 2019, with a 24% decrease in total buyout deal value and a fall in both deal count and average deal size. While activity was reduced, strong competition for deals from both private equity and corporate buyers has sustained high multiples paid across the two main private equity markets of Europe and the US. The average EBITDA multiples paid for new investments of 11.5x in the US and 11.0x in Europe were both high by historical standards (see chart 3).

Private debt markets were also buoyant with average debt/EBITDA ratio in the US and Europe of 5.8x. These relatively high multiples underscore the importance of managing downside risk. However, it is worth noting that leverage levels remain below those immediately prior to the financial crisis while interest rates are much lower and loan covenants are significantly less onerous, favouring the equity investors.

OUR RESPONSE

A continued focus on defensive growth and structural downside protection

The elevated multiples being paid for acquisitions in 2019 highlight the importance of having a clear approach underpinned by investment discipline. With a cautious and selective approach to deploying capital, focusing on resilient businesses, our mandate allows us to be nimble and adjust the mix of investments where we best see relative value. The managers that we invest with have long track records of value creation across multiple cycles. In addition, as part of ICG, we benefit from proprietary deal flow and our investments alongside ICG (22% of the portfolio) have the added benefits of either structural downside protection or a relative value approach:

- Structural downside protection: results from investing in a mixture of subordinated debt and equity instruments. By combining the downside protection of subordinated debt with the upside potential of the equity, these investments are targeting a blended return similar to that of a typical equity deal but with lower downside risk.
- Relative value: is the approach of ICG's Strategic Equity funds. This strategy focuses on complex recapitalisations of mature private equity funds where transaction dynamics facilitate investment at multiples materially below market.

COVID-19 IMPACT

IMPACT ON THE CORPORATE SECTOR

Since the year end, the rapid global spread of a new strain of coronavirus ('COVID-19') has dramatically altered the investment landscape. What was before the outbreak a relatively benign low growth, low interest rate environment, has morphed into what is likely to be a sharp negative growth shock.

The initial hit has been on global supply chains and China's demand for non-essential goods, commodities and services. The secondary, but likely largest and less recoverable, impact is being driven by reductions in global private consumption of services, including travel, tourism, shipping and footfall reliant businesses.

It is too early to assess the depth and duration of the shock. Early economic data indicates that in 1H 2020 most major developed economies will experience significant economic contraction. The extent of the disruption in 2H 2020 and 2021 is largely dependent on how quickly and sustainably the spread of COVID-19 can be contained and the success of fiscal and monetary policies in supporting economies sufficiently to keep them in 'suspended animation' during containment periods.

LONG-TERM RESILIENCE OF OUR FOCUS ON DEFENSIVE GROWTH

- Our strategy is focused on companies that have defensive growth characteristics; companies that performed well through previous economic cycles.
- As a result, the Portfolio is weighted towards more resilient sectors, such as healthcare, consumer staples, business services and technology.
- The Portfolio is well diversified, and invested in larger companies, which we believe are more resilient.
- There is also bias to managers who have a strong operational focus and demonstrable experience of successfully managing investments through periods of economic stress.

IMPACT OF COVID-19 ON THE PORTFOLIO

- Given the rapid escalation of the crisis, we currently have limited visibility on the short and longer-term impact of COVID-19 on the global economy.
- Performance will vary between geographies, sectors and companies and be dependent on business models and end markets.
- Our managers have moved decisively to address immediate risks and are implementing plans to protect and preserve long-term value.
- While it is difficult to accurately gauge the impact of COVID-19 on the Portfolio, as a whole, at this stage, our approach means that we have increased visibility on the performance of our high conviction investments.
- Specifically, our Top 30 Companies, which make up 46% of the Portfolio, are weighted towards high conviction investments.
- Within these companies we believe that the majority are well placed to weather the current uncertainty and take advantage of any recovery.

BENEFITS OF THE PRIVATE EQUITY MODEL IN PERIODS OF UNCERTAINTY

- Private equity's active ownership model and close lines of communication with businesses mean they can move quickly to address issues.
- Leading private equity firms have significant operating teams in place that can provide expert guidance and resource in periods of economic uncertainty, addressing issues in the early stages.
- Long-term investment horizons and access to capital, both from funds and relationships with banks, allows private equity firms to support portfolio companies during times of economic and financial market distress.

16.6%
LOCAL CURRENCY PORTFOLIO RETURN[1]
(12 MONTHS TO 31 JANUARY 2019: 15.0%)

17%
TOP 30 COMPANIES EARNINGS GROWTH OVER THE LAST 12 MONTHS
(31 JANUARY 2019: 16%)

37%
REALISATION UPLIFT TO PREVIOUS CARRYING VALUE[1]
(31 JANUARY 2019: 35%)

2.4x
MULTIPLE OF COST OF REALISATIONS[1]
(31 JANUARY 2019: 2.4X)

The Portfolio delivered strong underlying returns in the year, extending the record of double-digit growth to 11 consecutive years.

We continued to deploy capital selectively into companies with strong defensive characteristics in sectors with non-cyclical growth drivers and build new relationships with leading managers both in the US and Europe.

We are especially pleased with the progress made in increasing our portfolio weighting to the US in line with our long-term strategic objectives.

1 This is an APM as defined in the Glossary on pages 96 to 98.

PERFORMANCE OVERVIEW

The potential for COVID-19 to cause widespread disruption was not evident at our year end date. The valuation of the Portfolio at 31 January 2020 was therefore not negatively impacted by COVID-19 and does not reflect the subsequent stock market falls in late February and early March.

Profit growth and realisations drive the 11th consecutive year of double-digit underlying growth

Continued strong operating performance and realisations at significant uplifts to carrying value generated a return of 16.6% in local currencies, or 14.6% in sterling. These results represent the 11th consecutive year of double-digit underlying portfolio growth, over which time period the Portfolio return has averaged 16% p.a. in local currencies.

All parts of the Portfolio performed well and contributed to growth in the year, with particularly strong performance from our US, co-investment and ICG portfolios, with growth driven by a combination of strong trading performance, realisations, IPOs and movements in quoted share prices.

Within our high conviction portfolio, notable contributors include three US co-investments: PetSmart (a leading US pet retailer), which successfully listed its online business, Chewy; Abode Healthcare (a provider of at-home hospice care), which was sold during the year at 2.0x cost and a gross IRR of 69%; and Ceridian (a human capital management software provider), which was listed in 2018 and whose share price increased by almost 80% in the year taking the return to 4.6x cost. In addition, three of our recent co-investments alongside ICG's flagship European strategy (Domus, Minimax and Visma) all outperformed the wider portfolio following strong underlying growth.

Outside of our high conviction portfolio, Gridiron III, a US mid-market fund which is currently our second largest fund holding by value, reported significant gains in the year, with one of its portfolio companies, Leaf Home Solutions, driving a significant proportion of the gain. This follows exceptionally strong trading performance. The business, which provides gutter protection solutions that reduce the requirement for homeowners to clear gutters, is considered one of the fastest growing home maintenance companies in the US.

PORTFOLIO OVERVIEW

High conviction investments underpinned by a portfolio of leading funds

Our strategy is focused on investing in larger companies, those with leading market positions and strong management teams as we believe they will generate the most consistently strong returns through the cycle. Our Portfolio combines investments managed by ICG and those managed by third parties, in both cases directly and through funds, and at 31 January 2020 the Portfolio was valued at £806m (31 Jan 19: £695m).

Third party funds were valued at £477m (31 Jan 19: £407m) providing the Portfolio with a base of strong diversified returns and also deal flow for our high conviction portfolio. The underlying funds are managed by leading mid-market and large-cap European and US private equity firms, with a bias to managers who have a strong defensive growth and operational focus. Over the last five years this portfolio has generated a net return of 14% p.a. in local currencies.

High conviction investments were valued at £329m (31 Jan 19: £288m). The common characteristic of our high conviction investments is that ICG selects the underlying companies, in contrast to a conventional fund of funds in which third party managers make all the underlying investment decisions.

Our high conviction portfolio allows us to proactively increase exposure to companies that benefit from long-term structural trends, those which we believe would be more resilient in an economic downturn. We are able to enhance returns and increase visibility on underlying performance drivers, and we mitigate the more concentrated risk through a highly selective approach and our focus on defensive growth companies. Over the last five years, high conviction investments have generated a net return of 19% p.a. in local currencies and we have a strategic goal to increase the weighting to these investments towards 50% – 60% of the overall Portfolio.

Top 30 companies performed well in the year, dominated by high conviction investments and defensive growth companies

Our largest 30 companies ('Top 30 Companies') represent 46% of the Portfolio by value (31 Jan 19: 46%), and are weighted towards our high conviction investments, which make up 71% of the Top 30 Companies by value (31 Jan 19: 70%).

During the year, the Top 30 Companies performed well, reporting average LTM earnings growth of 17% and revenue growth of 12%. It is particularly encouraging that a quarter of these companies generated LTM earnings growth in excess of 20% in the year, driven by both organic growth and M&A activity. The valuation multiples of the Top 30 Companies increased from 10.9x to 11.7x, a reflection of the change of mix and weightings, rather than an increase in aggregate multiples overall. The net debt/EBITDA ratio remained relatively unchanged at 4.1x, although mix and weightings also had an impact with the majority of companies de-levering in the year on a like-for-like basis. As we look across the Portfolio, the growth and valuation trends are similar.

Since the year end the economic landscape has altered dramatically. In the 71% of the Top 30 Companies portfolio which are high conviction investments, there is a strong bias towards investments in sectors which have defensive characteristics.

IRi
Growth delivered.

$15M
TOTAL ICG ENTERPRISE INVESTMENT

A LEADING PROVIDER OF BIG DATA AND PREDICTIVE ANALYTICS

IRI provides data, predictive analytics and insights to some of the world's leading consumer goods manufacturers, retailers, healthcare and media companies, such as Pepsi, Nestlé and Unilever. IRI's services help them to market, grow their businesses and take critical business decisions. It provides most of its services through an industry leading technology platform, IRI Liquid Data.

IRI's software allows its clients to closely track purchasing trends. This in turn helps clients understand the changes in consumer and shopper behaviour across categories, brands, channels and retailers. IRI offers solutions to help its clients successfully determine how to best handle areas such as promotions, out-of-stock items, pricing and assortment to meet the changing needs of consumers.

IRI was originally acquired by New Mountain in 2011. It partially realised its investment in the company from its third fund in 2018. ICG Enterprise was invited to participate alongside a consortium of other institutional investors. New Mountain continues to be the largest shareholder in the company and is actively involved in guiding its operations and strategy. We were attracted by New Mountain's historical success investing in the company, coupled with its experience of investing in similar businesses. IRI is a good example of a defensive growth business: the 'mission critical' nature of its offering meant that it has historically traded well through periods of economic volatility.

37%
REALISATION UPLIFT TO PREVIOUS CARRYING VALUE
(31 JANUARY 2019: 35%)

2.4x
MULTIPLE OF COST OF REALISATIONS
(31 JANUARY 2019: 2.4X)

This includes a number of recent co-investments in sub-sectors such as software and packaging which continue to perform well even in the current climate. We also believe that our investments alongside ICG will, in addition to having defensive business models, benefit from being structured to provide downside protection. This makes these investments less sensitive to short-term earnings or valuation pressure compared to a conventional buyout deal structure.

Performance in the current environment will vary between sector and company, and, while our underlying portfolio companies are not immune to the impact of a global pandemic, we believe that the vast majority of our Top 30 Companies are well placed to weather the current uncertainty and take advantage of any recovery. Three of our Top 30 Companies are quoted, and it is worth noting that two of these have increased in value since 31 January 2020 with Chewy and TeamViewer's share price increasing by 64% and 29% respectively[1]. The third, Ceridian, has declined since the onset of the crisis, however, more than a third of our January holding was sold at a premium to the January valuation in February 2020.

REALISATIONS

Continued strong realisation activity at significant uplifts to carrying value and cost

Realisations continued at a healthy level during the year with £141m[2] of cash being generated from the Portfolio. Although lower than the historical highs of the two previous years, at 20% of the opening Portfolio it is in line with our 10-year average.

The realisation of 48 companies completed at an average uplift of 37%[3] to the previous carrying value, which is consistent with the long-term trend of significant uplifts being generated when companies are sold. The average return multiple of 2.4x cost was also strong, reflecting a number of highly successful investments realised in the year, with 40% by number being sold for at least 2.5x cost. Over the last five years exits have averaged 33% uplift to carrying value and a multiple of 2.3x cost.

The largest realisation in the year came from our co-investment in Froneri and its associated fund PAI V which together generated £18m of proceeds. This fund, which has performed extremely well, had two assets remaining with strong prospects but was coming to the end of its term. PAI therefore offered investors the opportunity to realise their holdings in these companies or reinvest into a new vehicle, PAI Strategic Partnerships, giving more time to maximise the potential from these companies. Given the continued strong performance of Froneri and its future prospects, we decided to re-invest the majority of the proceeds into the new transaction ensuring the company remains in our Top 30 Companies.

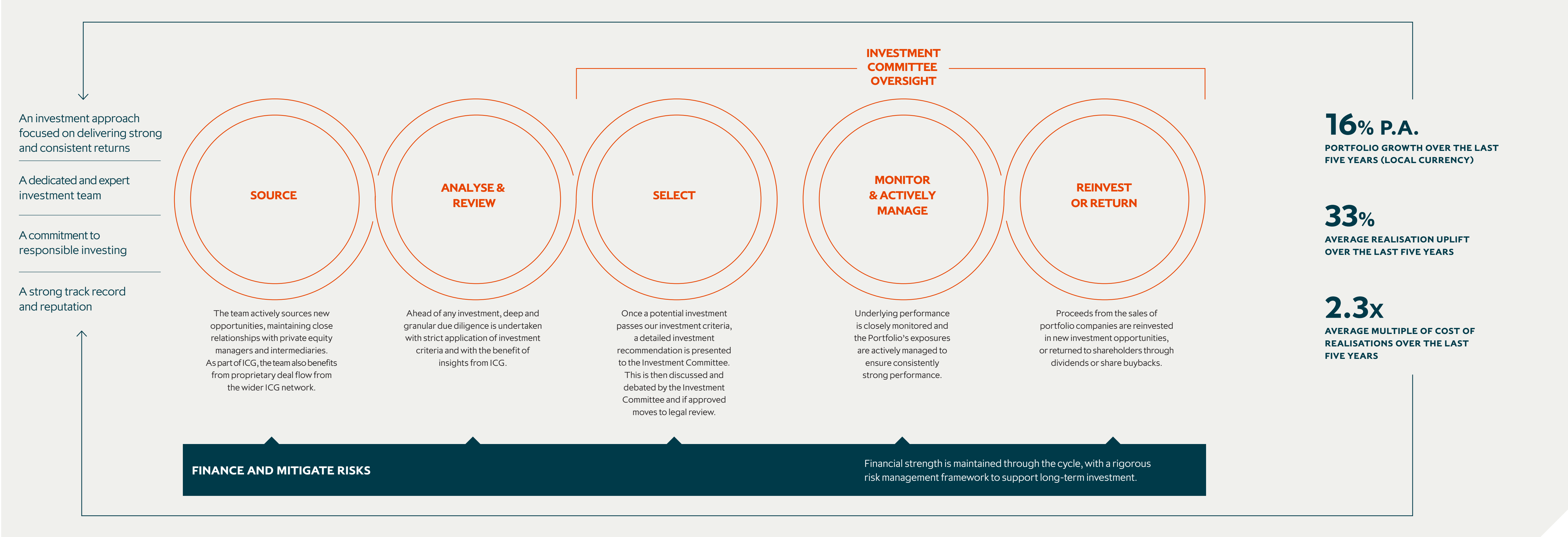
The public market listing of technology investments was a strong source of underlying valuation gains and proceeds with 15% of amounts received arising from sales of listed shareholdings. The partial sell down of human capital management software provider Ceridian by Thomas H Lee was the largest contributor with £11m being returned in the year, mainly from our co-investment. Permira's successful listing of remote support software provider TeamViewer was also a significant contributor both in terms of proceeds (£2m) and gain in the year, with the investment being written up to 13.6x cost as at 31 January 2020, based on the closing share price at this date. Both of these companies are in our Top 30 Companies at the year end.

In addition to sales by our underlying managers, we completed a secondary sale of one of our third party fund holdings at a premium to the GP's valuation, which generated a further £8m of proceeds. We also completed the sale of two more holdings, at premiums to the most recent valuation, shortly after the year end generating another £5m.

These transactions highlight our active approach to managing the Portfolio and we will continue to pursue further sales opportunistically, taking advantage of our in-house secondary market expertise.

From our largest 30 underlying companies at the start of the year, two were fully realised: Atlas for Men from the third party funds portfolio and Abode Healthcare from the co-investment portfolio, both of which generated strong returns. In addition, our investment in Visma was partially realised, with our co-investment managed by Cinven realised, generating a 2.5x return. We still retain an interest in this company via an ICG fund holding and co-investment from a later transaction.

HOW WE CREATE VALUE – OUR INVESTMENT PROCESS AND BUSINESS MODEL



1 As at 23 April 2020.
2 Refers to proceeds generated from underlying portfolio (excludes secondary sales).
3 Uplift figure excludes publicly listed companies that were exited via multiple share sales.

NEW INVESTMENTS

Selective new investment

We invested £159m in the year, broadly in line with the £158m of new investment in the year to January 2019. 39% of new investment was into our high conviction portfolio, down from 50% in the year to January 2019. While we had a similar volume of opportunities compared to the prior year, we executed fewer co-investments, given our cautious stance on valuation multiples being paid for acquisitions. We completed three US co-investments and the Froneri secondary transaction, totalling £35m, and one co-investment alongside ICG (£10m).

Co-investments have always been a feature of our strategy and have outperformed both primary and secondary investments over the short and long term, generating a local currency return of 21% p.a. over the last five years. Our focus remains on defensive growth businesses with high cash flow conversion which have demonstrated resilience to economic cycles. The co-investments made in the year were:

- **DOC Generici** is a leading independent generic pharmaceutical company and the third largest company in the Italian pharmaceutical market. It is active in the supply of drugs for the treatment of all the common medical conditions with a strong presence in areas including cardiovascular, gastrointestinal, metabolism and neurological treatments. We invested £12m in this company.
- **Berlin Packaging** is a provider of global packaging services with a focus on the food and healthcare industries in which we invested £9m alongside Oak Hill Capital Partners. The company provides its clients with a fully integrated service to design, finance and commission packaging. It is the number one distributor of rigid packaging in North America operating in a $7bn core addressable market. It has a strong financial track record and a highly cash generative business model with demand that has proved resilient through the cycle.

OUR PORTFOLIO STRUCTURE

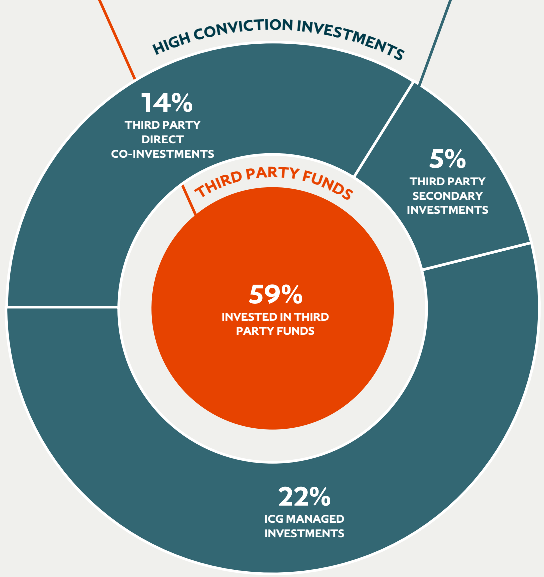
THIRD PARTY FUNDS PORTFOLIO

- Underlying companies selected by 40 leading private equity managers
- Strong relationships in many cases over multiple fund cycles
- A base of strong diversified returns
- Source of deal flow and insights for the high conviction portfolio
- Five-year constant currency returns of 14% p.a.[3]

£477m[1,3]

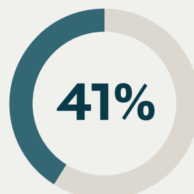
THIRD PARTY FUNDS PORTFOLIO

The funds portfolio has a bias to mid-market and large cap European and US private equity managers.



HIGH CONVICTION INVESTMENTS

- Underlying companies selected by ICG
- Increases exposure to attractive assets
- Enhances returns, increases visibility and control
- Enables greater flexibility in portfolio management
- Targeting 50% – 60% weighting
- Five-year constant currency returns of 19% p.a.[3]



£329m[2,3]

HIGH CONVICTION INVESTMENTS

Within the ICG weighting, we are invested in five of ICG's strategies with a focus on funds that have a bias to equity returns targeting annualised gross returns of 15% – 20%.

Of the 21.8% invested with ICG, 10.4% is via funds (both primary and secondary investments) and 11.4% is via co-investments.

19.0% of the Portfolio is weighted towards third party co-investments and secondary investments.

1 31 January 2019: £407m.
2 31 January 2019: £288m.
3 This is an APM as defined in the Glossary on pages 96 to 98.

- **VitalSmarts** is a US provider of online and in-person leadership training, our second co-investment alongside Leeds Equity Partners, in which we invested £8m. Both the manager and company have an excellent track record in corporate education and the deal dynamics at entry were attractive in terms of both entry multiple and the company's capital structure. The company has worked with over 300 of the Fortune 500 companies and has a highly diversified income base.
- **RegEd** is a leading provider of regulatory compliance software services, primarily to broker-dealers, insurance companies and banks in the United States. The company's customers include over 200 blue-chip customers including 80% of the top 25 financial services firms in the US. We invested £5m in RegEd alongside a new US manager, Gryphon Investors. We expect RegEd to benefit from a number of favourable trends as its clients transition towards greater automation and less reliance on manual processes.

All of these companies have defensive business models. Additionally, DOC Generici features a combination of subordinated debt and equity investments giving an element of structural downside protection, a consistent feature of many of our investments with ICG.

12 new fund commitments to both existing and new manager relationships

We completed 12 new primary fund commitments in the year totalling £156m. 11 of these were to third party managers. Of these third party fund commitments, six were raised by managers we have backed successfully before: two European funds (IK and Cinven), two global funds (Advent and Permira), and two US funds (Oak Hill and Gridiron). We also made a commitment to ICG Europe Mid-Market Fund, ICG's latest European fund. The managers we back tend to raise funds that are oversubscribed and therefore difficult to access, and the calibre of these managers speaks to the relationships that we have built with these firms over many years. A key area of focus in our selection and due diligence process relates to the performance of managers during periods of significant financial stress.

We also added five new manager relationships, of which three are focused on the US mid-market (AEA, Gryphon Investors and Charlesbank) and two are focused on the European market (Carlyle Europe and Investindustrial). Since the move to ICG we have built many new relationships with US managers and they have been a key source of co-investment and secondary deal flow in addition to the in-house deal flow that ICG has given the Company access to. As a result, the Portfolio is increasingly geographically diverse; of our 29 core manager relationships, 12 are US managers and we have successfully increased our US exposure to 30% of the Portfolio.

RegEd

80%

OF THE TOP 25 FINANCIAL SERVICES FIRMS IN THE US ARE REGED CUSTOMERS

A LEADING PROVIDER OF REGULATORY COMPLIANCE SOFTWARE SOLUTIONS

$6m

TOTAL INVESTMENT BY ICG ENTERPRISE

RegEd is a market-leading provider of compliance related software solutions. It has relationships with more than 200 clients, including 80% of the top 25 financial services firms in the US. Its clients are primarily in the insurance, broker-dealer, and banking sectors in the US.

The company was established in 2000 by a team of former regulators and is recognised for continuous innovation in regulatory technology. Its solutions improve its clients' workflows, provide data integration and regulatory intelligence, and help automate business processes. RegEd's products drive enhanced operational efficiency and enable its clients to comply with complex regulations in a cost effective manner whilst continuously mitigating risk.

RegEd estimates that there are more than 5,000 insurance and securities regulatory changes each year.

RegEd's products allow its clients to keep pace with these changes. Technological solutions also allow processes to be better adapted to remote working.

ICG Enterprise co-invested alongside Gryphon Investors in 2019. Gryphon has a highly thematic approach to origination and had identified the company as an attractive investment following its extensive research into the governance, risk and compliance sector. It is partnering with the successful, existing senior management team. The company will be chaired by an experienced senior executive who is an acknowledged expert in the governance, risk and compliance software as a service sector and an existing member of Gryphon's executive advisory board. Gryphon believes that it can grow the company through accretive acquisitions.

$13M

TOTAL ICG ENTERPRISE INVESTMENT
(INCLUDING EXPOSURE THROUGH THE FUND AND CO-INVESTMENT)

A LEADING PLAYER IN PACKAGING

Berlin Packaging is a global provider of rigid packaging (plastic and glass) and packaging related services. ICG Enterprise co-invested $10m in the company in June 2019, alongside Oak Hill Capital Partners.

Berlin Packaging acts as an intermediary between packaging manufacturers and customers, primarily in North America and with a growing presence in Europe. It operates in defensive end-markets such as food and beverage and healthcare, offering flexibility across >40,000 SKUs in plastic, glass and metal. It does not manufacture any products, resulting in an asset-light business model and a highly flexible cost structure. Additional services include design, sourcing, warehousing, logistics and financing.

Berlin Packaging offers a compelling value proposition to both its customers and manufacturers. For customers, it provides access to >1,200 manufacturers at advantaged pricing from its scale. In parallel, it allows manufacturers to focus on their core business whilst receiving access to a fragmented base of >18,000 small customers.

The business model has many features in line with our defensive growth strategy: its scale and longstanding relationships create high barriers to entry; low customer concentration and churn; and a long-term track record of EBITDA growth, including during the GFC.

Oak Hill originally acquired Berlin Packaging from Investcorp in 2014. During its period of ownership, the business has grown consistently, and Oak Hill believes there is considerable further organic and inorganic growth potential. We were invited to provide new equity alongside a consortium of institutional investors as part of a sale of the business from Oak Hill III to Oak Hill IV in 2019.

>1,200

MANUFACTURERS AT ADVANTAGED PRICING FROM ITS SCALE

Over the medium term we expect our weighting to the US market to further increase to up to approximately 40% of the Portfolio.

PORTFOLIO ANALYSIS[1]

Focus on mid-market and large cap companies

The Portfolio is biased towards mid-market (42%) and large deals (46%) which we view as more defensive than smaller deals, benefiting from stronger management teams and often market-leading positions.

Portfolio increasingly focused on international markets

The Portfolio is focused on developed private equity markets, primarily continental Europe (37%), the US (30%) and the UK (27%). Investments in the Asia Pacific region represent 6% of value, which is primarily in developed Asian markets such as South Korea and Singapore through ICG's Asia Pacific subordinated debt and equity team. We have minimal emerging markets exposure. In line with one of our strategic objectives, our weighting to the US has increased from 14% at the time of the move to ICG in 2016. Over the same period, the UK bias has reduced from 45%.

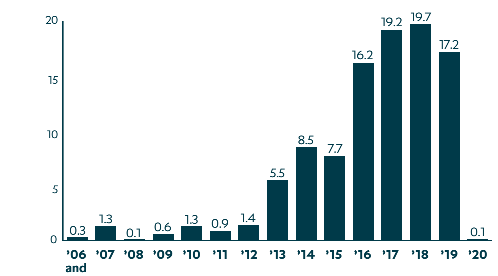
Portfolio bias towards sectors with defensive growth characteristics

The Portfolio is weighted towards more resilient sectors, such as healthcare, technology and business services. 23% of the Portfolio is invested in healthcare (17%) and education (6%), with the remainder of the Portfolio broadly spread across the industrial (16%), business services (15%), consumer goods and services (15%) and technology (14%) sectors. The company has a lower exposure to the leisure (8%) and financial (5%) sectors. Within our exposure to the consumer and industrial sectors, we have a bias to companies with more defensive business models with non-cyclical growth drivers and high recurring revenue streams.

Well-balanced vintage year exposure

Our vintage year exposure is balanced with 44% of the Portfolio invested in transactions completed in 2016 or earlier, and 56% of the value in investments made in 2017 or later.

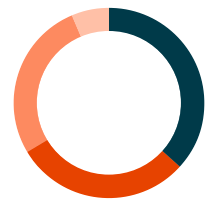
PORTFOLIO BY CALENDAR YEAR OF INVESTMENT (%)



PORTFOLIO BY INVESTMENT TYPE (%)

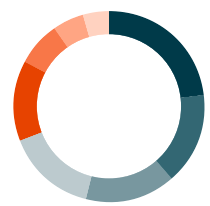
Large buyouts	46%
Mid-market buyouts	42%
Small buyouts	9%
Other	3%

PORTFOLIO BY GEOGRAPHY (%)



Europe	37%
US	30%
UK	27%
Rest of world	6%

PORTFOLIO BY SECTOR BREAKDOWN (%)



Healthcare and education	23%
Industrials	16%
Business services	15%
Consumer goods and services	15%
TMT	14%
Leisure	8%
Financials	5%
Other	4%

BALANCE SHEET AND FINANCING

Efficient balance sheet with good liquidity

There was net investment of £10m into the Portfolio during the period, and, after allowing for dividends and expenses, the outstanding cash balance fell to £14m (2019: £61m). At the year end the Portfolio represented 102% of net assets, an increase from 95% at 31 January 2019.

At 31 January 2020, we had uncalled commitments of £459m, against which we had available liquidity of £162m (including £148m of undrawn bank line). Of these uncalled commitments, £82m were to funds outside their investment period.

In managing the Company's balance sheet our objective is to be broadly fully invested through the cycle. We do not intend to be geared for long periods of time. Outstanding commitments tend to be substantially drawn down over a four to six-year period with approximately 10%–15% retained at the end of the investment period to fund follow-on investments and expenses. If outstanding commitments were to follow a linear drawdown rate to the end of their respective remaining investment periods, we estimate that approximately £85m would be called over the next 12 months. However, it is important to note that in previous periods of economic and financial market distress, drawdown rates from underlying funds slowed materially.

During the year we strengthened the Company's financial position by agreeing a new bank facility of €176m (£148m), which matures in two equal tranches in April 2021 and April 2022. Our anticipation is that economic impact from COVID-19 will result in the rate of realisations from the Portfolio slowing and this enlarged facility gives us greater flexibility.

Since the year end, we have drawn £40m from our facility, taking our gross cash balances to £56m at 23 April 2020. We have sufficient headroom within our facility's covenants and are well placed to manage the Portfolio cash flows. As demonstrated by the secondary sales completed in the year, we also have a Portfolio that attracts strong demand in the secondary market and continue to be active in this market.

ACTIVITY SINCE THE YEAR END

Since the year end, the Portfolio has continued to generate cash proceeds. In total £25m of distributions have been received in the two months to 31 March 2020 and we have paid £19m of capital calls. We committed €10m to Apax X, a global buyout fund, focused on the Technology and Telecoms, Services, Healthcare, and Consumer sectors. We also committed $5m to Hg Saturn 2, a new strategy with an existing European mid-market manager.

OUTLOOK

We are working closely with our managers to understand both the immediate and potential future impact of the COVID-19 pandemic, and its economic fallout, on the performance of our portfolio companies. We expect the decline in public markets seen after the year end and the broader consequences of COVID-19 on global economies to have an impact on portfolio valuations in the months ahead and for the rate of realisations to slow. The speed of any recovery, in the medium term, will depend on business models, end markets and government policy, and will also vary by geography, by sector and by company.

ICG Enterprise has a well-diversified Portfolio, invested primarily in companies with strong defensive characteristics and weighted towards more resilient sectors. We invest with leading managers in the US and Europe focused on mid-market and larger buyouts, with a bias towards those with strong in-house operating teams and capital markets specialists. The managers that we invest with have access to capital to support portfolio companies and significant experience in managing companies through periods of economic stress. In the weeks since the crisis unfolded, we have begun to see some of the benefits of the private equity model, with managers acting quickly and decisively to preserve and protect value. We believe private equity is well suited to dealing with current market conditions and have confidence that our managers will be able to adapt to future events.

Our flexible mandate, and in particular our high conviction approach, allows us to be nimble and adapt the mix of new investment to evolving market conditions. While we do not expect significant new investment activity until markets stabilise, we are well placed to benefit from more favourable entry valuations and take advantage of the opportunities as they arise.

ICG Private Equity Fund Investments Team
27 April 2020

1 Refer to pages 93 to 95 of the Supplementary information section, for comparative information.

30 LARGEST UNDERLYING COMPANIES

Our 30 largest underlying companies make up 46% of the Portfolio and are weighted towards our high conviction investments.

● High conviction underlying investments ● Third party fund underlying investments

1-10

1. DOMUSVI

Third largest nursing home operator in Europe, active across all areas of elderly care including nursing homes, residential facilities, psychiatric hospitals and home care services with market-leading positions in France and Spain.

Value as % of portfolio	3.6%
Manager	ICG
Invested	2017
Country	France

2. CITY & COUNTY HEALTHCARE GROUP

A leading provider of home care services with over 100 branches across the UK. The company provides high-quality care where trained carers assist with day-to-day tasks to enable elderly and disabled people to continue living independently in their own homes.

Value as % of portfolio	2.9%
Manager	Graphite Capital
Invested	2013
Country	UK

3. MINIMAX

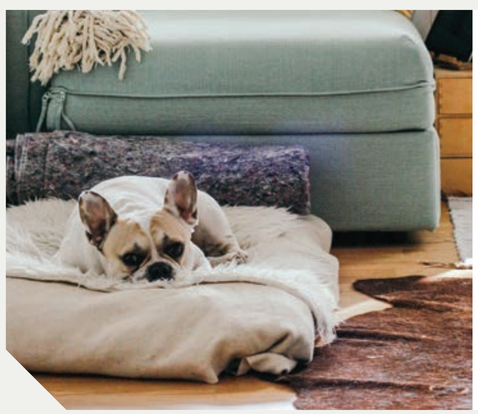
A leading global provider of fire protection systems and services. Minimax operates an integrated business model throughout the fire protection value chain, including R&D, sourcing and manufacturing, product sales and distribution, system integration and associated services.

Value as % of portfolio	2.9%
Manager	ICG
Invested	2018
Country	Germany

4. ROOMPOT

A leading operator and developer of holiday parks with over 30 holiday parks in the Netherlands and Germany. Roompot has a leading position in coastal locations and an impressive track record in developing new parks and integrating acquired holiday parks.

Value as % of portfolio	2.5%
Manager	PAI Partners
Invested	2016
Country	Netherlands



5. PETSMART/CHEWY

A leading in-store and online retailer of pet products and services in North America. It operates through over 1,300 stores offering a wide variety of pet products, in addition to in-store services such as professional grooming and training, boarding and veterinary clinics.

Value as % of portfolio	2.4%
Manager	BC Partners
Invested	2015
Country	USA

6. LEAF HOME SOLUTIONS

LeafFilter Gutter Protection installs gutter cover solutions and is one of the largest home improvement companies in the US, with multiple offices across North America.

Value as % of portfolio	2.1%
Manager	Gridiron
Invested	2016
Country	USA

7. VISMA

A leading provider of business-critical accounting, resource planning and payroll software to small and mid-sized businesses and the public sector in the Nordic and Benelux regions with a customer base of more than 600,000 enterprises.

Value as % of portfolio	1.8%
Manager	ICG
Invested	2017
Country	Norway

8. YUDO

The global leader in the production of mission critical components for plastic injection moulding. Yudo's technology is used in the automotive parts, electronics, consumer products, household, medical, closures, packaging and transportation industries.

Value as % of portfolio	1.8%
Manager	ICG
Invested	2018
Country	Hong Kong

9. DOC GENERICI

Largest independent generic pharmaceutical company in Italy and the third largest player in the Italian market overall. Employs a large network of suppliers to maintain an asset light, agile business model.

Value as % of portfolio	1.8%
Manager	ICG
Invested	2019
Country	Italy

10. SYSTEM ONE

Provider of specialist staffing services diversified across the engineering, IT, scientific and legal sectors. System One helps some of the largest US companies staff complex mission critical functions on a recurring basis and is one of the largest staffing providers in its niche sectors.

Value as % of portfolio	1.7%
Manager	Thomas H Lee Partners
Invested	2016
Country	USA

11-30

● High conviction underlying investments ● Third party fund underlying investments

11. SUPPORTING EDUCATION GROUP

UK's leading provider of supply teachers and teaching assistants. Its offering also includes online and centre-based tutoring, teacher training and professional development, and HR/legal/compliance services to schools.

Value as % of portfolio	1.7%
Manager	ICG
Invested	2014
Country	UK

12. GERFLOR

Gerflor creates, manufactures and markets innovative, decorative and environmentally responsible solutions for flooring and interior finishes. It is the third largest manufacturer of PVC flooring in the world with its products used in professional as well as residential applications.

Value as % of portfolio	1.7%
Manager	ICG
Invested	2017
Country	France

13. FRONERI

Created through a joint venture between R&R and Nestlé ice cream, Froneri operates in more than 20 countries and is the second largest manufacturer of ice cream in Europe and the third largest worldwide.

Value as % of portfolio	1.6%
Manager	PAI Partners
Invested	2019
Country	UK

14. NGAGE

A diversified recruitment company serving a range of customers within the public and private sectors in the UK. nGAGE provides specialist staff to clients within the health and social care, social housing, construction and infrastructure, and engineering sectors.

Value as % of portfolio	1.5%
Manager	Graphite Capital
Invested	2014
Country	UK

15. BECK & POLLITZER

A global engineering services business, serving a range of blue-chip multinational manufacturing clients. It operates from 26 offices in 14 countries, providing specialist installation of new machinery, relocation of existing machinery and maintenance services.

Value as % of portfolio	1.5%
Manager	Graphite Capital
Invested	2016
Country	UK

16. IRI

One of the world's leading data providers to the consumer packaged goods industry. Data provided by IRI is used to understand product demand patterns and to guide critical business decisions around promotional activities, production and performance.

Value as % of portfolio	1.4%
Manager	New Mountain
Invested	2018
Country	USA

17. ENDEAVOR SCHOOLS

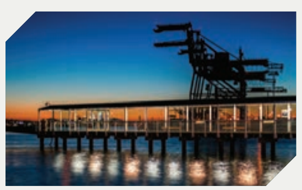
An owner and operator of over 50 independent schools across the US. Endeavor's strategy is to acquire private schools and to maintain their existing identities/local reputation. The company ensures operational best practices, regulatory compliance and provides a number of group services.

Value as % of portfolio	1.4%
Manager	Leeds Equity Partners
Invested	2018
Country	USA

18. YSC

A provider of leadership consulting and management assessment services to corporate and private equity clients globally. Headquartered in London, YSC has a further 15 offices in Europe, North America and Asia Pacific.

Value as % of portfolio	1.4%
Manager	Graphite Capital
Invested	2017
Country	UK



19. ICR GROUP

A leading provider of specialist repair and maintenance services to the energy industry. ICR's offering includes repair and inspection services, pipe connections and other engineering solutions used to service and repair pipes on offshore platforms and in onshore plants.

Value as % of portfolio	1.3%
Manager	Graphite Capital
Invested	2014
Country	UK

20. COMPASS COMMUNITY

An independent provider of fostering services and child residential care. The company recruits and places foster carers with local authority customers and provides carers with ongoing training and support. Compass also operates residential care homes for children.

Value as % of portfolio	1.1%
Manager	Graphite Capital
Invested	2017
Country	UK

21. BERLIN PACKAGING

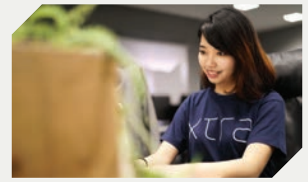
Global provider of rigid packaging (plastic and glass) and packaging related services to a wide range of industries including food and beverage, healthcare, chemicals, and personal and pet care.

Value as % of portfolio	1.1%
Manager	Oak Hill Capital Partners
Invested	2019
Country	USA

22. VITALSMARTS

Provider of corporate training courses focused on communication skills and leadership development. The company has worked with more than 300 of the Fortune 500 and trained 2.4 million people.

Value as % of portfolio	1.0%
Manager	Leeds Equity Partners
Invested	2019
Country	USA



23. PSB ACADEMY

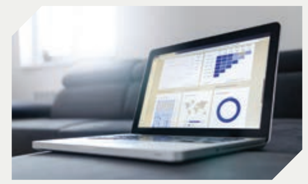
A provider of private tertiary education in Singapore, with a presence across five regional campuses in Vietnam, Myanmar and Indonesia. It has c.10,000 students undertaking graduate certificates, diplomas and degrees offered in partnership with eight globally recognised universities.

Value as % of portfolio	1.0%
Manager	ICG
Invested	2018
Country	Singapore

24. U-POL

A manufacturer and global distributor of automotive refinishing products with a leading position in the UK and growing presence in the US and key emerging markets. The company sells a broad range of high-quality, branded products worldwide.

Value as % of portfolio	0.9%
Manager	Graphite Capital
Invested	2010
Country	UK



25. CERIDIAN

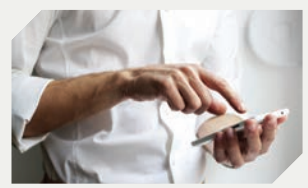
A provider of outsourced business processing services, with a broad range of HR services including payroll, workforce management, tax filing, benefits administration, recruitment, health and wellness, and HR outsourcing. Ceridian serves over 25 million users in more than 50 countries.

Value as % of portfolio	0.9%
Manager	Thomas H Lee Partners
Invested	2007
Country	USA

26. DAVID LLOYD LEISURE

Europe's largest operator of premium racquets, health and fitness clubs with 98 clubs in the UK and 13 across mainland Europe. The company provides an enhanced experience for its members with swimming, racquet sports, food and beverage facilities and children's areas.

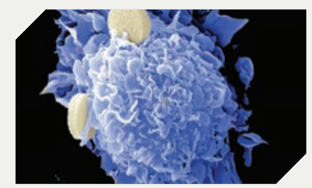
Value as % of portfolio	0.8%
Manager	TDR Capital
Invested	2013
Country	UK



27. COGNITO

A provider of specialist software and services to optimise mobile communications systems for companies with large field workforces. Its digital network is accessed using third party devices and enables customers to improve service quality by providing rich, real-time information.

Value as % of portfolio	0.7%
Manager	Graphite Capital
Invested	2002 & 2014
Country	UK



28. RANDOM42

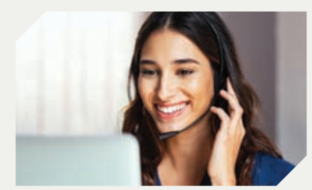
A provider of medical animation and digital media services to the healthcare and pharmaceutical industries. The company generates scientific animations, which demonstrate disease mechanisms and how medical and pharmaceutical products interact with the human body.

Value as % of portfolio	0.6%
Manager	Graphite Capital
Invested	2017
Country	UK

29. EUROGARAGES

Global operator of petrol stations with c.5,200 sites across Europe, US and Australia. It manages branded petrol stations (BP, Shell, Esso) and has strategic partnerships with leading convenience/food-to-go brands including Starbucks, Subway and Greggs.

Value as % of portfolio	0.6%
Manager	TDR Capital
Invested	2014
Country	UK



30. TEAMVIEWER

Global provider of cloud-based software to enable online secure remote support and collaboration (including web-conferencing and file sharing solutions). Listed on the Frankfurt Stock Exchange in Sept 2019 in one of the largest ever software IPOs.

Value as % of portfolio	0.6%
Manager	Permira
Invested	2014
Country	Germany

A STRONG COMBINATION OF DIRECT AND FUND INVESTMENT EXPERIENCE

The Portfolio is managed by a dedicated investment team within ICG.

ROLE OF INVESTMENT COMMITTEE

A MULTI-DISCIPLINED TEAM WITH SIGNIFICANT PRIVATE EQUITY DIRECT AND FUND INVESTING EXPERTISE

20+ years
Average private equity experience

The Investment Committee is responsible for the approval of all new investments and the overall management of the Portfolio, including any secondary sales.

The Committee includes senior members of the investment team and senior leadership from ICG, ensuring a broad perspective on the private equity landscape and relative value and risk.

PEOPLE

DIVERSITY AND INCLUSION

ICG's vision is to provide an inclusive and respectful environment in which each individual is motivated to make their fullest contribution; in which they feel fairly recognised, rewarded and included regardless of age, gender, race, sexual orientation, disability, religion or beliefs.

ICG has developed a diversity and inclusion strategy with the aim of increasing diversity and creating an inclusive workplace. Whilst diversity is wider than gender balance, and ICG's employees represent 31 different nationalities, it recognises that its female population of 29% of permanent employees is unrepresentative. Its strategy will tackle this issue by reviewing its employee brand, external profile and talent pipeline, environment and employee retention.

OLIVER GARDEY

1
Head of Private Equity Fund Investments

Investment Committee Member

25+ years
Private equity experience

Background
Oliver joined the team in the autumn of 2019. He has over 25 years' experience in the private equity industry. For the past decade, he has been a partner at Pomona Capital where he was a member of the global investment committee. Prior to this, he was partner and an investment committee member at Adams Street, Rothschild/Five Arrows Capital and J.H. Whitney & Co. respectively. Oliver was previously the CEO of Inflight Service Corp., a global leading aircraft galley equipment manufacturer, and instrumental in the buyout, the operational turnaround and the successful exit of the business. Oliver graduated magna cum laude from Brown University and received his MBA from Harvard Business School.

Investment Committee role
Oliver has overall responsibility for the development and execution of the Company's investment strategy. He has extensive experience across the private equity market, as a direct, secondary and fund investor.

COLM WALSH

1
Managing Director

Investment Committee Member

15 years
Private equity experience

Background
Colm joined the team in 2010. He focuses on primary funds, co-investments and secondary transactions and over the last four years has been responsible for building up the US investment programme. He previously worked at Terra Firma in its finance and structuring team. Prior to this, he worked at Deloitte where his clients included a number of private equity firms. Colm is a graduate of Economics from the London School of Economics. He is both a Chartered Accountant and a CFA Charterholder.

Investment Committee role
Colm brings experience of both fund and direct investments in Europe and the US to the Investment Committee. He has a broad range of relationships with both managers and investors in private equity which help provide insights on new opportunities.

FIONA BELL

1
Principal

13 years
Private equity experience

Background
Fiona joined the team in 2009 and has recently taken on responsibility for European market coverage. She has worked on a wide range of primary funds, secondaries and co-investments. Fiona started her career at KPMG in the media and private equity groups before joining JP Morgan Cazenove where she worked as a corporate broker and mergers and acquisitions advisor in the industrials sector. Fiona qualified as a Chartered Accountant and holds a degree in Experimental Psychology from Oxford University.

LIZA LEE MARCHAL

1
Principal

14 years
Private equity experience

Background
Liza joined the team in 2019. She was previously with GIC Private Equity for 11 years, first in the London office and most recently in the Singapore office. During her time at GIC, Liza worked in both the Direct and Fund Investments teams. Prior to this, she worked in the private equity division of Henderson Global Investors and started her career in the corporate finance group at PricewaterhouseCoopers. Liza holds a degree in Biochemistry from Oxford University and an MBA from INSEAD.

1 Member of the Investment Team

2 ICG oversight and support

DEVELOPING TALENT

ICG considers that training and development are essential to attract and retain people of the highest calibre and invests significantly in this area. Through its performance management system and actively encouraging managers to deliver effective career coaching and provide tailored training opportunities, ICG is able to develop and enhance core skills, increase technical competency and develop future leaders.

KELLY TYNE

1
Vice President

6 years
Private equity experience

Background
Kelly joined the team in 2014 and has worked on a wide range of primary funds, secondaries and co-investments in Europe and the US. Prior to this, Kelly was an equity and fixed income research analyst at First NZ Capital (Credit Suisse, New Zealand) and spent three years in the consulting team at PricewaterhouseCoopers. Kelly is a graduate in Finance and Accounting from Otago University.

LILI JONES

1
Associate

5 years
Private equity experience

Background
Lili joined the team in 2019. Prior to this, Lili was at Ares Management where she worked in the Direct Lending Investment team on a range of private equity-backed transactions. Prior to this, she spent five years in the Corporate Finance Debt Advisory and Restructuring businesses at Deloitte. Lili is a Chartered Accountant and a graduate from Warwick University with a first class degree in MORSE (Maths, Operational Research, Statistics and Economics).

CRAIG GRANT

1
Analyst

3 years
Private equity experience

Background
Craig joined the team in 2017 and has worked on a wide range of fund investments in Europe and the US. Craig is a graduate of Trinity College Dublin with an MSc in Finance.

❶ Member of the Investment Team

❷ ICG oversight and support

BENOÎT DURTESTE

❷

Chief Investment Officer and Chief Executive Officer

Investment Committee Member

25+ years
Private equity experience

Background
Benoît is Chief Investment Officer and Chief Executive Officer of ICG. He is also a member of the Board of ICG Plc and the Chairman of the BVCA Alternative Lending Working Group. Benoît joined ICG in 2002 from Swiss Re where he was a Managing Director in the Structured Finance division in London. Prior to Swiss Re, Benoît worked in the Leveraged Finance division of BNP Paribas and in GE Capital's telecom and media private equity team in London. Benoît is a graduate of the Ecole Superieure de Commerce de Paris.

ANDREW HAWKINS

❷

Head of Private Equity Solutions

Investment Committee Member

25+ years
Private equity experience

Background
Andrew is Head of ICG's US business as well as Head of Private Equity Solutions, the division of ICG which includes both Strategic Equity and ICG Enterprise Trust plc. Andrew is based in New York and also sits on the investment committee for ICG Strategic Equity. He was formerly Partner and Managing Partner at Palamon Capital Partners and Vision Capital Partners respectively. Most recently Andrew was CEO of NewGlobe Capital Partners, a business he founded in 2012. He has an LLB in Law from Bristol University and is a Chartered Accountant.

EMMA OSBORNE

❷

Senior Adviser

Investment Committee Member

25+ years
Private equity experience

Background
Emma was the lead portfolio manager for the Company for over 15 years, moving to a senior adviser role at the end of 2019. Emma joined Graphite Capital as head of fund investments in 2004 and led the team move from Graphite Capital to ICG in early 2016. Prior to Graphite Capital, Emma held various roles in private equity including Merrill Lynch Investment Managers (private equity funds and co-investments), Morgan Grenfell Private Equity (direct equity), Royal Bank of Scotland (mezzanine), and Coopers & Lybrand (private equity advisory). Emma is a Chartered Accountant.

ANDREW LEWIS

❷

General Counsel and Company Secretary

Background
Andrew joined ICG in 2013 and is responsible for ICG's Legal, Company Secretarial and Compliance functions. Prior to this, he spent 11 years in legal practice with Slaughter and May and Ashurst LLP, specialising in public and private M&A, company law and corporate governance. He is qualified as a Solicitor in England and Wales and is a graduate of Oxford University.

IAN STANLAKE

❷

Head of Investor Relations

Background
Ian joined ICG in 2012, and is Head of Investor Relations and is the CFO of ICG Enterprise Trust plc. Prior to joining ICG, Ian was Group Financial Controller at private equity backed foreign exchange retail and business payments business, Travelex. Ian has a breadth of finance skills covering all aspects of reporting, business process changes, corporate transactions and investor relations, in both the private equity and listed plc environments.

TOM BURKINSHAW

❷

Financial Controller

Background
Tom joined ICG in 2019 and is Financial Controller of ICG Enterprise Trust plc. Prior to joining ICG, he worked across various roles at CQS Asset Management and as Group Financial Accountant at RIT Capital Partners. Tom qualified as a Chartered Accountant at Saffery Champness. He is a graduate in Mathematics from the University of Cambridge, and is also a CFA Charterholder.

TOM PERRINS

❷

Manager, Fund Performance Reporting

Background
Tom Joined ICG in 2016 from Palmer Capital, a real-estate investment management company where he worked as an assistant financial controller. Tom qualified as a Chartered Accountant at Buzzacott LLP where he worked as an audit supervisor with a focus on financial services clients. He holds a first-class degree in Economics from Nottingham University.

Directors' duties in promoting the success of the Company

Under Section 172 of the Companies Act 2006, directors are required to act in good faith and in a way most likely to promote the success of the Company. In doing so, the directors must also have regard to the long-term consequences of their decisions, the interests of the Company's various stakeholders, the impact of the Company's activities on the community and the environment, and maintaining a reputation for high standards of business conduct and fair treatment between members of the Company.

We set out below our key stakeholder groups, how we engage with them, their material issues and the activity during the year.

By understanding our stakeholders, we can factor into boardroom discussions the potential impact of our decisions on our stakeholder groups. As an investment trust the Company does not have any employees.

The Company is mindful of its responsibilities to its community and environment, and responsible investing remains a key focus for our investment team, who continue to work closely with ICG's ESG team to ensure that our investment programme is compatible with our ESG framework. The investment industry has a significant role to play in achieving the transition to a low carbon economy, in line with the goals of the Paris Agreement, and we are committed to supporting this. Further information on the social and environmental policies of the Manager can be found in the Investing responsibly section on pages 14 to 17.

OUR SHAREHOLDERS

HOW WE ENGAGE
We engage with our shareholders through a variety of public and private channels. We ensure full transparency through our website, our disclosures to the market and the publication of quarterly factsheets and a full annual report, while also conducting general meetings, roadshows and engagement meetings with key shareholders to ensure that our investment strategy and developments are clearly understood.

WHAT MATTERS TO THEM
Our shareholders are directly concerned in the financial performance of the Company and its share price; they look to the Company to provide access to a sector of the market, private equity, which they could not otherwise access. We also believe our shareholders care about standards of governance and conduct, and as such we carry out our business in line with both legal requirements and social and market standards.

ACTIVITY IN THE YEAR
In addition to presenting at the Annual General Meeting, our investment team runs a structured programme of presentations to existing and potential institutional shareholders after the publication of the annual and interim results. The investment team also has regular discussions with sell side analysts and presents at industry conferences.

OUR INVESTMENT MANAGER

HOW WE ENGAGE
The Company exercises continual oversight of its Manager, ICG, through a series of formal and informal meetings throughout the year. The Board of the Company seeks to build relationships at a number of levels within ICG; as well as our key relationship with the investment team and its head, we regularly engage with the Finance, Investor Relations, Legal and Compliance functions of ICG and maintain an open dialogue with the Chief Executive Officer of ICG (who is also a member of the Investment Committee). The Manager engages with the General Partners of our investee funds; the Board provides oversight and strategic direction for that engagement.

WHAT MATTERS TO THEM
As one of ICG's largest clients, it is important to ICG to have a transparent, open and successful relationship with the Company. We are mutually interested in both performance of our investments and the public reputation of the Company, and both parties work hard to maintain this.

ACTIVITY IN THE YEAR
Staff of ICG have attended, and reported to, all of our Board and Audit Committee meetings; between meetings, there have been regular calls, planning meetings and ad hoc engagements on particular ongoing matters.

OUR LENDERS

HOW WE ENGAGE
The Manager's treasury team are the primary point of contact for our lenders on a day to day basis. The Manager, with direction from the Board, maintains regular dialogue with our core relationship banks to ensure they are kept informed of the Company's performance and banking needs.

WHAT MATTERS TO THEM
Banks like lending to successful businesses. These are typically companies which are a low credit risk, comply with their borrowing terms and provide an adequate return on the banks' investment. Providing regular business updates, while monitoring and forecasting performance against covenants, is critical.

ACTIVITY IN THE YEAR
During the year, ICG negotiated a new €176m bank facility that matures in two equal instalments in April 2021 and April 2022. The negotiations were led by ICG's dedicated treasury team and the facility was agreed on more favourable terms than the Company's prior facility.

OTHER SERVICE PROVIDERS

HOW WE ENGAGE
Our other key service providers such as the Company's auditors, fund administration providers (the 'Administrator'), the Depositary and the Registrar, are managed on a day to day basis by ICG on the Company's behalf, with escalation to and oversight by the Board of the Company as needed. The Chair of the Board or the Audit Committee also attend relationship meetings on occasion.

WHAT MATTERS TO THEM
In order to properly support the Company, these service providers rely on regular engagement with the Manager in order to be properly informed and understand the Company's activities and service requirements.

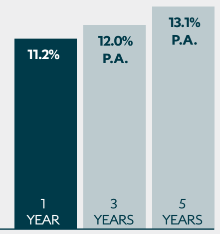
ACTIVITY IN THE YEAR
ICG has conducted regular engagement meetings with the Administrator, Depositary and Registrar, while the Board has maintained a regular assessment of these arrangements including relationship meetings with those providers. Both ICG and the Chair of the Audit Committee have also engaged regularly with Ernst & Young LLP, the Company's new auditors, to plan for the year end audit.

A FOCUS ON GENERATING LONG-TERM GROWTH FOR SHAREHOLDERS

The Company regularly reviews its KPIs to ensure that they are the most effective metrics for measuring the Company's performance and monitoring progress in delivering against its strategic objectives.

NAV PER SHARE TOTAL RETURN

11.2%



RATIONALE

NAV per share total return is shown net of all costs associated with running the Company and includes the impact of any movement in foreign exchange on valuations. As it includes all of the components of the Company's performance it reflects the attributable value of a shareholder's investment in ICG Enterprise.

PROGRESS IN THE YEAR

The Company has continued to build on its strong performance, reporting NAV total return of 11.2% in the 12 months to 31 January 2020 (31 January 2019: 12.4%).

The FTSE All-Share Total Return had a return of 10.7% over the same period.

EXAMPLES OF RELATED FACTORS THAT WE MONITOR

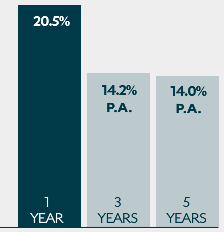
- Performance relative to the wider public market and in particular the FTSE All-Share Total Return
- Performance relative to listed private equity peer group
- Monitoring of the Portfolio performance
- Valuations provided by private equity managers
- Impact of foreign exchange on valuations
- Effect of financing (cash drag) on performance
- Accretive impact of any share buy backs
- Ongoing charges

LINK TO STRATEGIC OBJECTIVE

- Maximising long-term capital growth through a flexible mandate and highly selective approach

TOTAL SHAREHOLDER RETURN

20.5%



RATIONALE

Measures performance in the delivery of shareholder value, after taking into account share price movements (capital growth) and any dividends paid in the period. The share price total return will differ from NAV per share total return depending on the movement in the share price discount to NAV per share.

PROGRESS IN THE YEAR

Share price increased from 822p to 966p, which together with dividends of 22p paid in the year generated a total shareholder return of 20.5% in the 12 months to 31 January 2020 (31 January 2019: 3.0%).

The FTSE All-Share Total Return had a return of 10.7% over the same period.

EXAMPLES OF RELATED FACTORS THAT WE MONITOR

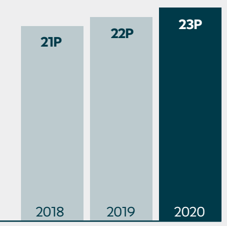
- Performance relative to the wider public market and in particular the FTSE All-Share Total Return
- Performance relative to listed private equity peer group
- Level of discount in absolute terms and relative to the wider listed private equity peer group
- Trading liquidity and demand for Company's shares in conjunction with marketing activity

LINK TO STRATEGIC OBJECTIVE

- Maximising shareholder returns through long-term capital growth
- Progressive annual dividend policy

TOTAL DIVIDEND PER ORDINARY SHARE IN YEAR

23P



RATIONALE

The Board recognises a reliable source of income is important for shareholders, and in the absence of unforeseen circumstances the Board intends to grow the annual dividend progressively.

PROGRESS IN THE YEAR

The directors are proposing a final dividend of 8p, which, together with the interim dividends of 15p, will take total dividends for the year to 23p. This is a 4.5% increase on the prior year dividend of 22p and a 2.4% yield on the year end share price of 966p.

EXAMPLES OF RELATED FACTORS THAT WE MONITOR

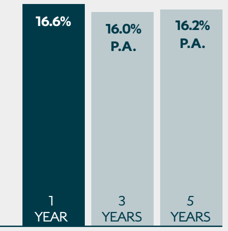
- Distributable reserves
- Cash balances
- Proceeds received during the year
- Investment pipeline and available financing

LINK TO STRATEGIC OBJECTIVE

- The Board recognises that a reliable source of growing dividends is an important part of total shareholder return over both the short and longer terms

PORTFOLIO RETURN ON A LOCAL CURRENCY BASIS

16.6%



RATIONALE

Portfolio return on a local currency basis measures the total movement in the underlying investment portfolio valuation, without the influence of foreign exchange movements. It is a measure of the performance of the underlying managers and the investment team's selective investment approach and management of the portfolio.

PROGRESS IN THE YEAR

The Portfolio generated a local currency return of 16.6% in the 12 months to 31 January 2020 (31 January 2019: 15.0%), net of management fees and carried interest charged by the underlying managers.

EXAMPLES OF RELATED FACTORS THAT WE MONITOR

- Monitoring of the Portfolio performance and watchlist
- Valuations provided by private equity managers
- Performance of the high conviction investments and funds portfolio
- Detailed analysis of the Top 30 Companies' performance, EBITDA and revenue growth, leverage, valuation multiples, performance against investment thesis and exit prospects
- Monitoring of the overall EBITDA and revenue growth, leverage and valuation multiples of the Portfolio

LINK TO STRATEGIC OBJECTIVE

- Maximising long-term capital growth through a flexible mandate and highly selective approach

THE IMPORTANCE OF RISK MANAGEMENT

RISK MANAGEMENT

The execution of the Company's investment strategy is subject to risk and uncertainty. The Board and Manager have a comprehensive risk assessment process, regularly re-evaluating the impact and probability of each risk materialising and the financial or strategic impact of the risk.

RISK APPETITE

The Board acknowledges and recognises that in the normal course of business the Company is exposed to risk and that it is willing to accept a certain level of risk in managing the business to achieve its targeted returns.

As part of its risk management framework, the Board considers its risk appetite in relation to each of the identified principal risks and monitors this on an ongoing basis. Where a risk is approaching or is outside the tolerance set, the Board will consider the appropriateness of actions being taken to manage the risk.

P38
How we manage risk →

P40
Principal risks and uncertainties →

HOW WE IDENTIFY AND EVALUATE THE FINANCIAL AND STRATEGIC IMPACT OF OUR KEY RISKS

The execution of the Company's investment strategy is subject to risk and uncertainty and the Board and Manager have identified a number of principal risks to the Company's business. As part of this process, the Board has carried out a robust assessment of the principal risks facing the entity, including those that would threaten its business model, future performance, solvency or liquidity.

The Company considers its principal risks (as well as a number of underlying risks comprising each principal risk) in four categories:

Investment Risks – the risk to performance resulting from ineffective or inappropriate investment selection, execution, monitoring.

External Risks – the risk of failing to deliver the Company's investment objective and strategic goals due to external factors beyond the Company's control.

Operational Risks – the risk of loss or missed opportunity resulting from a regulatory failure or the failure of people, processes or systems.

Financial Risks – the risks of adverse impact on the Company due to having insufficient resources to meet its obligations or counterparty failure and the impact any material movement in foreign exchange rates may have on underlying valuations.

Emerging risks are regularly considered to assess any potential impact on the Company and to determine whether any actions are required. Emerging risks include those related to regulatory/legislative change and macro-economic and political change, which in the current year have included the impact of ESG on the Company and the UK's trade negotiations with the EU.

Following the year end, there have been significant developments in relation to the COVID-19 outbreak. These developments are unprecedented and likely to have a material impact on a number of our principal risks, in particular on investment performance risk and valuation risk. The Manager and the Board are working closely to understand and mitigate the immediate and potential future impact of the COVID-19 pandemic, and its economic fallout, on the Company. The Manager is in regular contact with the underlying managers, who have a strong operational focus, to understand the impact on their portfolios and mitigating actions that they may take. In addition, the Company has drawn £40m on its bank facility since the year end to further strengthen its liquidity position. Given the rapid escalation of the crisis, we currently have limited visibility on the short and longer-term impact of COVID-19 on the global economy. It is difficult to fully assess the impact on the Company at this stage, but clearly a number of risks are heightened currently.

Other risks, including reputational risk, are seen as potential outcomes of the core principal risks materialising. These risks are managed as part of the overall risk management of the Company.

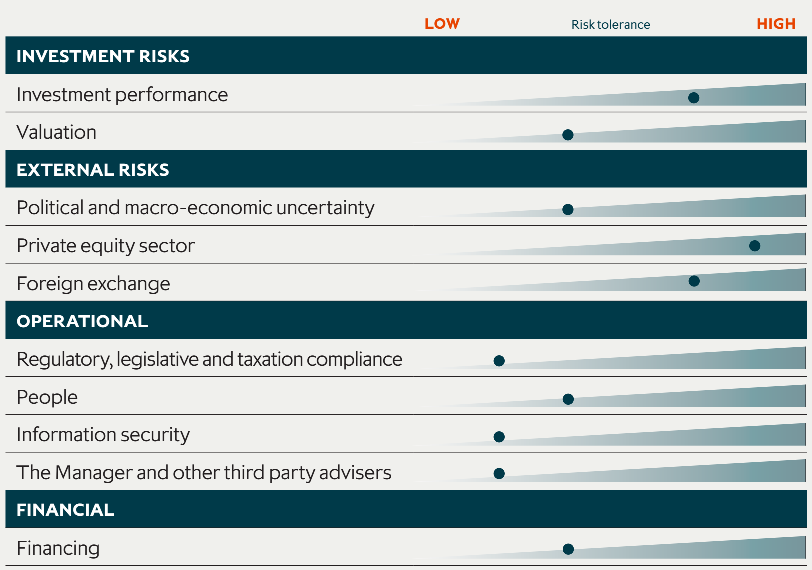
A comprehensive risk assessment process is undertaken regularly to re-evaluate the impact and probability of each risk materialising and the financial or strategic impact of the risk. Where the residual risk is determined to be outside of appetite, appropriate action is taken. Further information on risk factors is set out within the financial statements.

RISK APPETITE AND TOLERANCE

The Board acknowledges and recognises that in the normal course of business the Company is exposed to risk and that it is willing to accept a certain level of risk in managing the business to achieve its targeted returns.

As part of its risk management framework, the Board considers its risk appetite in relation to each principal risk and monitors this on an ongoing basis. Where a risk is approaching or is outside the tolerance set, the Board will consider the appropriateness of actions being taken to manage the risk.

In particular, the Board has a very low tolerance for financing risk with the aim to ensure that even under the most severe stress scenario, the Company is likely to meet its funding requirements and financial obligations. Similarly, the Board has a low-risk tolerance concerning operational risks including legal, taxation, regulatory and business process and continuity risk.



RISK MANAGEMENT FRAMEWORK

The Board is responsible for risk management and determining the Company's overall risk appetite. The Audit Committee assesses and monitors the risk management framework and specifically reviews the controls and assurance programmes in place.

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Corporate governance report
→

HOW WE MANAGE AND MITIGATE OUR KEY RISKS

RISK	IMPACT	MITIGATION	CHANGE IN THE YEAR
INVESTMENT RISKS			
INVESTMENT PERFORMANCE The Manager selects the fund investments and direct co-investments for the Company's Portfolio. The underlying managers of those funds in turn select individual investee companies. The origination, investment selection and management capabilities of both the Manager and the third party managers are key to the performance of the Company.	Poor origination, investment selection and monitoring by the Manager and/or third party managers could significantly affect the performance of the Portfolio.	The Manager has a strong track record of investing in private equity through multiple economic cycles. The Manager has a highly selective investment approach and disciplined process, which is overseen by ICG Enterprise's Investment Committee within the Manager, which comprises a balance of skills and perspectives. Further, the Company's Portfolio is diversified reducing the likelihood of a single investment decision impacting portfolio performance.	Stable The Board reviews the activities and performance of the Manager on an ongoing basis and reviews the investment strategy annually. Following this assessment and other considerations, the Board concluded that there was no material change in investment performance risk during the year. ★
VALUATION In valuing its investments in private equity funds and unquoted companies and publishing its NAV, the Company relies to a significant extent on the accuracy of financial and other information provided by the underlying managers to the Manager. There is the potential for inconsistency in the valuation methods adopted by the managers of these funds and companies and for valuations to be misstated.	Incorrect valuations being provided would lead to an incorrect overall NAV.	The Manager carries out a formal valuation process involving a quarterly review of third party valuations, verification of the latest audited reports, as well as a review of any potential adjustments that are required to ensure the valuation of the underlying investments are in accordance with the fair market value principles required under International Financial Reporting Standards ('IFRS').	Stable The Board discussed the valuation process in detail with the Manager and the external auditors, including the sources of valuation information and methodologies used. Following this assessment and other considerations, the Board concluded that there was no material change in valuation risk during the year. ★

RISK	IMPACT	MITIGATION	CHANGE IN THE YEAR
EXTERNAL RISKS			
POLITICAL AND MACRO-ECONOMIC UNCERTAINTY Political and macro-economic uncertainty, including impacts from the UK's trade negotiations with the EU, uncertainty around US trade negotiations or similar scenarios, could impact the environment in which the Company and its investment portfolio companies operate.	Changes in the macro-economic or political environment could significantly affect the performance of existing investments (and valuations) and prospects for realisations. In addition, it could impact the number of credible investment opportunities the Company can originate.	The Manager actively monitors these developments, with the support of a dedicated in-house economist and professional advisers where appropriate, to ensure it is prepared for any potential impacts (to the extent possible).	Stable The Board monitors and reviews the potential impact on the Company from political and economic developments on an ongoing basis, including input and discussions with the Manager. Incorporating these views and other considerations, the Board concluded that there was no material change in political and macro-economic uncertainty risk during the year. ★
PRIVATE EQUITY SECTOR The private equity sector could fall out of favour with investors leading to a reduction in demand for the Company's shares.	A change in sentiment to the sector has the potential to damage the Company's reputation and impact the performance of the Company's share price and widen the discount the shares trade at relative to NAV per share, causing shareholder dissatisfaction.	Private equity has outperformed public markets over the long term and it has proved to be an attractive asset class through various cycles. The Manager is active in marketing the Company's shares to a wide variety of investors to ensure the market is informed about the Company's performance and investment proposition. The Board monitors the discount to NAV and considers appropriate solutions to address any ongoing or substantial discount to NAV, including share buybacks.	Stable The Board receives regular updates from the Company's broker and is kept informed of all material discussions with investors and analysts. Incorporating these updates and other considerations, the Board concluded that there was no material change in private equity sector sentiment risk during the year. ★
FOREIGN EXCHANGE The Company has continued to expand its geographic diversity by making investments in a number of countries. Accordingly, a number of investments are denominated in US dollars, euros and other currencies other than sterling.	At present, the Company does not hedge its foreign exchange exposure. Therefore, movements in exchange rates between these currencies may have a material effect on the underlying valuations of the investments and performance of the Company.	The Board regularly reviews the Company's exposure to currency risk and reconsiders possible hedging strategies on an annual basis. Furthermore, the Company's multicurrency bank facility permits the borrowings to be drawn in euros and US dollars, if required.	Stable The Board reviewed the Company's exposure to currency risk and possible hedging strategies and concluded that there was no material change in foreign exchange risk during the year and that it remained appropriate for the Company not to hedge its foreign exchange exposure. ★

★ Subsequent to the end of the year, this risk has been heightened due to the effect of the COVID-19 pandemic. The Board is keeping this risk under review accordingly.

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

RISK	IMPACT	MITIGATION	CHANGE IN THE YEAR
OPERATIONAL RISKS			
REGULATORY, LEGISLATIVE AND TAXATION COMPLIANCE Failure by the Manager to comply with relevant regulation and legislation could have an adverse impact on the Company, or adherence to such could become onerous. This includes the Corporate Governance Code, Corporation Tax Act 2010, the Companies Act 2006, the Companies (Miscellaneous Reporting) Regulations 2018, the Alternative Investment Fund Managers Directive, accounting standards, investment trust regulations and the Listing Rules and Disclosure Guidance and Transparency Rules.	If applicable law and regulations are not complied with, the Company could face regulatory sanction and penalties as well as significant damage to its reputation.	The Board is responsible for ensuring the Company's compliance with all applicable regulations. Monitoring of this compliance, and regular reporting to the Board thereon, has been delegated to the Manager. The Manager's in-house legal counsel, supported by the Compliance and Risk functions, provides regular updates to the Board covering relevant changes to legislation and regulation. The Manager and the Board ensure compliance with applicable regulation and legislation occurs in an effective manner.	Increased As a result of the Company entering the FTSE 250 index during the year, as well as other regulatory and corporate governance developments, the financial or reputational impact resulting from potential regulatory or legislative failings has increased. During the year, both the Board and the Manager's risk function have closely monitored and evaluated the risks resulting from these developments, and the Company has continued to enhance its processes and controls in order to remain compliant with current and expected legislation.
PEOPLE Loss of key investment professionals at the Manager could impair the Company's ability to deliver its investment strategy if replacements are not found in a timely manner.	If the Manager's investment team were not able to deliver, investment opportunities could be missed or misevaluated, while existing investment performance may suffer.	The Manager regularly updates the Board on team developments and succession planning. The Manager places significant focus on developing key individuals to ensure that there is a pipeline of potential succession candidates internally. External appointments are also considered if that best satisfies the business needs at the appropriate time. The Company's investment team within the Manager has always taken a team-based approach to decision-making which helps to mitigate against key person risk. In addition, no one investment professional has sole responsibility for an investment or fund manager relationship and, to ensure that insights and knowledge are widely spread across the investment team, the team meets weekly to discuss all potential new investments and the overall performance of the portfolio. The Manager's compensation policy is designed to minimise turnover of key people. In addition, the senior investment professionals are required to co-invest alongside the Company for which they are entitled to a share of investment profits if performance hurdles are met, which aids retention.	Decreased Oliver Gardey was appointed as head of the Company's investment team, succeeding Emma Osborne. As a result of the successful transition, the Board believes that the risk in respect of People has now reduced.
INFORMATION SECURITY The Company is dependent on effective information technology systems at both the Manager and Administrator. These systems support key business functions and are an important means of safeguarding sensitive information.	A significant disruption to these IT systems, including breaches of data confidentiality or cybersecurity, could result in, among other things, financial losses, an inability to perform business critical functions, regulatory censure, legal liability and reputational damage.	Application of the Manager's and Administrator's information security policies is supported by a governance structure and a risk framework that allows for the identification, control and mitigation of technology risks. The adequacy of the systems and controls the Manager and Administrator have in place to mitigate the technology risks is continuously monitored and subject to regular testing. The effectiveness of the framework is periodically assessed.	Stable The Board carries out a formal assessment of the Manager's internal controls and risk management systems every year. Following this review and other considerations, the Board concluded that there was no material change in information security risk during the year. ★
THE MANAGER AND OTHER THIRD PARTY ADVISERS (INCLUDING BUSINESS PROCESSES AND CONTINUITY) The Company is dependent on third parties for the provision of all systems and services. In particular, the Company is dependent on the business processes of the Manager, Administrator and Depositary operating effectively. These systems support key business functions. Control failures and gaps in these systems and services could result in a loss or damage to the Company.	A significant failure of or disruption to the Manager, Administrator or Depositary's processes could result in, among other things, financial losses, an inability to perform business critical functions, regulatory censure, legal liability and reputational damage.	The Audit Committee formally assesses the internal controls of the Manager, the Administrator and Depositary on an annual basis to ensure adequate controls are in place. The assessment in respect of the current year is discussed in the Report of the Audit Committee within the Annual Report. The Management Agreement and agreements with other key service providers are subject to notice periods that are designed to provide the Board with adequate time to put in place alternative arrangements.	Stable The Board carries out a formal assessment of the Manager's internal controls and risk management systems every year. Following this review and other considerations, the Board concluded that there was no material change in the manager and other third party advisers risk during the year.
FINANCIAL RISKS			
FINANCING The Company has outstanding commitments that may be drawn down at any time in excess of total liquidity to private equity funds. The ability to fund this difference is dependent on receiving cash proceeds from investments (the timing of which are unpredictable) and the availability of financing facilities.	If the Company encountered difficulties in meeting its outstanding commitments, there would be significant reputational damage as well as risk of damages being claimed from managers and other counterparties. It is also possible that the Company might need to raise new equity to fund its outstanding commitments.	The Manager monitors the Company's liquidity and covenants on a frequent basis, and undertakes cash flow monitoring, and provides regular updates on these activities to the Board. Commitments are expected to be mostly deployed over a four-year period. If necessary the Company can reduce the level of co-investments and secondary investments, which are discretionary, to preserve liquidity for funding its commitments. The Company could also dispose of assets. The Company has a €176m (£148m), multi-currency bank facility which was renewed on 2 April 2019. The facility is split into two equal tranches, maturing in April 2021 and April 2022. The total available liquidity as at 31 January 2020 stood at £162.3m, comprising £14.5m in cash balances and £147.8m in undrawn bank facilities. As a result, the available financing along with the private equity portfolio exceeded the outstanding commitments by a factor of 2.1 times.	Stable The Board received written reports and updates from the Manager on at least a quarterly basis and as appropriate on the Company's balance sheet position and financing arrangements. Incorporating these reports, updates and other considerations, the Board concluded that there was no material change in financing risk during the year. ★

★

Subsequent to the end of the year, this risk has been heightened due to the effect of the COVID-19 pandemic. The Board is keeping this risk under review accordingly.

The Company's Strategic report is set out on pages 1 to 43 and was approved by the Board on 27 April 2020.

Jeremy Tigue
Chairman
27 April 2020

DEAR SHAREHOLDERS

Effective corporate governance is fundamental to the way ICG Enterprise, and its portfolio companies, conducts business. By encouraging entrepreneurial and responsible management, it supports the creation of long-term, sustainable value for shareholders and for wider society.

In the current uncertain economic and political environment, effective oversight of strategy and risk is particularly important to promote the long-term success of the Company. In performing this role, the Board seeks to be responsive to both the evolving regulatory environment and changing expectations about the role of business in society.

In particular, the Board seeks to ensure that the Company's culture is aligned with its purpose and values, and that the Company has the necessary financial and human resources to deliver its strategy.

JEREMY TIGUE
CHAIRMAN

ROLE OF THE BOARD

Strategic oversight

It is the responsibility of the Board to ensure that there is effective stewardship of the Company's affairs. Strategic issues are determined by the Board and a formal schedule of operational matters reserved for the Board has been adopted. In order to enable them to discharge their responsibilities, directors have full and timely access to relevant information.

Compliance with the new Code

The Board applied the principles set out in the UK Corporate Governance Code issued by the Financial Reporting Council in 2018 (the 'Code') and had regard to the supplementary guidance in the AIC Code of Corporate Governance during the year ended 31 January 2020.

Board performance evaluation

The Board has a formal process for the annual evaluation of its own performance and that of the Chairman, which took place as usual during the year. The most recent evaluation concluded that the Board and its members continue to operate effectively.

Succession planning

The Board's tenure and succession policy seeks to ensure that the Board remains well balanced through the appointment of directors with a range of skills and experience.

Regular meetings

The Board, which meets at least four times each year, reviews the Company's investment portfolio and investment performance and considers financial reports. There is also contact with the directors between meetings where this is necessary for the Company's business.

Meetings

	Board
Jeremy Tigue	4/4
Alastair Bruce	4/4
Sandra Pajarola	4/4
Jane Tufnell[1]	3/3
Lucinda Riches	4/4
Gerhard Fusenig[1]	2/2
Andrew Pomfret[2]	2/2

1 Appointed mid year.
2 Retired mid year.

BOARD OF DIRECTORS

The Board is responsible for the effective stewardship of the Company's affairs.

JEREMY TIGUE
Chairman

JANE TUFNELL
Chair-Designate & member of the Audit Committee

ALASTAIR BRUCE
Chairman of the Audit Committee

GERHARD FUSENIG
Member of the Audit Committee

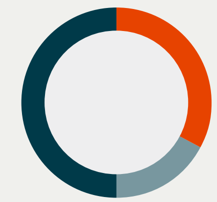
LUCINDA RICHES
Senior Independent Director & member of the Audit Committee

SANDRA PAJAROLA
Member of the Audit Committee

GENDER DIVERSITY

Male	50%
Female	50%

SECTOR EXPERIENCE



Private equity	33%
Financial services	17%
Asset management	50%

BOARD DEVELOPMENTS

APPOINTING A NEW CHAIR

Jane Tufnell joined the Board in June 2019 and we are delighted she has agreed to become Chair with effect from my retirement. Jane has already made a strong contribution to the workings of the Board and we believe she will be a very effective Chair.

WELCOMING GERHARD FUSENIG TO THE BOARD

We are delighted that Gerhard Fusenig joined the Board in September 2019. Gerhard brings extensive financial services, asset management and listed company experience and on behalf of the directors, I welcome Gerhard to the Board.

MANY THANKS TO ANDREW POMFRET

Andrew Pomfret retired from the Board in June 2019 having served for over eight years, and on behalf of the Board I would like to thank Andrew for his wise counsel and guidance.

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AUDIT COMMITTEE

ALASTAIR BRUCE – Chairman of the Committee
JANE TUFNELL
SANDRA PAJAROLA
LUCINDA RICHES
GERHARD FUSENIG

The Audit Committee is comprised of five non-executive directors: Alastair Bruce, Jane Tufnell, Sandra Pajarola, Lucinda Riches and Gerhard Fusenig. Alastair Bruce succeeded Andrew Pomfret as Chairman of the Committee on 1 February 2019. As set out on pages 46 and 47, the members of the Committee have a range of recent and relevant financial experience and also have relevant experience in the sector in which the Company operates.

KEY RESPONSIBILITIES

Reviewing the interim and annual financial statements, the effectiveness and scope of the external audit, the risks to which the Company is exposed and mitigating controls, and compliance with regulatory and financial reporting requirements.

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NOMINATIONS COMMITTEE

JEREMY TIGUE – Chairman of the Committee
JANE TUFNELL
ALASTAIR BRUCE
SANDRA PAJAROLA
LUCINDA RICHES
GERHARD FUSENIG

All of the directors serve on the Nominations Committee which meets when necessary to select and propose suitable candidates for appointment or reappointment to the Board.

The Committee is chaired by Jeremy Tigue. When making an appointment, the Board considers the existing composition of the Board to determine areas which require strengthening. Independent external consultants are used to help identify a shortlist of candidates.

KEY RESPONSIBILITIES

Selecting and proposing suitable candidates for appointment or reappointment to the Board.

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ALL MEMBERS OF THE BOARD ARE INDEPENDENT NON-EXECUTIVE DIRECTORS

JEREMY TIGUE
Chairman

Background
Jeremy Tigue was appointed to the Board in 2008 and became Chairman in 2017. He joined F&C Management in 1981 and was the fund manager of F&C Investment Trust from 1997 to 2014. He is a non-executive director of The Mercantile Investment Trust plc, The Monks Investment Trust PLC and Aberdeen Standard Equity Income Trust PLC.

Experience
Jeremy brings extensive financial services experience, having spent 33 years as a fund manager, including 17 years as the lead manager of the F&C Investment Trust. He has broad and deep knowledge of all aspects of investment company management, governance and regulation and is a seasoned public company board member and chairman. He is retiring from the Board from the end of the AGM in 2020.

JANE TUFNELL
Chair-Designate & member of the Audit Committee

Background
Jane Tufnell started her career in 1986 joining County NatWest, where she jointly ran the NatWest Pension Fund's exposure to UK smaller companies. In 1994 she co founded Ruffer Investment Management Ltd where she worked for over 20 years to build the business to an AUM of £20 billion, before leaving in 2014. Jane is Chair of Odyssean Investment Trust and a non-executive director of JPM Claverhouse Trust, Schroder UK Public Private Trust plc and Record plc, the currency management specialist. It is proposed that she should succeed Jeremy Tigue as Chair of the Company from the conclusion of the 2020 AGM.

Experience
Jane brings extensive financial services and fund management experience to the Board. She is a seasoned public company board member and chair and has significant experience of all aspects of investment company management, governance and regulation.

ALASTAIR BRUCE
Chairman of the Audit Committee

Background
Alastair Bruce was appointed to the Board in 2018 and became Chairman of the Audit Committee in February 2019. Alastair was Managing Partner of Pantheon Ventures between 2006 and 2013, having joined the firm in 1996. During his tenure at Pantheon Ventures Alastair was involved in all aspects of the firm's business, particularly the management of Pantheon International Participations PLC ('PIP'), the expansion of Pantheon Ventures' global platform and the creation of a co-investment business.

Experience
Alastair brings over 25 years of private equity, investment management and financial experience to the Board. Through his involvement with the management of PIP, he has extensive experience in managing a listed private equity vehicle.

GERHARD FUSENIG
Member of the Audit Committee

Background
Gerhard Fusenig was appointed to the Board in 2019. Over the last 25 years, Gerhard has held a number of senior management roles including the position of co-COO of Asset Management and CEO of Core Investments at Credit Suisse, as well as Global Head of Fund Services at UBS. Gerhard is a non-executive director of Credit Suisse Insurance Linked Strategies Ltd and of SolvencyAnalytics AG. Former directorships include Standard Life Aberdeen PLC and Aberdeen Asset Management PLC.

Experience
Gerhard is highly experienced as an executive in the investment management sector and is also very familiar with board practices and corporate governance requirements due to his range of board positions, including major listed companies.

SANDRA PAJAROLA
Member of the Audit Committee

Background
Sandra Pajarola was appointed to the Board in March 2013. Sandra has over 30 years of experience in private equity and financial services. She was a partner at Partners Group having served on its global investment committee for 12 years and was key in building up and managing its primary funds' investment team and portfolio. In her role, she also held various board seats on direct investments as well as advisory board seats for funds. Sandra is an angel investor in private equity across Europe and an advisor to two other investment firms focused on technological growth and social impact investment respectively.

Experience
Sandra brings extensive private equity investing experience having executed a broadly similar strategy during her time at Partners Group. As the head of the team there Sandra built relationships with many private equity managers in Europe and has a broad perspective on the private equity industry. Her ongoing roles in the industry give her valuable insight into the private equity market across Europe.

LUCINDA RICHES
Senior Independent Director & member of the Audit Committee

Background
Lucinda Riches was appointed to the Board in July 2011 and became Senior Independent Director in June 2018. She worked at UBS and its predecessor firms for 21 years until 2007 where she was a managing director, global head of Equity Capital Markets and a member of the board of the investment bank. She is a non-executive director of The British Standards Institution, Ashtead Group plc, CRH plc and Greencoat UK Wind PLC. She was awarded a CBE in 2017 for her services to financial services, British industry and to charity.

Experience
Lucinda brings significant capital markets experience, having advised public companies on strategy, fundraising and investor relations for many years. She also brings extensive experience as a public company non-executive director across a variety of businesses, including two FTSE 100 companies.

CORPORATE GOVERNANCE

The Company is committed to appropriate standards of corporate governance. The Board applied the principles set out in the UK Corporate Governance Code issued by the Financial Reporting Council in 2018 (the 'Code') and had regard to the supplementary guidance in the AIC Code of Corporate Governance during the year ended 31 January 2020. The Board believes that the way the Company is governed is consistent with the principles of the UK Corporate Governance Code and that the Company has complied with its provisions save as disclosed herein.

During the year, the Company complied with the Code save that (a) (as it has no employees or executive directors) it does not have a remuneration committee, and (b) does not have a Chief Executive Officer and for the reasons set out below did not comply with the provisions imposing a time limit on the Chair's tenure as it does not feel this to be in the best interests of shareholders. The Board appointed Jane Tufnell as Chair-Designate on 23 January 2020 to succeed Jeremy Tigue, who will step down from the Board after the AGM in accordance with the revised Corporate Governance Code. Jeremy Tigue was an existing non-executive director prior to his appointment as Chairman in 2017 and accordingly has exceeded the maximum recommended time period in the Corporate Governance Code.

The Board has considered the Principles and Provisions of the AIC Code of Corporate Governance ('AIC Code'). The AIC Code adapts the Principles and Provisions set out in the UK Code to make them more relevant for investment companies. The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the Financial Reporting Council, may provide more relevant information to shareholders. The Company has complied with the Principles and Provisions of the AIC Code, and will consider during the year whether to formally adopt it.

A copy of the Code and the AIC Code can be obtained from the website of the Financial Reporting Council (www.frc.org.uk) and the website of the Association of Investment Companies (www.theaic.co.uk) respectively.

The Board considers that the tenure profile of the Board, represented by the length of service of each of its directors, is appropriately balanced such that Board succession and renewal planning is managed over the medium to longer term. The composition of the Board continues to include directors who bring an appropriate mix of skills, experience, expertise and diversity (including gender diversity) to Board decision-making.

The Board subscribes to the view expressed within the AIC Code that long-serving directors should not be prevented from forming part of an independent majority. It does not consider that a director's tenure necessarily reduces his or her ability to act independently and, following formal performance evaluations, believes that each of the directors is independent in character and judgement and that there are no relationships or circumstances which are likely to affect their judgement.

All of the Company's directors will seek re-election at each Annual General Meeting. The terms and conditions of appointment of the non-executive directors will be available for inspection at the AGM.

Each non-executive director is appointed by a letter of appointment on an ongoing basis and shareholders vote on whether to elect/re-elect him or her at every AGM. A non-executive director will only be proposed for re-election at an AGM if the Board is satisfied with the non-executive director's performance, independence and ongoing time commitment. There is no absolute limit to the period that a non-executive director can serve for; however the Board recognises the Code provisions regarding length of service and factors these in when considering whether or not directors' appointments should be continued.

During the financial year the Nominations Committee reviewed the composition of the Board and identified the capabilities needed for Board roles and the succession timeframe; the Committee reviewed the related role profile submitted to external search consultants along with the request to prepare a list of suitable candidates. The Committee then considered the potential suitable candidates and agreed a shortlist of candidates. Following interviews with potential candidates, the Committee then made recommendations to the Board on any proposed appointment, subject always to the satisfactory completion of all background checks and regulatory notifications or approvals. The Committee considered the external commitments of candidates to assess their ability to meet the necessary time commitment and whether there are any conflict of interest matters to address. This process was followed for the appointment of Gerhard and Jane. The Directors' remuneration report, comprising the remuneration policy, which shareholders will be asked to approve at the Annual General Meeting, can be found on pages 56 to 59.

The Board has considered the Association of Investment Companies ('AIC') Code of Corporate Governance published in February 2019 which adapts the Principles and Provisions set out in the Code to make them relevant for investment companies.

The Company is also subject to the Alternative Investment Fund Managers Directive ('AIFMD') and has a management agreement with the Manager to act as its Alternative Investment Fund Manager ('AIFM'). Aztec Financial Services (UK) Limited acts as its depositary, in accordance with the requirements of the AIFMD.

Composition and independence

The Board is currently comprised of six non-executive directors and has had a number of changes in the Board membership this year. Andrew Pomfret retired from the Board on 27 June 2019; Jane Tufnell was appointed to the Board on 18 April 2019 and Gerhard Fusenig was appointed on 2 September 2019. Gerhard Fusenig was appointed after the last AGM and will stand for election at the forthcoming AGM. These changes build on our already diverse Board and bring additional experience, ensuring there is an appropriate balance of skills and knowledge as the business evolves. There is no Chief Executive Officer position within the Company as day to day management of the Company's affairs has been delegated to the Manager. The Board regularly reviews the independence of its members and, having due regard to the definitions and current guidelines on independence under the Governance Code, considers all directors to be independent (despite the length of service of some directors, in respect of whom it has concluded that they are independent in judgement and character). There are no relationships or circumstances relating to the Company that are likely to affect their judgement.

During the year, the Board conducted a process to appoint a Chair to succeed Jeremy Tigue and concluded that Jane Tufnell should be invited to fulfil this role. Please see page 50 for further details.

Senior Independent Director

Lucinda Riches is the Senior Independent Director. She provides support to the Chairman in his role leading the Board while also providing challenge to him and acting as a conduit for any points to be raised in respect of the Chairman. Following the recent Board self-evaluation, the Board considers her to be operating effectively in this role.

Induction and training

Board training is provided regularly to ensure that Board members are well placed to conduct their role. In addition, directors benefit from training received while sitting as members of other boards.

New Board members receive a formal induction on all aspects of the Company's business.

Performance evaluation

The Board has a formal process for the annual evaluation of its own performance and that of the Chairman, which took place as usual during the year. This process is based on an open discussion and assessment of the Board and its committees, with the Chairman making recommendations to improve performance where necessary. The most recent evaluation concluded that the Board and its members continue to operate effectively. In line with the Code, an external evaluation will take place during the current financial year. This has been slightly delayed from the previously announced timetable, partly in order to allow the evaluation to be conducted once the change of Chair has occurred and partly due to the constraints imposed by the COVID-19 pandemic.

Directors' time commitments

The Company has a policy of ensuring that all non-executive directors of the Company have sufficient time to commit to the respective duties and responsibilities applicable to their particular Board roles. When making new appointments, the Board takes into account other demands on potential candidates' time and prior to appointment any significant commitments are disclosed with an indication of the time involved. In the year under review the Board assessed the time commitment of each individual director on external appointments. Each director's aggregate time commitment is discussed with him or her as part of the annual appraisal process. In the year under review, all directors were considered to have sufficient time to commit to their respective roles on the Board, taking account of their external appointments.

Board diversity

There are currently three female and three male directors on the Board. The Board considers all candidates for Board appointments and does not discriminate based on gender or any other factor, making appointments based solely on the skills and experience of the candidates. The ongoing search for new directors is being conducted on an open basis without any discrimination.

Tenure

As discussed on page 50, the Board's tenure and succession policy seeks to ensure that the Board remains well balanced through the appointment of directors with a range of skills and experience. The Company has no employees and given the nature of its business as an investment company, the Board believes that while it is important for it to be refreshed with new members, it is of benefit for at least one director with considerably longer than nine years' experience to be on the Board.

Role of the Board

It is the responsibility of the Board to ensure that there is effective stewardship of the Company's affairs. Strategic issues are determined by the Board, a formal schedule of operational matters reserved for the Board has been adopted in order to enable them to discharge their responsibilities, and directors have full and timely access to relevant information.

The Board, which meets at least four times each year, reviews the Company's investment portfolio and investment performance and considers financial reports. There is also contact with the directors between meetings where this is necessary for the Company's business.

There is an agreed procedure under which directors, wishing to do so in the furtherance of their duties, may take independent professional advice at the Company's expense.

The quorum for any Board meeting is two directors but attendance by all directors at each meeting is strongly encouraged.

Meetings

	Board	Nominations	Audit
Jeremy Tigue	4/4	2/2	N/A
Alastair Bruce	4/4	2/2	3/3
Sandra Pajarola	4/4	2/2	3/3
Jane Tufnell[1]	3/3	2/2	2/2
Lucinda Riches	4/4	2/2	3/3
Gerhard Fusenig[1]	2/2	1/1	2/2
Andrew Pomfret[2]	2/2	1/1	1/1

1 Appointed mid year.
2 Retired mid year.

The Board meetings follow a formal agenda, which is approved by the Chairman and circulated by the Company Secretary in advance of the meeting to all the directors and other attendees. At each Board meeting every agenda item is considered against the Company's strategy, its investment objectives and its investment policy.

A typical agenda includes:

- a review of investment performance;
- a review of investments and divestments and asset management initiatives in progress;
- an update on investment opportunities available in the market and how they fit within the Company's strategy;
- a review of the Company's financial performance;
- a review of the Company's financial forecasts, cash flow and ability to meet targets, including stressed scenarios and sensitivity analyses;
- a review of the Company's financial and regulatory compliance;
- updates on shareholder and stakeholder relations;
- updates on the Company's capital market activity; and
- specific regulatory, compliance or corporate governance updates.

The Board was kept fully informed of potential investment opportunities, along with wider private equity market intelligence, through the Board papers prepared by the Manager. Board meetings also received a number of presentations from staff of the Manager, on topics including the global economic outlook and the Manager's approach to Responsible Investing and ESG. Board papers are disseminated to the directors via a secure online platform for reasons of efficiency and cyber security. The online platform is also used to store relevant Company documentation, as it provides the directors with quick and secure access.

Company Secretary

The directors also have access to the advice and services of the Company Secretary, Andrew Lewis (on behalf of ICG Nominees 2015 Limited).

During the year under review, four regular meetings and a strategy meeting were held and attended by directors as set out in the table to the left.

A number of additional telephone meetings regarding routine matters were also held. In the cases where directors were unable to attend Board and Committee meetings, the relevant directors were contacted by the Chairman before and/or after the meeting to ensure that they were aware of the issues being discussed and to obtain their input. Andrew Pomfret, who retired from the Board in June 2019, also attended two Board meetings before his retirement.

Information flows
The Board receives written reports from the Manager and its advisers on at least a quarterly basis and as appropriate on specific matters. Prior to each Board meeting, directors are provided with a comprehensive set of papers giving detailed information on the Company's transactions, financial position and performance. The Chairman ensures that directors are provided, on a regular basis, with key information on the Company's policies, regulatory requirements and its risk management and control results.

Insurance and indemnities
During the year under review, the Board has maintained appropriate insurance cover in respect of legal action against the directors. The policy does not cover dishonest or fraudulent actions by the directors.

Stewardship
The Company seeks to make investments in funds and companies which are well managed with high standards of corporate governance. The directors believe this creates the proper conditions to enhance long-term shareholder value. The exercise of voting rights attached to the Company's Portfolio has been delegated to the Manager. However, the Board will be informed of any sensitive voting issues involving the Company's investments.

Conflicts of interest
The Company has adopted a policy requiring all directors to disclose other positions and also any other matter which may give rise to a conflict. Such conflicts can then be considered by the other directors and, if necessary, either approved or not approved. Currently there are no material conflicts in respect of any director.

Anti-bribery and Corruption Policy
The Manager has processes in place to ensure that bribery and corruption do not take place within the Manager or the Company. These include formal policies and regular training for all staff. The Board has reviewed these processes and found them adequate.

Whistleblowing Policy and arrangements
The Board and the Audit Committee have been made aware of the processes the Manager has in place to ensure that staff of the Manager may in confidence raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the proportionate and independent investigation of such matters and follow up action. The Manager has established and implemented processes. These include formal policies and regular training for all staff.

Internal control around financial reporting
The key features of the Company's internal control systems that ensure the accuracy and reliability of financial reporting include clearly defined lines of accountability and delegation of authority, policies and procedures that cover financial reporting, preparation of quarterly management accounts, project governance and a review of the disclosures within the Annual Report and Accounts from functional heads. This combined ensures the disclosures made appropriately reflect the developments within the Company in the year and meet the requirement of being fair, balanced and understandable.

Environmental Policy
Due to the Company's premium listing on the London Stock Exchange, the Company is required to disclose its Environmental Policy. Further information on the social and environmental policies of the Manager can be found in the Investing responsibly section on pages 14 to 17.

COMMITTEES

Nominations Committee
All of the directors serve on the Nominations Committee which meets when necessary to select and propose suitable candidates for appointment or reappointment to the Board. The Committee is chaired by Jeremy Tigue (save in respect of matters relating to the Chair, when it is chaired by the Senior Independent Director). When making an appointment, the Board considers the existing composition of the Board to determine areas which require strengthening. Independent external consultants are used to help identify a shortlist of candidates.

The Board's tenure and succession policy seeks to ensure that the Board is well balanced by the appointment of directors with a range of skills and experience. Candidates for the Board are assessed as to the appropriateness of their skills and experience prior to their appointment. The Board does not discriminate based on gender or any other factor when considering candidates.

There were two meetings of the Committee during the financial year.

These related to succession planning for the Chairman and for the Board as a whole. Jeremy Tigue was not involved in the discussions relating to his tenure and successor, which were led by Lucinda Riches. As a further result of these discussions, Jeremy Tigue will retire from the Board from the end of this year's Annual General Meeting having served 12 years. The appointment of Jane Tufnell as Chair-Designate has been announced. The Committee has also adopted a succession plan to ensure that succession matters are appropriately considered in the coming years.

Odgers Berndtson were engaged to support the appointments of Jane Tufnell and Gerhard Fusenig. Odgers Berndtson are an underlying portfolio company in which the Company has invested but has no day to day involvement with; they have no other commercial relationships with the Company.

Remuneration Committee
As the Board is comprised solely of non-executive directors, the Company does not have a Remuneration Committee. The determination of the directors' fees is dealt with by the whole Board.

Please see pages 56 to 59 for the Directors' remuneration report.

Audit Committee
Please see pages 60 to 61 for the Report of the Audit Committee.

Stakeholder engagement
Please see page 35 for further details.

INTERNAL CONTROLS

The Board, at least annually, assesses the internal controls of the Manager. There have been no material adverse findings from this review. Please see page 61 for details of this in the Report of the Audit Committee. The Company does not have an internal audit function, although the need for such a function is considered annually.

All of the Company's management functions are delegated to the Manager, which has its own internal audit function.

INVESTOR RELATIONS

Both the Company's Annual Report and Accounts, containing a detailed review of performance and of changes to the investment portfolio, and Interim Review, containing updated information in a more abbreviated form, are made available to investors either by post or through the Company's website. A copy of the latest Company presentation is available on the Company's website. Quarterly releases in respect of the Company's performance are announced to the market and available to shareholders. At the AGM, a presentation is made by the Manager and investors are given an opportunity to question the Chairman, the other directors and the Manager. Shareholders are encouraged to attend.

Communication with shareholders is given a high priority by the Board. The Manager and all directors, and in particular the Senior Independent Director, are available to enter into dialogue with shareholders. The Manager holds regular discussions with analysts and existing and potential institutional shareholders and values the feedback obtained in this manner.

A structured programme of shareholder presentations by the Manager to institutional shareholders takes place following the publication of the Annual and quarterly factsheets, including several group lunches which were attended by several directors.

The Board receives regular updates from the Company's broker and is kept informed of all material discussions with investors and analysts which helps the directors develop their understanding of shareholders' views and expectations.

A detailed list of the Company's shareholders is reviewed at each Board meeting.

Directors can be contacted via the registered office of the Company (see Useful Information section).

GOING CONCERN

In assessing the appropriateness of continuing to adopt the going concern basis of accounting, the Board has assessed the financial position and prospects of the Company over the next 12 months. The Company's business activities, together with factors likely to affect its future development, performance, position and cash flows, are set out in the Chairman's statement on pages 4 and 5, the Market review on pages 18 and 19, and the Manager's review on pages 20 to 27.

As part of this review, the Board assessed the potential impact of principal risks and the COVID-19 pandemic on the Company's business activities, the Company's cash position, the availability of the Company's credit facility and compliance with its covenants, and the Company's cash flow projections. Further details of this assessment, including stress testing and sensitivity analysis performed, are disclosed below within the Viability Statement.

Based on this assessment, the Board expects that the Company will be able to continue in operation and meet its liabilities as they fall due for a period of at least 12 months. Therefore it is appropriate to continue to adopt the going concern basis of preparation of the Company's financial statements.

VIABILITY STATEMENT

In accordance with the UK Corporate Governance Code, the Board has assessed the financial position and prospects of the Company over a longer period than the 12 months required by the 'going concern' basis of accounting. The Board has assessed the viability of the Company over a three-year period from the balance sheet date, being a period of time over which the Board can reasonably assess the Company's prospects and over which the majority of the Company's commitments will be drawn down.

The Board has carried out a robust assessment of the principal risks and their mitigants as noted on pages 38 to 43. Those considered most significant to the viability of the Company included those relating to investment performance, political and macro-economic uncertainty, and the ability of the Company to manage its financing and overcommitment risk.

As noted within the Manager's review on pages 20 to 27, during the year the Company's financial position was strengthened by agreeing a new bank facility of €176m (£148m), which matures in two equal tranches in April 2021 and April 2022 and is subject to a number of covenants. Since the year end, the Company has drawn £40m from its facility, taking the Company's gross cash balances to £56m at 23 April 2020.

The Board has assessed the Company's ability to remain viable and meet its liabilities as they fall due through the review of balance sheet and cash flow projections provided by the Manager. As part of this, a range of stressed scenarios and sensitivity analyses were examined to identify conditions that might result in the facility's covenants being breached. This included the consideration of possible remedial action that the Company could undertake to avoid such breaches. Key variables considered included Portfolio gains and losses, fund drawdowns and realisations, availability of the credit facility, exchange rates, and the impact of remedial actions, as detailed in note 19 to the financial statements. In assessing the potential impact of the COVID-19 pandemic on valuations, the diversification and defensive characteristics of the Portfolio were also considered. Based on this assessment, the Board expects that the Company will remain viable over a three-year period from the balance sheet date.

JEREMY TIGUE
Chairman
27 April 2020

THE DIRECTORS PRESENT THEIR REPORT AND THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2020

The Report of the Directors should be read in conjunction with the Strategic report (pages 1 to 43) and the Directors' remuneration report (pages 56 to 59).

STATUS OF THE COMPANY

ICG Enterprise Trust plc (the 'Company') is an investment company as defined by section 833 of the Companies Act 2006 and is registered and domiciled in England (number 1571089). During the year under review the Company carried on the business of an investment trust. The last accounting period for which the Company has been approved by HM Revenue & Customs in accordance with the provisions of Section 1158 of the Corporation Tax Act 2010 is the year ended 31 January 2020. The Company will retain its investment trust status with effect from 1 February 2020 provided it continues to satisfy the conditions of Section 1158 of the Corporation Tax Act 2010. The Company has continued to direct its affairs with the objective of retaining such approval.

The Company's shares are eligible for tax-efficient wrappers such as Individual Savings Accounts ('ISAs'), Junior ISAs and Self Invested Personal Pensions ('SIPPs').

REPORTING PERIOD

This Annual Report has been prepared for the year to 31 January 2020.

INVESTMENT POLICY

The Company's investment policy is set out on page 55. The Policy has been slightly updated for brevity and clarity but there have been no material changes to it since last year.

No material change will be made to the investment policy without prior shareholder approval.

PURCHASE OF SHARES

The Company has the authority, subject to various terms as set out in its Articles and in accordance with the Companies Act 2006, to acquire up to 14.99% of the shares in issue. The Company intends to renew this authority annually.

During the course of the year, the Company purchased 300,000 shares (representing 0.4% of the issued share capital of the Company on 23 April 2020, being the latest practical date before publication of this document) at an average price of 871p, for a total cost of £2.6m at a weighted average discount of 21%. These shares are held in treasury.

DIVIDEND

Quarterly dividends in respect of the year ended 31 January 2020 were paid on 6 September 2019 (5.0p per share), 6 December 2019 (5.0p per share) and 6 March 2020 (5.0p per share) for a total of 15.0p per share. A final dividend of 8.0p per share will, if approved, be paid on 24 July 2020 to holders of ordinary shares on the register at the close of business on 3 July 2020. This would bring the total dividend for the year to 23.0p per share.

DIRECTORS

All of the directors listed on pages 46 and 47 held office throughout the year and up to the date of signing the financial statements, except for Jane Tufnell and Gerhard Fusenig who were appointed as directors on 18 April 2019 and on 2 September 2019 respectively, and Andrew Pomfret, who retired from the Board on 27 June 2019. Jane Tufnell and Gerhard Fusenig will stand for election at the forthcoming Annual General Meeting.

Sandra Pajarola and Gerhard Fusenig are both resident in Switzerland. All of the other directors of the Company are resident in the UK. The directors' biographical details demonstrate the wide range of skills and experience that they bring to the Board. In addition to the requirement of the Articles of Association that one third of the Board is subject to retirement each year, all directors are required to submit themselves for re-election at least every three years. However, in accordance with corporate governance principles, the Board has decided that all directors will submit themselves for re-election every year.

A thorough review of the Board's tenure and succession planning was conducted by the Nominations Committee during the year, further details of which can be found in the Nominations Committee section of the Corporate governance report. As a result of this review, the appointments of Jane Tufnell and Gerhard Fusenig were proposed and it is also proposed that Jane Tufnell will succeed Jeremy Tigue as Chair if she is reappointed by shareholders at this year's Annual General Meeting. Jeremy Tigue will retire from the Board from the end of that meeting.

A thorough review of all directors standing for re-election has been conducted, which has been particularly rigorous in the case of Jeremy Tigue and Lucinda Riches given their length of service. The review concluded that all directors bring valuable skills and experience to the Board and continue to operate effectively, and accordingly all with the exception of Jeremy Tigue, who will be stepping down from the Board, are recommended for re-election.

MANAGER

ICG Alternative Investment Limited ('ICG' or the 'Manager') is the manager of the Company. ICG is authorised as an Alternative Investment Fund Manager and is regulated by the Financial Conduct Authority.

The Manager provides investment management, company secretarial and general administrative services to the Company under a management agreement. This agreement can be terminated by either party giving not less than one year's notice.

The investment management fee payable under this agreement is calculated as 1.4% of the investment portfolio and 0.5% of outstanding commitments to funds in their investment periods, in both cases excluding the funds managed directly by ICG (see Figure 1 on page 53) and by Graphite Capital (see Figure 2 on page 54). The effective management fee charged by the Manager in the year was 1.2% of the Company's net assets and the Company's ongoing charges ratio was 1.4% as calculated in accordance with AIC guidance. Further information around cost disclosures can be found in the Company's Key Information Document on the shareholder information section of the Company's website.

For the ICG managed funds (as disclosed in Figure 1 below) the annual management charge is between 1.3% and 1.5% of original commitments for funds in their investment period, and between 0.8% to 1.5% of unrealised cost for funds where their investment period has ended.

For the Graphite managed funds (as disclosed in Figure 2 on page 54) the annual management charge is 2% of original commitments for funds in their investment period, and between 1% to 2% for funds where their investment period has ended.

The charges and incentive arrangements for both ICG and Graphite managed funds are at the same level as those paid by third party investors in the funds.

The Board reviews the activities and performance of the Manager on an ongoing basis, and reviews the investment strategy annually.

The Board reviews the Company's investment record over short and long-term periods, taking into account factors including the net asset value per share and the share price as well as the general competence of the Manager.

The Board also considers the performance of the Manager in carrying out its company secretarial and general administrative functions.

In addition, the Audit Committee carries out a formal assessment of the Manager's internal controls and risk management systems every year.

The Board has contractually delegated responsibility for management of the investment portfolio and the provision of accounting and company secretarial services to the Manager. Custody of unquoted securities has been contractually delegated to an FCA regulated third party custodian, Aztec Financial Services (UK) Limited ('Aztec'). Aztec has also been appointed the Company's depositary, in accordance with the Alternative Investment Fund Managers Directive. Custody of quoted securities has been contractually delegated to an FCA regulated third party custodian, Charles Stanley & Co Limited, although Aztec retains liability for safeguarding in respect of these assets. The performance of these third parties is overseen by the Board as part of its regular reviews of the Manager.

Based on the above, it is the Board's opinion that the continuing appointment of ICG as manager of the Company on the agreed terms is in the best interests of shareholders as a whole.

CO-INVESTMENT INCENTIVE SCHEME

ICG and certain of its executives and, in respect of certain historic investments, the executives and connected parties of the Former Manager (together the 'Co-investors'), are required to co-invest alongside the Company, for which they are entitled to a share of investment profits if certain performance hurdles are met, as set out below.

The Co-investors are required to contribute 0.5% of the cost of every new fund investment (excluding those by Graphite Capital funds, and any ICG fund investments made after 1 February 2016) and direct investment made by the Company.

If such an investment has generated at least an 8% per annum compound return in cash to the Company (the 'Threshold'), the Co-investors are entitled to receive 10% of the Company's total gains from that investment inclusive of return of cost, out of future cash receipts from the investment or, very rarely, in specie on the flotation of underlying portfolio companies.

For investments made before 24 May 2007, if the Threshold is not achieved the Co-investors do not recover their contribution. For investments made after 24 May 2007, the Co-investors recover their contribution at the same rate as the Company recovers the cost of its investment.

Further details of these arrangements can be found in notes 1 and 9 to the financial statements.

INVESTMENTS IN ICG FUNDS
Figure 1

	Year ended 31 January 2020			Year ended 31 January 2019		
Fund	Original commitment £'000	Remaining commitment £'000	Fair value £'000	Original commitment £'000	Remaining commitment £'000	Fair value £'000
ICG Europe Fund VII[1]	**33,602**	**22,574**	**13,586**	34,925	31,527	3,332
ICG Europe Fund VI[1]	**21,001**	**3,257**	**20,012**	21,828	3,448	22,727
ICG Europe Fund V[1]	**12,917**	**857**	**2,813**	13,426	890	4,744
ICG Europe Mid-Market Fund[1,3]	**16,801**	**16,801**	**(216)**	–	–	–
ICG Europe Fund 2006B[1]	**8,840**	**1,172**	**6,326**	9,188	2,177	6,822
ICG Recovery Fund 2008B[1]	**10,081**	**6,156**	**4,570**	10,478	7,285	2,855
ICG North American Private Debt Fund II[2]	**7,573**	**6,371**	**1,167**	7,629	7,629	–
ICG Strategic Equity Fund III[2]	**30,292**	**29,784**	**1,429**	30,516	29,944	572
ICG Strategic Secondaries Fund II[2]	**26,505**	**14,395**	**12,338**	26,701	14,946	13,467
ICG Augusta Partners Co-Investor[2]	**18,932**	**18,137**	**4,010**	19,072	18,338	734
ICG Cross Border[2]	**3,786**	**980**	**2,971**	3,814	1,041	3,238
ICG Velocity Partners Co-Investor[2]	**11,359**	**1,122**	**3,561**	11,443	363	3,516
ICG Asia Pacific III[2]	**11,359**	**2,656**	**11,256**	11,443	4,676	8,003
Total	**213,048**	**124,262**	**83,823**	200,463	122,264	70,010

1 Euro denominated positions translated to sterling at spot rate on 31 January 2020 and 31 January 2019.
2 US dollar denominated positions translated to sterling at spot rate on 31 January 2020 and 31 January 2019.
3 Fair value is negative as at 31 January 2020 due to fund expenses incurred while no commitment has yet been drawn.

CAPITAL

As at 31 January 2020, 72,913,000 ordinary shares of 10.0p each were in issue and fully paid, including 4,035,945 shares which had been bought back into treasury. 4,145,945 Treasury Shares, representing 6% of the Company's share capital, were held as at 23 April 2020, being the latest practical date before publication of this document.

Resolutions will be proposed at the forthcoming AGM to:

- allot up to a maximum of 22,693,128 ordinary shares of 10p each, representing 33% of the Company's issued share capital (excluding shares held as Treasury Shares) as at 23 April 2020; and
- disapply pre-emption rights on up to 10% of the issued share capital (excluding shares held as Treasury Shares) to enable the Board to re-issue any ordinary shares held in treasury without having first to offer them to all existing shareholders; and to renew the directors' authority to buy back up to 10,308,182 ordinary shares (being 14.99% of the issued share capital (excluding shares held as Treasury Shares as at 23 April 2020)) subject to the constraints to be set out in the proposed resolution. The authority will be used where the directors consider it to be in the best interest of shareholders. It is the current intention of the Board that any shares thus purchased would be held as Treasury Shares.

SUBSTANTIAL SHARE INTERESTS

At 23 April 2020, the Company had received no notifications of disclosable interests in its issued share capital.

GREENHOUSE GAS EMISSIONS

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

TRANSFER OF SHARES AND VOTING RIGHTS

All ordinary shares have equal voting rights. There are no restrictions concerning the transfer of securities in the Company, no special rights with regard to control attached to securities, no agreements between holders of securities regarding their transfer known to the Company, and no agreement to which the Company is party that affects its control following a takeover bid.

The Company's Articles of Association may be amended by special resolution of the shareholders in a general meeting. Holders of ordinary shares enjoy the rights set out in the Articles of Association of the Company and under the laws of England and Wales. Any share may be issued with or have attached to it such rights and restrictions as the Company by ordinary resolution, or failing such resolution, the Board may decide.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that he or she ought to have taken as a director in order to become aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

INDEPENDENT AUDITORS

As set out in the report of the Audit Committee, Ernst & Young LLP were appointed as auditors for the year ended 2020 at the Annual General Meeting in 2019 and are recommended for reappointment by the Audit Committee. A resolution reappointing them and authorising the directors to determine their remuneration will be submitted at the AGM.

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 2a Luttrell Avenue, London, SW15 6PF on 17 June 2020 at 10a.m. In accordance with government guidelines on social distancing, this will be a closed meeting and shareholders should not attend. A separate document will be sent to shareholders in respect of the AGM which will include details of how to submit a question for a written answer to be published on the Company's website.

By order of the Board,

ANDREW LEWIS
For and on behalf of
ICG Nominees 2015 Limited
27 April 2020

INVESTMENTS IN GRAPHITE CAPITAL FUNDS

Figure 2

	31 January 2020			31 January 2019		
Fund	Original commitment £'000	Remaining commitment £'000	Fair value £'000	Original commitment £'000	Remaining commitment £'000	Fair value £'000
Graphite Capital Partners IX[1]	30,000	26,367	2,689	30,000	30,000	(281)
Graphite Capital Partners VIII	80,000	8,302	80,008	80,000	10,260	77,626
Graphite Capital Partners VIII Top Up Fund	20,000	6,613	10,108	20,000	6,613	11,335
Graphite Capital Partners VII	35,138	2,123	10,118	36,489	3,474	9,539
Graphite Capital Partners VII Top Up Fund	8,157	348	1,879	8,480	671	1,556
Graphite Capital Partners VII Top Up Fund Plus	4,158	300	1,674	4,458	600	1,383
Graphite Capital Partners VI	71,331	–	–	71,331	–	4,263
Total	248,784	44,053	106,476	250,758	51,618	105,421

1 Fair value is negative as at 31 January 2019 due to fund expenses incurred while no commitment has yet been drawn.

The objective of ICG Enterprise is to provide long-term growth by investing in private companies managed by leading private equity managers.

INVESTMENT TYPE

ICG Enterprise will typically invest through:

- Primary funds: commitments to private equity funds during their initial fund raise.
- Secondary funds: acquiring interests in funds or investments after the fund's initial fund raise accessed either directly or through a fund structure.
- Co-investments: investing alongside leading private equity managers, or directly, in specific private companies.

INVESTMENT STAGE

The Company will predominantly gain exposure to private companies which are mature, cash generative, profitable businesses and where the underlying private equity manager exercises majority control. ICG Enterprise may invest in other private markets strategies if it feels that these opportunities would offer shareholders similar risk-adjusted returns to its core investment strategy. It does not expect such investments to constitute a substantial part of its investment programme.

PORTFOLIO CONSTRUCTION

ICG Enterprise does not have any fixed allocations to specific sectors or regions, but aims to be broadly diversified by geography, industry sector and year of investment.

The Company may invest in either equity or debt instruments but expects that underlying investments will mostly be in equity instruments. It expects that the majority of its returns will be derived from capital appreciation.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ('ESG') MATTERS

ICG Enterprise is committed to its responsibility to its community and environment and ESG matters are considered as part of the investment process. ICG Enterprise aims to act responsibly and cautiously as the guardian of its investors' capital and ensures that ESG matters are considered at all stages of the investment cycle.

QUOTED SECURITIES

ICG Enterprise may from time to time have underlying interests in quoted companies. This is typically due to companies which were originally acquired as private companies being listed on public markets as part of an exit strategy. It may hold these interests through a fund (where the underlying manager is responsible for exiting the investment) or directly.

ICG Enterprise does not anticipate acquiring new listed investments unless directly related to the execution of its private company investment strategy.

RISK DIVERSIFICATION

The Company will ensure that its interest in any one portfolio company, taking into account direct and indirect holdings, will not exceed 15% of the Company's total investments at the time of initial acquisition or subsequent addition. It is the Company's policy to invest no more than 10% of its gross assets in other listed investment companies.

OVERCOMMITMENT AND USE OF CREDIT FACILITIES

The Company intends to be overcommitted in order to ensure a high level of investment. The Company may from time to time draw on its pre-agreed borrowing facilities to fund investment drawdowns and ongoing expenses of the Company. This allows the Company to operate a more efficient balance sheet by reducing the need to retain large cash balances. ICG Enterprise's objective is to be broadly fully invested, while ensuring that there is sufficient liquidity to be able to take advantage of attractive investment opportunities as they arise. We do not intend to be geared other than for short-term working capital purposes. The level of overcommitment is monitored regularly by the Board and the Manager, taking into account uninvested cash, the availability of bank facilities, the projected timing of cash flows to and from the Portfolio, and market conditions.

CASH

The Company holds cash on deposit with UK regulated banks or invests it in debt instruments or money market funds which themselves invest in such instruments. These investments are typically very liquid, with high credit quality and low capital risk. The Company will limit exposure to any one bank, issuer or fund to 15% of gross assets.

BENCHMARK

The Company's benchmark is the FTSE All-Share Index Total Return. The Board considers that this provides the most appropriate reference point for the Company's shareholders.

HEDGING

The Company holds investments and makes fund commitments in currencies other than sterling and is exposed to the risk of movements in the exchange rate of these currencies. From time to time the Company may put in place hedging arrangements in order to manage currency risk. The Company may also from time to time consider hedging certain other risks of the Company such as equity market exposure or interest rate risk.

DIRECTORS' REMUNERATION REPORT

REMUNERATION COMMITTEE

As the Board is comprised solely of non-executive directors, the Company does not have a Remuneration Committee. The determination of the directors' fees is dealt with by the whole Board.

STATEMENT BY CHAIRMAN OF THE BOARD

In accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, the Company presents its Remuneration Policy and Remuneration Report separately.

The Remuneration Policy sets out how the Company proposes to pay the directors, including each element of remuneration that the directors are entitled to, and how this supports the Company's long-term strategy and performance. All provisions of this policy are expected to remain in effect until the Annual General Meeting in 2020 when the Company is next required to submit its policy on the remuneration of its directors to the members. At the 2020 Annual General Meeting, the Remuneration Policy as set out below will be resubmitted to a vote of shareholders. No changes are proposed to the Remuneration Policy.

The Remuneration Report sets out how the Remuneration Policy has been implemented in the year.

In accordance with the Remuneration Policy set out below, the Board performed an annual review of directors' fees. The fees payable to the directors were adjusted to reflect the growth of the Company and the remuneration levels of other comparable investment trusts.

Components of remuneration package

	Year ended 31 January 2020 £	Year ended 31 January 2019 £
Basic directors' fee	**37,500**	36,400
Additional fee for Chairman	**21,900**	21,300
Additional fee for Chairman of the Audit Committee	**6,100**	5,900
Additional fee for other members of the Audit Committee	**3,900**	3,800

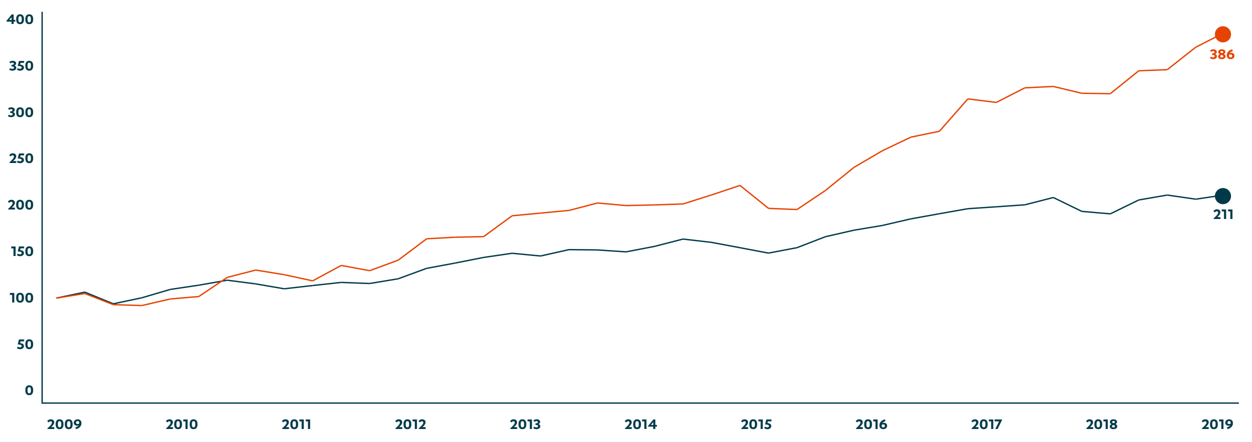
REMUNERATION POLICY

It is the Company's policy to determine the level of directors' fees having regard to the level of fees payable to non-executive directors in the wider industry, the role that individual directors fulfil, the time committed to the Company's affairs and the limits stated by the Company's Articles of Association. It is not the Company's policy to include an element of performance related pay; all fees are paid in cash rather than any other instrument. The Remuneration Policy has been unchanged for a number of years and is unchanged since the last shareholder approval at the 2017 Annual General Meeting.

The Articles of Association and subsequent shareholder resolutions currently limit the aggregate fees payable to the directors to a total of £350,000 per annum.

The Company's performance is measured against the FTSE All-Share Index Total Return as this is considered to be the most appropriate benchmark. The level of fees for directors is reviewed annually, in arrears, by the Board and any adjustment back-dated to the start of the financial year. Given the prevailing market environment, the Board has decided that there will be no increase in directors' fees for the year ended 31 January 2021.

Share price performance[1]



1 On a total return basis (i.e. including the effect of re-invested dividends). Indexed to starting point of 100.

The Board considers the Remuneration Policy as described on the previous page to be effective in supporting the short and long-term strategic objectives of the Company by ensuring that the Company continues to be able to recruit and retain non-executive directors who are suitably qualified and experienced to supervise the Company's affairs.

Service contracts

It is not the Company's policy to enter into service contracts with its directors. No director has a service contract with the Company. The directors each serve under a letter of appointment.

Notice period and loss of office payment policy

The directors are subject to a notice period of one month unless removed by a resolution at a General Meeting or pursuant to any provision of the Articles of Association. It is not the Company's policy to enter into arrangements that entitle any of the directors to compensation for loss of office. No director is entitled to any such compensation.

Statement of consideration of conditions elsewhere in the Company

The Company has no employees. Therefore the Company cannot take into account the pay and employment conditions of its employees when setting and implementing the Remuneration Policy.

Statement of consideration of shareholder views

The Company places great importance on communication with its shareholders. The Board confirms that no negative views were expressed in relation to its Remuneration Policy during the year.

DIRECTORS' REMUNERATION

The law requires the Company's auditors to audit certain of the disclosures provided. Where disclosures have been audited, this is indicated below.

The directors were not entitled to any loss of office payments, pension benefits, share options or other incentives in the year ended 31 January 2020 (2019: £nil).

Relative importance of spend on pay

The following table compares the remuneration paid to the directors with aggregate distributions to shareholders in the year to 31 January 2020 and the prior year. This disclosure is a statutory requirement. However, the directors consider that this comparison is not meaningful as its objective is to provide shareholders with long-term capital growth and share buybacks and the dividend forms only a small part of total shareholders' returns.

Components of remuneration package	Year ended 31 January 2020 £ '000	Year ended 31 January 2019 £ '000
Directors' remuneration	**256**	229
Shareholder distributions in the year (including share buybacks)	**17,803**	15,247

Remuneration in the year (audited)

	31 January 2020			31 January 2019		
Name	Fees £'000	Taxable benefits £'000	Total £'000	Fees £'000	Taxable benefits £'000	Total £'000
Jeremy Tigue	**59**	**–**	**59**	58	–	58
Jane Tufnell	**33**	**–**	**33**	–	–	–
Sandra Pajarola[1]	**41**	**3**	**44**	40	4	44
Andrew Pomfret	**16**	**–**	**16**	42	–	42
Lucinda Riches	**41**	**–**	**41**	40	–	40
Alastair Bruce	**44**	**–**	**44**	30	–	30
Gerhard Fusenig[1]	**17**	**2**	**19**	–	–	–
Peter Dicks	**–**	**–**	**–**	15	–	15
Total	**251**	**5**	**256**	225	4	229

1 Sandra Pajarola and Gerhard Fusenig are resident in Switzerland and the Company has agreed to pay for their costs of travel to London (including appropriate accommodation) to attend meetings of the Board. These costs are presented gross of tax as taxable benefits.

Directors' shareholdings and share interests (audited)

The beneficial interests of the directors in the shares of the Company are shown below. There is no requirement for the directors to own securities of the Company. Save as disclosed below, no director had any notifiable interest in the securities of the Company.

Name	Year ended 31 January 2020 Number of shares	Year ended 31 January 2019 Number of shares
Jeremy Tigue	**94,260**	94,260
Jane Tufnell	**10,000**	–
Sandra Pajarola	**6,000**	6,000
Lucinda Riches	**20,000**	20,000
Alastair Bruce	**15,000**	10,000
Gerhard Fusenig	**11,000**	–
Total	**156,260**	130,260

Note that Andrew Pomfret, who retired from the Board in June 2019, held 20,000 shares at the date of his retirement and as at 31 January 2019. There has been no change in the number of shares held by the existing directors since the year end.

Statement of shareholder voting

The Remuneration Policy was last approved at the Annual General Meeting on 13 June 2017, with the following votes cast:

Votes	Number	%
For	18,119,310	98.2
Against	337,763	1.8
Withheld	163,061	

At the Annual General Meeting held on 27 June 2019, a resolution to approve the Directors' Remuneration Report for the year ended 31 January 2019 was passed on a poll. The final proxy figures are as follows:

Votes	Number	%
For	21,859,584	99.0
Against	229,694	1.0
Withheld	136,136	

The Board does not consider the numbers of votes against these resolutions to be significant.

Resolutions to approve Directors' Remuneration Report and Policy

A resolution to approve the Remuneration Report for the year ended 31 January 2020 and the Remuneration Policy will be put to the members at the forthcoming Annual General Meeting.

On behalf of the Board:

Jeremy Tigue
Chairman
27 April 2020

ALASTAIR BRUCE
CHAIRMAN OF THE COMMITTEE

COMMITTEE MEMBERS

- Alastair Bruce (Chairman of the Committee)
- Jane Tufnell
- Gerhard Fusenig
- Sandra Pajarola
- Lucinda Riches

KEY RESPONSIBILITIES

Reviewing the interim and annual financial statements, the effectiveness and scope of the external audit, the risks to which the Company is exposed and mitigating controls, and compliance with regulatory and financial reporting requirements.

ACTIVITIES IN THE YEAR INCLUDED

- Three meetings held in the financial year, all were quorate.
- Transition of the Company's auditors.
- Comprehensive review of the risk management framework and quarterly risk assessment process.

INTRODUCTION

The Audit Committee is comprised of five non-executive directors: Alastair Bruce, Sandra Pajarola, Lucinda Riches, Jane Tufnell and Gerhard Fusenig. As set out on pages 46 and 47, the members of the Committee have a range of recent and relevant financial experience. They also have relevant experience in the sector in which the Company operates.

The Committee operates within written terms of reference, which are available within the Corporate governance section of the Company's website, clearly setting out its authority and duties. The primary role of the Committee is to review the interim and annual financial statements, the effectiveness and scope of the external audit, the risks to which the Company is exposed and mitigating controls, and compliance with regulatory and financial reporting requirements. The Committee also provides advice to the Board on whether the Annual Report and Accounts, taken as a whole, are fair, balanced and understandable.

The Committee meets at least three times a year. A quorum is any two of the members of the Committee but attendance at each meeting is strongly encouraged.

Three meetings were held in the financial year, and all were quorate. In addition, there was one sub-Committee meeting to review aspects of the Annual Report in March 2020. The Company's auditors, Ernst & Young LLP ('EY'), attended all meetings. The Committee also has direct access to the auditors as necessary at other times and the opportunity to meet the auditors without the Manager being present.

The main matters discussed at these meetings were the transition of the Company's auditors, the review of the Company's internal controls, the annual plan of the auditors, the report of the auditors following their audit, the effectiveness of the audit process and the independence of the auditor, the annual and interim financial statements and the Company's risk management framework and principal risks.

SIGNIFICANT ISSUES IN RELATION TO THE FINANCIAL STATEMENTS

Valuation of the investment portfolio

In its review of the financial statements, the Committee considers whether the investment portfolio is fairly valued. Before the year end, the Committee discussed the valuation process in detail with the Manager and reviewed the plan of the external auditors to ensure that it was appropriately designed to provide assurance over the valuation of the Portfolio. After the year end, the Manager reported the results of the valuation process, including the sources of valuation information and the methodologies used. The auditors separately reported the results of their audit work to the Committee. The Committee concluded that the valuation process had been properly carried out and that the investment portfolio had been fairly valued.

Going concern and viability

In order to support the Board in determining that it is appropriate to continue to adopt the going concern basis of preparation of the Company's financial statements, the Committee has challenged and assessed the key assumptions underpinning that decision. This included an assessment of the Company's business activities, as set out in the Chairman's statement on pages 4 and 5, the Market review on pages 18 and 19, and the Manager's review on pages 20 to 27; the principal risks and their mitigants, as noted on pages 38 to 43; and ability to manage its liquidity and overcommitment levels over the period of 12 months from the date of this report, incorporating the Company's balance sheet and cash flow projections provided by the Manager. These projections included scenarios with varying levels of Portfolio gains and losses, fund drawdowns and realisations, availability of the credit facility, exchange rates, and possible remedial action that the Company could undertake if required in the event of significant Portfolio declines. Further details around liquidity risk and overcommitment risk are detailed on page 87 within the notes to the financial statements. Accordingly, the Committee was satisfied that the 'going concern' basis of accounting remained appropriate for the Company.

OTHER MATTERS

Auditing standards require the auditors to identify and consider the risks of material misstatement, including fraud in revenue recognition and of management override of internal controls. The auditors also focus on a number of key audit matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period.

Following a thorough review, and discussion with the Manager and the auditors, the Committee has advised the Board that the Annual Report and Accounts for the year ended 31 January 2020, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

INTERNAL CONTROLS AND NEED FOR AN INTERNAL AUDIT FUNCTION

The Board has overall responsibility for the Company's systems of internal controls and for reviewing their effectiveness. The purpose of the controls is to ensure that the assets of the Company are safeguarded, proper accounting records are maintained and the financial information used within the business and for publication is reliable.

The Committee regularly reviews, identifies and evaluates the risks taken by the Company to allow them to be appropriately managed.

All of the Company's management functions are delegated to the Manager which has its own internal control and risk monitoring arrangements. The Committee makes a regular assessment of these arrangements, with reference to the Company's risk matrix.

The Committee also reviewed a Statement of Internal Controls for the year to 31 January 2020 which sets out the key internal controls over the administration of the Company's investments. As in previous years, the auditors were engaged to carry out agreed upon procedures to test these controls.

In accordance with the Alternative Investment Fund Managers Directive ('the Directive'), the Company has appointed Aztec Financial Services (UK) Limited ('the Depositary') as depositary. The Depositary's responsibilities include the monitoring of the cash flows of the Company, the safekeeping of the Company's assets, and the general oversight of the Company including its compliance with its investment policy. The Audit Committee has reviewed the Depositary's reports for the period from 1 February 2019 to 31 January 2020, that set out the testing and procedures carried out by the Depositary to satisfy itself that it is fulfilling its obligations, and that the Company was operating in accordance with the Directive. The report did not identify any issues.

The Committee considers, therefore, that an internal audit function specific to the Company is unnecessary.

AUDIT INDEPENDENCE AND EFFECTIVENESS

EY were appointed as auditors for the year ended 2020 at the Annual General Meeting in 2019, succeeding PriceWaterhouseCoopers LLP who had been the Company's auditors since 1981. The Company has complied with the terms of the September 2014 Competition and Markets Authority Order, including in respect of audit tendering.

The Audit Committee has reviewed the provision of non-audit services and believes them to be cost-effective and not an impediment to the auditors' objectivity and independence. Details of the total fees paid to EY by the Company are set out in note 4 to the accounts. In the year ended 31 January 2020, £53,000 (2019: £58,833) in respect of non-audit services was payable by the Manager to the auditors for agreed upon procedures testing over the controls of the Manager to the Audit Committee. It has been agreed that all non-audit work to be carried out by the external auditors must be approved in advance by the Audit Committee, and in line with the latest guidelines for the provision of non-audit services by the Company's auditors.

The Committee reviews the performance of the auditors each year. The Committee considers a range of factors including the quality of service, their expertise and the level of audit fee.

Ensuring an effective transition to EY as auditors has been a key focus of the Committee during the year and I have been pleased with the work undertaken by both the Manager and EY as part of this transition. Throughout this process, the Committee felt that EY demonstrated a commitment to providing the Company with a high-quality, focused audit, and I look forward to building on this relationship and the fresh insights that they will bring to the Committee.

The Committee accordingly recommends that Ernst & Young LLP be appointed auditors for the year ending 31 January 2021.

Alastair Bruce
Chairman of the Audit Committee
27 April 2020

ADDITIONAL DISCLOSURES REQUIRED BY THE ALTERNATIVE INVESTMENT FUND MANAGERS DIRECTIVE (UNAUDITED)

The Company is an alternative investment fund ('AIF') for the purposes of the Alternative Investment Fund Managers Directive (Directive 2011/61/EU) ('AIFMD') and the Manager was appointed as its alternative investment fund manager ('AIFM') for the purposes of the AIFMD.

The Directive requires certain disclosures to be made in the Annual Report of the Company. Many of these disclosures are included in other sections of the Annual Report and Accounts, principally the Strategic report (pages 1 to 43), Governance (pages 44 to 63) and Financial statements (pages 64 to 90). This section completes the disclosures required by the Directive.

ASSETS SUBJECT TO SPECIAL ARRANGEMENTS
The Company holds no assets subject to special arrangements arising from their illiquid nature which are unusual within the context of the fund.

LEVERAGE
The Company has no borrowings and therefore is not currently levered. The Company will not employ leverage in excess of 30% of its gross asset value.

PROFESSIONAL LIABILITY OF THE MANAGER
In accordance with the requirements of the Directive, the Manager holds additional capital to cover potential professional liability risks. In addition, the Manager holds professional indemnity insurance.

REDEMPTION RIGHTS
The shares of the Company are listed on the London Stock Exchange.

Shareholders may buy and sell shares on that market. As the Company is closed ended, shareholders do not have the right to redeem their investment.

FAIR TREATMENT OF SHAREHOLDERS
The Manager is governed by a board consisting of both non-executive and executive directors which oversees and manages the ICG group of which the Manager is part. ICG has a number of committees that assist in this regard, together with a risk function that through a risk framework assists in the identification, control and mitigation of the ICG group's risks. This includes, but is not limited to, the fair treatment of the ICG group's regulatory clients, fund investors and corporate investors. Details of ICG's governance and risk framework can be found in ICG's annual report which is available on request or at www.icgam.com.

RISK PROFILE AND RISK MANAGEMENT
The risks and uncertainties facing the Company are regularly reviewed by the Board, the Audit Committee and the Manager. The principal risks faced by the Company and the approach to managing those risks are set out in Principal risks and uncertainties (pages 40 to 43).

The sensitivity of the Company to market, credit and investment, and capital risk is discussed in note 17 of the financial statements (page 87). The risk limits currently in place in respect of the diversification of the portfolio and credit risk are set out in the Investment policy (page 55).

MATERIAL CHANGES
There have been no material changes in relation to the matters described in Article 23 of the Directive.

REMUNERATION
Under the Alternative Investment Fund Managers Directive ('AIFMD'), we are required to make disclosures relating to remuneration of certain staff working for the Manager, which acted as manager of the Company throughout the year ended 31 January 2020.

Amount of remuneration paid
The Manager paid the following remuneration to staff in respect of the financial year ending on 31 January 2020 in relation to work on the Company:

	£'000
Fixed remuneration	1,665
Variable remuneration	1,230
Total remuneration	2,895
Number of beneficiaries	16

The above disclosures reflect those staff of the Manager involved in the management of the Company, and only to the extent that their remuneration is attributable to the activities of the Manager in respect of the Company. It is not possible to attribute remuneration paid to individual staff directly to income received from any fund and hence the above figures represent a notional approximation only. Variable remuneration includes carried interest received.

Given the change of manager from 1 February 2016, the amounts paid to senior management of the Manager are spread across a significantly wider set of alternative investment funds ('AIFs'), however the functions performed are not significant and have therefore not been disclosed.

Co-investment incentive scheme
The incentive paid by the Company during the year ended 31 January 2020 is disclosed in note 9 to the financial statements.

Remuneration and incentivisation policies and practices
The overriding principle governing the Manager's remuneration decisions is that awards, in particular of variable remuneration, do not encourage risk taking which is inconsistent with the investment objectives (and therefore risk profiles) of the funds managed by the Manager.

Remuneration consists of salary, bonus and co-investment incentives.

The co-investment incentive arrangements are intended to closely align the interests of shareholders and the Manager – under these arrangements, payments may only be made when investment profits have been realised in cash. The operation of these arrangements is set out in the Report of the Directors on pages 52 to 54.

The Manager has a remuneration committee which takes remuneration decisions. The committee takes into account the short and long-term performance of the Manager, of the funds managed by the Manager, and of individuals.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report, the Directors' remuneration report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Accordingly, the directors have prepared the financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union. Company law also requires that the directors do 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 profit or loss of the Company for the relevant period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRS, as adopted by the European Union, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a 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 and, as regards the Company's financial statements, Article 4 of the International Accounting Standards Regulation (EC) No 1606/2002. They are also responsible for safeguarding the assets of the Company and 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.

Having taken advice from the Audit Committee, the directors consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Each of the directors, whose names and functions are listed on pages 46 and 47, confirm that, to the best of their knowledge:

- the financial statements, which have been prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- the 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.

On behalf of the Board:

Jeremy Tigue
Chairman
27 April 2020

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ICG ENTERPRISE TRUST PLC

OPINION

We have audited the financial statements of ICG Enterprise Trust plc ('the Company') for the year ended 31 January 2020 which comprise the Income Statement, Balance Sheet, Cash Flow Statement and Statement of Changes in Equity and the related notes 1 to 19, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 January 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

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

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

CONCLUSIONS RELATING TO PRINCIPAL RISKS, GOING CONCERN AND VIABILITY STATEMENT

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the annual report set out on page 40 that describe the principal risks and explain how they are being managed or mitigated;
- the Directors' confirmation set out on page 51 in the annual report that they have carried out a robust assessment of the principal risks facing the entity, including those that would threaten its business model, future performance, solvency or liquidity;
- the Directors' statement set out on page 51 in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the entity's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the Directors' statement in relation to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit; or
- the Directors' explanation set out on page 51 in the annual report as to how they have assessed the prospects of the entity, 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 entity 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.

OVERVIEW OF OUR AUDIT APPROACH

Key audit matters	► Risk of incorrect valuation of unquoted investments. ► Risk of inaccurate recognition of realised and unrealised gains/(losses) on unquoted investments. ► Risk of improper use of going concern basis of accounting, insufficient going concern disclosures or failure to account for material subsequent events.
Materiality	► Overall materiality of £7,936k which represents 1% of net assets.

KEY AUDIT MATTERS

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

RISK	OUR RESPONSE TO THE RISK	KEY OBSERVATIONS COMMUNICATED TO THE AUDIT COMMITTEE
Risk of incorrect valuation of unquoted investments (2020: £777.2m, 2019: £668.4m) Refer to the Accounting policies (pages 74 to 90); and Notes 10 and 17 of the Financial Statements. The unquoted investment portfolio consists of illiquid fund investments and direct co-investments and is material to the financial statements. The Company also holds investments in three subsidiary undertakings, which co-invest in the Company's investments. The valuations of unquoted investments do not have observable inputs that reflect quoted prices in active markets and are therefore subjective. The valuations are provided to the Company by the fund managers or sponsors and any necessary adjustments are made by the Manager, for example cash flow adjustments for drawdowns and distributions between the date of the valuation provided and the reporting date. The valuations are then reviewed by the Directors. We consider the risk of management override to be prevalent in this area. The subsidiary undertakings are held at fair value under IFRS 10. As at 31 January 2020, the Company's investment portfolio consisted of indirect fund investments of £454.6m (2019: £411.0m), direct co-investments of £116.6m (2019: £108.8m) and subsidiary undertakings of £206.0m (2019: £148.6m).	**We have performed the following procedures:** We obtained an understanding of and evaluated the design and implementation of processes and controls around the unquoted investment valuations by performing a walkthrough. For 99% of the population by value of unquoted investments, we performed the following procedures to gain assurance over the valuation: ► We independently obtained the most recently available third party valuations and agreed the valuation to the value per the client's records; ► Where the most recently available third party valuation was not at the reporting date, we obtained details of adjustments for cash flows and for movements in underlying quoted stocks and corroborated these to supporting documentation and bank statements; ► We verified the reasonableness of all foreign exchange rates used by comparison to an independent source; ► We performed impairment testing by selecting a sample of investments with a fair value less than cost and obtained explanations, and corroborating evidence where applicable, for the impairment; ► We assessed the impact of market volatility caused by the COVID-19 pandemic on the valuation of the Company's portfolio and considered this to result in a non-adjusting post balance sheet event which should be disclosed in the financial statements; and ► Subsequent to the finalisation of the investment valuations, we monitored the receipt by the Manager of updated capital account statements and other financial information relevant to the valuation of the unquoted investments, to establish if any material valuation differences arose. We performed the following procedures to gain assurance over the reliability of the unaudited capital account statements: ► For a sample of funds where the valuation is based on unaudited capital account statements, we assessed their reliability by comparing the NAV per the latest audited financial statements to the NAV per the unaudited capital account statement for the same quarter. We checked for any differences above our testing threshold, there were no such differences identified; and ► We obtained a sample of relevant underlying audited financial statements, inspected the Generally Accepted Accounting Principles ('GAAP') applied and accounting policies on key areas impacting the NAV and compared these to IFRS. We ensured that the auditor was a 'Big Four' auditor or otherwise registered with the appropriate local accounting body. We obtained independent confirmations for all unquoted investments held at the year end and agreed those to the Company's records. For a sample of unquoted investments, we challenged the IFRS 13 fair value levelling classification disclosure through review of underlying audited financial statements. To address the risk of management override, we tested the appropriateness of journal entries and other adjustments made in the recording of unquoted investments.	**The results of our procedures are:** We have no matters to communicate with respect to our procedures performed over the risk of incorrect valuation of unquoted investments. As part of our audit testing, a misclassification error (note 10 of the financial statements), was identified, relating to historical positions which the Company had exited before 2016, the correction of which has resulted in a reclassification of £9.5m which increased Unrealised Appreciation and decreased Cost. The prior periods have not been restated as there was £nil impact from this adjustment on the net asset value or profit of the Company in either the current or prior periods. We reviewed the post balance sheet disclosure to validate that the impact of COVID-19 on the Company's investment performance was a non-adjusting post balance sheet event and has been adequately disclosed in the Financial Statements.

RISK	OUR RESPONSE TO THE RISK	KEY OBSERVATIONS COMMUNICATED TO THE AUDIT COMMITTEE
Risk of inaccurate recognition of realised (2020: £14.7m, 2019: £9.3m) and unrealised gains/(losses) on unquoted investments (2020: £70.7m, 2019: £76.5m) Refer to the Accounting policies (pages 74 to 76); and Note 10 of the Financial Statements. Gains or losses originate from the capital distributions and capital gains for investments during the year. Total gains are calculated as the difference between the movement in cost against carrying value during the year and the net proceeds, after deducting cost adjustments incidental to the sales. There is a manual calculation performed by the Manager for recognising gains and losses as realised or unrealised, based on the Company's revenue recognition accounting policy. There is a risk that the manual calculation of realised gains and losses on unquoted investments is incorrectly calculated by the Manager, which could lead to the disclosures regarding the capital element of the Income Statement being materially misstated. The Company has a progressive dividend policy, which is based on the total return for the period. The realised and unrealised gains and losses recorded by the Company during the year therefore directly affect the dividend which is paid to shareholders. There could therefore be an incentive to misstate the realised and unrealised gains to manipulate the dividend payment. For the year ended 31 January 2020, the Company reported £70.7m (2019: £76.5m) of unrealised gains and £14.7m of realised gains (2019: £9.3m of realised gains) on the portfolio of unquoted investments.	**We performed the following procedures:** We obtained an understanding of and evaluated the design and implementation of the processes and controls around the recognition of realised and unrealised gains/(losses)by performing a walkthrough. To validate the inputs into the manual calculation: ► We recalculated the unrealised gain/(loss) for a sample of investments based on the fair value of the investments audited as part of our investments testing; ► We agreed a sample of purchases and sales of investments during the year to trade tickets or call and distribution notices and bank statements, as part of investments testing; and ► We agreed the inputs in the realised gains/(losses) schedule for a sample of investments to independently obtained capital account statements. We performed a recalculation based on the Company's accounting policy to assess whether gains or losses on unquoted investments are deemed as realised or unrealised and agreed this to the Company's assessment. We agreed the calculation for identifying realised gains and losses to the documented policy in the annual report. To address the risk of management override, we tested the appropriateness of journal entries and other adjustments made in the recording of and gains/(losses) on fair value.	**The results of our procedures are:** We have no matters to communicate with respect to our procedures performed over the risk of inaccurate recognition of realised and unrealised gains/(losses) on unquoted investments.

RISK	OUR RESPONSE TO THE RISK	KEY OBSERVATIONS COMMUNICATED TO THE AUDIT COMMITTEE
Risk of improper use of going concern basis of accounting, insufficient going concern disclosures or failure to account for material subsequent events Refer to the Directors' statement on going concern (page 51); and Note 19 of the Financial Statements. The Directors are required to determine the appropriateness of preparing the financial statements on a going concern basis. In doing so, they are obliged to consider the ability of the Company to meet its financial obligations as they fall due for a period of at least twelve months from the date of approval of the financial statements. The outbreak of the Coronavirus ('COVID-19') and the resulting financial and economic market uncertainty, could have a significant adverse impact on the performance of the Company, which potentially could lead to the improper application of the directors' going concern assumption. They are also required to assess the adequacy of the going concern disclosures in the annual report and financial statements. The Company has a loan facility in place, of which it has drawn upon post year end. The loan facility has two covenants associated, being a loan to value covenant and an overcommitment covenant. As at 31 January 2020, the Company has unrecognised future capital commitments of £458.6m. The Directors are required to make the relevant disclosures around material subsequent events per IAS 10.	**We performed the following procedures:** We discussed with the Directors their assessment of going concern which included scenario analysis models. We ascertained that the going concern assessment covers a period of at least twelve months from the date of approval of the financial statements. We assessed the reasonableness of assumptions, sensitivities and inputs into the models by engaging our specialist modelling team. They challenged the stress testing performed, including the assumptions in relation to the covenants on the loan facility, future cash flows including commitments due and proceeds from sales. We validated the static data assumptions used in the stress testing by agreeing these to supporting documentation where possible. We held discussions with the Audit Committee and Investment Manager to determine whether, in their opinion, there is any material uncertainty regarding the Company's ability to pay liabilities and commitments as they fall due. Through these discussions we considered and challenged the options available to the Company if it were in a stressed scenario. These options included but were not limited to the use of credit facilities and sales in the secondary market. We considered whether the Directors' assessment of going concern as included in the Annual Report is appropriate and consistent with the disclosure in the viability statement. We confirmed COVID-19 was a non-adjusting post balance sheet event and ensured that the requisite disclosures were included in the annual report including the post balance sheet events note.	**The results of our procedures are:** We concluded that the impact of COVID-19 on the Company's investment performance was a non-adjusting post balance sheet event and has been adequately disclosed in the Financial Statements.

REVISION OF AUDITOR ASSESSMENT

We re-assessed the risk from the planning stage of the audit and due to the uncertainty in global markets caused by the Coronavirus pandemic ('COVID-19'), we revised our risk assessment to include the Key Audit Matter 'Risk of improper use of going concern basis of accounting, insufficient going concern disclosures or failure to account for material subsequent events'. Our other Key Audit Matters are unchanged from PricewaterhouseCoopers LLP's assessment for the year ended 31 January 2019.

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

Tailoring the scope

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

Our application of materiality

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

Materiality

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

We determined materiality for the Company to be £7,936k, which is 1% of net assets. We have derived our materiality calculation based on net assets as we consider it is the most relevant measure to the stakeholders of the entity. The predecessor auditor, PricewaterhouseCoopers LLP, set their materiality at £7.3m, being 1% of net assets, for the Company's 31 January 2019 audit.

We calculated materiality during the planning stage of the audit and during the course of our audit, we reassessed initial materiality based on 31 January 2020 net assets, and adjusted our audit procedures accordingly.

Performance materiality

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

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 50% of our planning materiality, namely £3,968k. We have set performance materiality at this percentage due to the risks associated with this being a first-year audit.

Reporting threshold

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

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £397k, which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. The predecessor auditor, PricewaterhouseCoopers LLP, set their reporting threshold at £365k for the Company's 31 January 2019 audit.

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

OTHER INFORMATION

The other information comprises the information included in the annual report set out on pages 1 to 43 including the Strategic Report and Governance and Shareholder information sections, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information.

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

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

We have nothing to report in this regard.

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

- **Fair, balanced and understandable (set out on page 63)** – the statement given by the Directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit committee reporting (set out on page 60)** – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code (set out on page 48)** – the parts of the Directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

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

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

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

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

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement set out on page 63, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

The objectives of our audit, in respect to fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (IFRS as adopted by the EU, the Companies Act 2006 and UK Corporate Governance Code) and relevant tax compliance regulations.
- We understood how ICG Enterprise Trust plc is complying with those frameworks by making enquiries of the Manager, including the Chief Financial Officer and Financial Controller, and also the Non-Executive Directors including the Chairman of the Audit Committee. We corroborated our understanding through our review of board minutes, papers provided to the Audit and Risk Committee and correspondence received from regulatory bodies.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by meeting with Directors and members of the Manager to understand where they considered there was susceptibility to fraud. We also considered performance targets and their potential influence on efforts made by Directors and the Manager to manage NAV per share or the NAV per share total return. We identified fraud and management override risks in relation to inaccurate recognition of realised and unrealised gains/(losses) on unquoted investments and valuation of unquoted investments. Our audit procedures stated above in the 'Key audit matters section' of this Auditor's report were performed to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved journal entry testing (with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business), enquiries of senior management, and focused testing, as referred to in the key audit matters section above.

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

OTHER MATTERS WE ARE REQUIRED TO ADDRESS

- Following the recommendation of the Audit Committee, we were appointed by the Company at its Annual General Meeting on 27 June 2019 to audit the financial statements for the year ending 31 January 2020.
  The period of total uninterrupted engagement including previous renewals and reappointments is one year, covering the year ending 31 January 2020 only.
- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.
- The audit opinion is consistent with the additional report to the audit committee.

Use of our report

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

Sarah Williams
(Senior statutory auditor)
for and on behalf of Ernst & Young LLP,
Statutory Auditor
London
27 April 2020

1 The maintenance and integrity of ICG Enterprise Trust plc website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.
2 Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INCOME STATEMENT

	Notes	Year to 31 January 2020 Revenue return £'000	Capital return £'000	Total £'000	Year to 31 January 2019 Revenue return £'000	Capital return £'000	Total £'000
Investment returns							
Income, gains and losses on investments	2, 10	**7,060**	**85,660**	**92,720**	5,753	85,769	91,522
Deposit interest	2	**300**	**–**	**300**	156	–	156
Other income	2	**81**	**–**	**81**	60	–	60
Foreign exchange gains and losses		**–**	**208**	**208**	–	938	938
		7,441	**85,868**	**93,309**	5,969	86,707	92,676
Expenses							
Investment management charges	3	**(2,393)**	**(7,179)**	**(9,572)**	(1,996)	(5,988)	(7,984)
Other expenses	4	**(1,738)**	**(1,494)**	**(3,232)**	(1,851)	(1,052)	(2,903)
		(4,131)	**(8,673)**	**(12,804)**	(3,847)	(7,040)	(10,887)
Profit before tax		**3,310**	**77,195**	**80,505**	2,122	79,667	81,789
Taxation	6	**(538)**	**538**	**–**	(260)	260	–
Profit for the period		**2,772**	**77,733**	**80,505**	1,862	79,927	81,789
Attributable to:							
Equity shareholders		**2,772**	**77,733**	**80,505**	1,862	79,927	81,789
Basic and diluted earnings per share	7			**116.63p**			118.12p

The columns headed 'Total' represent the income statement for the relevant financial years and the columns headed 'Revenue return' and 'Capital return' are supplementary information in line with guidance published by the AIC. There is no Other Comprehensive Income.

The notes on pages 74 to 90 form an integral part of the financial statements.

BALANCE SHEET

	Notes	31 January 2020 £'000	31 January 2019 £'000
Non-current assets			
Investments held at fair value	9, 10, 17	**778,416**	670,072
Current assets			
Cash and cash equivalents	11	**14,470**	60,626
Receivables	12	**1,142**	548
		15,612	61,174
Current liabilities			
Payables	13	**483**	386
Net current assets		**15,129**	60,788
Total assets less current liabilities		**793,545**	730,860
Capital and reserves			
Share capital	14	**7,292**	7,292
Capital redemption reserve		**2,112**	2,112
Share premium		**12,936**	12,936
Capital reserve		**771,205**	708,520
Revenue reserve		**–**	–
Total equity		**793,545**	730,860
Net asset value per share (basic and diluted)	15	**1,152.1p**	1,056.5p

The notes on pages 74 to 90 form an integral part of the financial statements.

The financial statements on pages 70 to 90 were approved by the Board of Directors on 27 April 2020 and signed on its behalf by:

Jeremy Tigue
Director
27 April 2020

Alastair Bruce
Director
27 April 2020

CASH FLOW STATEMENT

	Notes	Year to 31 January 2020 £'000	Year to 31 January 2019 £'000
Operating activities			
Sale of portfolio investments		**107,179**	135,461
Purchase of portfolio investments		**(95,417)**	(101,790)
Net cash flows to subsidiary investments		**(34,446)**	(32,427)
Interest income received from portfolio investments		**5,832**	3,994
Dividend income received from portfolio investments		**1,290**	1,883
Other income received		**381**	216
Investment management charges paid		**(9,499)**	(7,956)
Other expenses paid		**(1,227)**	(1,749)
Net cash (outflow)/inflow from operating activities		**(25,907)**	(2,368)
Financing activities			
Bank facility fee		**(2,576)**	(1,081)
Interest paid		**(61)**	–
Purchase of shares into treasury		**(2,628)**	(709)
Equity dividends paid	8	**(15,192)**	(14,543)
Net cash outflow from financing activities		**(20,457)**	(16,333)
Net decrease in cash and cash equivalents		**(46,364)**	(18,701)
Cash and cash equivalents at beginning of year	11	**60,626**	78,389
Net decrease in cash and cash equivalents		**(46,364)**	(18,701)
Effect of changes in foreign exchange rates		**208**	938
Cash and cash equivalents at end of year	11	**14,470**	60,626

The notes on pages 74 to 90 form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY

Company	**Share capital £'000**	**Capital redemption reserve £'000**	**Share premium £'000**	**Realised capital reserve £'000**	**Unrealised capital reserve £'000**	**Revenue reserve £'000**	**Total shareholders' equity £'000**
Year to 31 January 2020							
Opening balance at 1 February 2019	**7,292**	**2,112**	**12,936**	**348,632**	**359,888**	**–**	**730,860**
Profit for the year and total comprehensive income	**–**	**–**	**–**	**22,809**	**54,924**	**2,772**	**80,505**
Dividends paid or approved	**–**	**–**	**–**	**(12,420)**	**–**	**(2,772)**	**(15,192)**
Purchase of shares into treasury	**–**	**–**	**–**	**(2,628)**	**–**	**–**	**(2,628)**
Closing balance at 31 January 2020	**7,292**	**2,112**	**12,936**	**356,393**	**414,812**	**–**	**793,545**

Company	Share capital £'000	Capital redemption reserve £'000	Share premium £'000	Realised capital reserve £'000	Unrealised capital reserve £'000	Revenue reserve £'000	Total shareholders' equity £'000
Year to 31 January 2019							
Opening balance at 1 February 2018	7,292	2,112	12,936	313,550	317,188	11,245	664,323
Profit for the year and total comprehensive income	–	–	–	37,227	42,700	1,862	81,789
Dividends paid or approved	–	–	–	(1,436)	–	(13,107)	(14,543)
Purchase of shares into treasury	–	–	–	(709)	–	–	(709)
Closing balance at 31 January 2019	7,292	2,112	12,936	348,632	359,888	–	730,860

The notes on pages 74 to 90 form an integral part of the financial statements.

1 ACCOUNTING POLICIES

General information

These financial statements relate to ICG Enterprise Trust plc ('the Company'). ICG Enterprise Trust plc is registered in England and Wales and is incorporated in the UK. The Company is domiciled in the United Kingdom and its registered office is Juxon House, 100 St Paul's Churchyard, London EC4M 8BU. The Company's objective is to provide long-term growth by investing in private companies managed by leading private equity managers.

(a) Basis of preparation

The financial information for the year ended 31 January 2020 has been prepared in accordance with the Companies Act 2006 as applicable to companies using International Financial Reporting Standards ('IFRS') and the Statement of Recommended Practice ('SORP') for investment trusts issued by the Association of Investment Companies in October 2019.

IFRS comprises standards and interpretations approved by the International Accounting Standards Board ('IASB') and the IFRS Interpretations Committee as adopted in the European Union as at 31 January 2020.

These financial statements have been prepared on a going concern basis and on the historical cost basis of accounting, modified for the revaluation of certain assets at fair value. Further detail is provided in the Report of the Directors on pages 52 to 54, which includes the Board's assessment of the impact of the COVID-19 outbreak on the going concern basis of accounting.

The principal accounting policies adopted are set out below. These policies have been applied consistently throughout the current and prior year. In order to reflect the activities of an investment trust company, supplementary information which analyses the income statement between items of revenue and capital nature has been presented alongside the income statement. In analysing total income between capital and revenue returns, the directors have followed the guidance contained in the SORP as follows:

- Capital gains and losses on investments sold and on investments held arising on the revaluation or disposal of investments classified as held at fair value through profit or loss should be shown in the capital column of the income statement.
- Returns on any share or debt security for a fixed amount (whether in respect of dividends, interest or otherwise) should be shown in the revenue column of the income statement.
- The Board should determine whether the indirect costs of generating capital gains should also be shown in the capital column of the income statement. If the Board decides that this should be so, the management fee should be allocated between revenue and capital in accordance with the Board's expected long-term split of returns, and other expenses should be charged to capital only to the extent that a clear connection with the maintenance or enhancement of the value of investments can be demonstrated.

The accounting policy regarding the allocation of expenses is set out in note 1(i).

In accordance with IFRS 10 (amended), the Company is deemed to be an investment entity on the basis that:

(a) it obtains funds from one or more investors for the purpose of providing investors with investment management services;

(b) it commits to its investors that its business purpose is to invest funds for both returns from capital appreciation and investment income; and

(c) it measures and evaluates the performance of substantially all of its investments on a fair value basis.

As a result, the Company's subsidiaries are deemed to be investment entities and are included in subsidiary investments classified as held at fair value through profit and loss.

Standards and amendments to existing standards effective 1 January 2020

The IASB and IFRS Interpretations Committee have issued new accounting standards, amendments and interpretations, which became mandatory for the period beginning on 1 February 2019. These have had no material impact as explained below.

IFRS 16 – Leases

This standard addresses the distinction between operating leases and finance leasing, replacing the guidance in IAS 17. The Company has no lease obligations, therefore the adoption of IFRS 16 has had no material impact on the financial statements.

IFRIC 23 – Uncertainty over income tax treatments

This interpretation provides clarification as to how the recognition and measurement of IAS 12 Income Tax should be applied. This has had no material impact on the financial statements.

(b) Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss; and financial assets at amortised cost. The classification depends on the purpose for which the financial assets were acquired. The classification of financial assets is determined at initial recognition.

Financial assets at fair value through profit or loss

The Company classifies its quoted and unquoted investments as financial assets at fair value through profit or loss. These assets are measured at subsequent reporting dates at fair value and further details of the accounting policy are disclosed in note 1(c).

Financial assets at amortised cost

Financial assets at amortised cost are non-derivative financial assets which pass the contractual cash flow test and are held to receive contractual cash flows. These are classified as current assets and measured at amortised cost using the effective interest rate method. The Company's financial assets at amortised cost comprise cash and cash equivalents and trade and other receivables in the balance sheet.

(c) Investments

All investments are classified upon initial recognition as held at fair value through profit or loss (described in these financial statements as investments held at fair value) and are measured at subsequent reporting dates at fair value. Changes in the value of all investments held at fair value, which include returns on those investments such as dividends and interest, are recognised in the income statement and are allocated to the revenue column or the capital column in accordance with the SORP (see note 1(a)). More detail on certain categories of investment is set out below. Given that the subsidiaries and associates are held at fair value and are exposed to materially similar risks as the Company, we do not expect the risks to materially differ from those disclosed in note 17.

Unquoted investments

Fair value for unquoted investments is established by using various valuation techniques.

Funds and co-investments are valued at the underlying investment manager's valuation where this is consistent with the requirement to use fair value.

Where this is not the case, adjustments are made or alternative methods are used as appropriate. The most common reason for adjustments is to take account of events occurring after the date of the manager's valuation, such as realisations.

The fair value of direct unquoted investments is calculated in accordance with the 2018 International Private Equity and Venture Capital Valuation Guidelines. The primary valuation methodology used is an earnings multiple methodology, with other methodologies used where they are more appropriate.

Quoted investments

Quoted investments are held at the last traded bid price on the balance sheet date. When a purchase or sale is made under contract, the terms of which require delivery within the timeframe of the relevant market, the contract is reflected on the trade date.

Subsidiary undertakings

The investments in the subsidiaries are recognised at fair value through profit and loss.

The valuation of the subsidiaries takes into account an accrual for the estimated value of interests in the co-investment incentive scheme. Under these arrangements, ICG and certain of its executives and, in respect of certain historic investments, the executives and connected parties of Graphite Capital Management LLP (the 'Former Manager') (together 'the Co-investors'), are required to co-invest alongside the Company, for which they are entitled to a share of investment profits if certain performance hurdles are met. These arrangements are discussed further in the Report of the Directors on page 53. At 31 January 2020, the accrual was estimated as the theoretical value of the interests if the portfolio had been sold at the carrying value at that date.

Associates

Investments which fall within the definition of an associate under IAS 28 (Investments in associates) are accounted for as investments held at fair value through profit or loss, as permitted by that standard.

The Company holds an interest (including indirectly through its subsidiaries) of more than 20% in a small number of investments that may normally be classified as subsidiaries or associates. These investments are not considered subsidiaries or associates as the Company does not exert control or significant influence over the activities of these companies/partnerships as they are managed by other third parties.

(d) Receivables

Receivables include unamortised fees which were incurred directly in relation to the agreement of a financing facility. These fees will be amortised over the life of the facility on a straight-line basis.

(e) Payables

Other payables are non-interest bearing and are stated at their amortised cost, which is not materially different from fair value.

(f) Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less.

(g) Dividend distributions

Dividend distributions to shareholders are recognised in the period in which they are paid or approved.

(h) Income

When it is probable that economic benefits will flow to the Company and the amount can be measured reliably, interest is recognised on a time apportionment basis.

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

UK dividend income is recorded at the amount receivable. Overseas dividend income is shown net of withholding tax.

Income distributions from funds are recognised when the right to distributions is established.

1 ACCOUNTING POLICIES CONTINUED

(i) Expenses

All expenses are accounted for on an accruals basis. Expenses are allocated to the revenue column in the income statement, consistent with the SORP, with the following exceptions:

- Expenses which are incidental to the acquisition or disposal of investments (transaction costs) are allocated to the capital column.
- The Board expects the majority of long-term returns from the portfolio to be generated from capital gains. The investment management and bank facility charges have been allocated 75% to the capital column and 25% to the revenue column in line with this expectation.
- Other expenses are allocated to the capital column where a clear connection with the maintenance or enhancement of the value of investments can be demonstrated.
- All expenses allocated to the capital column are treated as realised capital losses (see note 1(l)).

(j) Taxation

Investment trusts which have approval as such under Section 1158 of the Corporation Tax Act 2010 are not liable for taxation on capital gains.

Tax recognised in the income statement represents the sum of current tax and deferred tax charged or credited in the year. The tax effect of different items of expenditure is allocated between capital and revenue on the same basis as the particular item to which it relates.

Deferred tax is the tax expected to be payable or recoverable on the difference between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax assets are not recognised in respect of tax losses carried forward to future periods.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the assets are realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

(k) Foreign currency translation

The functional and presentation currency of the Company is sterling, reflecting the primary economic environment in which the Company operates.

Transactions in currencies other than sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, financial assets and liabilities denominated in foreign currencies are translated at the rates prevailing on the balance sheet date.

Gains and losses arising on the translation of investments held at fair value are included within gains and losses on investments held at fair value in the income statement. Gains and losses arising on the translation of other financial assets and liabilities are included within foreign exchange gains and losses in the income statement.

(l) Revenue and capital reserves

The revenue return component of total income is taken to the revenue reserve within the statement of changes in equity. The capital return component of total income is taken to the capital reserve within the statement of changes in equity.

Gains and losses on the realisation of investments including realised exchange gains and losses and expenses of a capital nature are taken to the realised capital reserve (see note 1(i)). Changes in the valuations of investments which are held at the year end and unrealised exchange differences are accounted for in the unrealised capital reserve.

The revenue reserve is distributable by way of dividends to shareholders. The realised capital reserve is distributable by way of dividends and share buybacks. The capital redemption reserve is not distributable and represents the nominal value of shares bought back for cancellation.

(m) Treasury Shares

Shares that have been repurchased into treasury remain included in the share capital balance, unless they are cancelled.

(n) Critical estimates and assumptions

Estimates and judgements used in preparing the financial information are continually evaluated and are based on historic experience and other factors, including expectations of future events that are believed to be reasonable. The resulting estimates will, by definition, seldom equal the related actual results.

The only estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities relate to the valuation of unquoted investments. Note 1(c) sets out the accounting policy for unquoted investments.

Judgement is required in order to determine appropriate valuation methodologies and subsequently in determining the inputs into the valuation models used.

Judgement is also required when determining whether the underlying investment managers' valuations are consistent with the requirements to use fair value.

(o) Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker who is responsible for allocating resources and assessing performance of the segments has been identified as the Board. It is considered that the Company's operations comprise a single operating segment.

2 INVESTMENT RETURNS

	Year ended 31 January 2020 £'000	Year ended 31 January 2019 £'000
Income from investments		
UK investment income	**4,186**	2,140
Overseas interest and dividends	**2,874**	3,613
	7,060	5,753
Deposit interest on cash	**300**	156
Other	**81**	60
	381	216
Total income	**7,441**	5,969
Analysis of income from investments		
Quoted overseas	**–**	14
Unquoted	**7,060**	5,739
	7,060	5,753

3 INVESTMENT MANAGEMENT CHARGES

Management fees paid to ICG for managing the Enterprise Trust amounted to 1.22% (2019: 1.14%) of the average net assets in the year. This increase is due to the level of investment activity in the year and corresponding increase in undrawn commitments. The management fee charged for managing the Company remains at 1.4% (2019: 1.4%) of the fair value of invested assets and 0.5% (2019: 0.5%) of outstanding commitments, in both cases excluding funds managed by Graphite Capital Management LLP and ICG. No fee is charged on cash or liquid asset balances. The allocation of the total investment management charge was unchanged in 2020 with 75% of the total allocated to capital and 25% allocated to revenue.

The amounts charged during the year are set out below.

	Year ended 31 January 2020			Year ended 31 January 2019		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management charge	**2,393**	**7,179**	**9,572**	1,996	5,988	7,984

The Company also incurs management fees in respect of its investment in funds managed by members of ICG on an arms-length basis.

	Year ended 31 January 2020 £'000	Year ended 31 January 2019 £'000
ICG Strategic Equity Fund III	**440**	94
ICG Europe Fund VII	**436**	229
ICG Strategic Secondaries Fund II	**198**	288
ICG Europe Fund VI	**176**	235
ICG Europe Mid-Market Fund	**169**	–
ICG Recovery Fund 2008B	**120**	65
ICG European Fund 2006B	**80**	46
ICG Asia Pacific III	**61**	105
ICG Europe Fund V	**44**	79
ICG North American Private Debt Fund II	**–**	–
	1,724	1,141

4 OTHER EXPENSES

The Company did not employ any staff in the year to 31 January 2020 (2019: none).

	Year ended 31 January 2020		Year ended 31 January 2019	
	£'000	£'000	£'000	£'000
Directors' fees (see note 5)		256		229
Fees payable to the Company's auditor for the audit of the Company's annual accounts	85		77	
Fees payable to the Company's auditor and its associates for other services:				
– Audit of the accounts of the subsidiaries	48		47	
– Audit-related assurance services	25		22	
Total auditor's remuneration		158		146
Administrative expenses		765		1,126
		1,179		1,501
Bank facility costs allocated to revenue		498		350
Interest expense		61		–
Expenses allocated to revenue		1,738		1,851
Bank facility costs allocated to capital		1,494		1,052
Expenses allocated to capital		1,494		1,052
Total other expenses		3,232		2,903

Professional fees of £0.2m (2019: £0.2m) incidental to the acquisition or disposal of investments are included within gains/(losses) on investments held at fair value.

5 DIRECTORS' REMUNERATION AND INTERESTS

The fees paid by the Company to the directors and the directors' interests in the share capital of the Company are shown in the Directors' remuneration report on pages 56 to 59. No income was received or receivable by the directors from any other subsidiary of the Company.

6 TAXATION

In both the current and prior years the tax charge was lower than the standard rate of corporation tax of 19%, principally due to the Company's status as an investment trust, which means that capital gains are not subject to corporation tax. The effect of this and other items affecting the tax charge are shown in note 6(b) below.

	Year ended 31 January 2020 £'000	Year ended 31 January 2019 £'000
a) Analysis of charge in the year		
Tax charge on items allocated to revenue	538	260
Tax credit on items allocated to capital	(538)	(260)
Corporation tax	–	–
b) Factors affecting tax charge for the year		
Profit on ordinary activities before tax	80,505	81,789
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19.00%)	15,296	15,540
Effect of:		
– net investment returns not subject to corporation tax	(16,315)	(16,474)
– dividends not subject to corporation tax	(245)	(335)
– current year management expenses not utilised/(utilised)	1,110	1,071
– other movements in respect of subsidiary investments	154	198
Total tax charge	–	–

The Company has £5.8m excess management expenses carried forward (2019: £5.7m). No deferred tax assets or liabilities (2019: nil) have been recognised in respect of the carried forward management expenses due to the uncertainty that future taxable profit will be generated that these losses can be offset against. For all investments the tax base is equal to the carrying amount. There was no deferred tax expense relating to the origination and reversal of timing differences in the year (2019: nil).

7 EARNINGS PER SHARE

	Year ended 31 January 2020	Year ended 31 January 2019
Revenue return per ordinary share	4.02p	2.69p
Capital return per ordinary share	112.61p	115.43p
Earnings per ordinary share (basic and diluted)	116.63p	118.12p

Revenue return per ordinary share is calculated by dividing the revenue return attributable to equity shareholders of £2.8m (2019: £1.9m) by the weighted average number of ordinary shares outstanding during the year.

Capital return per ordinary share is calculated by dividing the capital return attributable to equity shareholders of £77.7m (2019: £79.9m) by the weighted average number of ordinary shares outstanding during the year.

Basic and diluted earnings per ordinary share are calculated by dividing the earnings attributable to equity shareholders of £80.5m (2019: £81.8m) by the weighted average number of ordinary shares outstanding during the year.

The weighted average number of ordinary shares outstanding (excluding those held in treasury) during the year was 69,027,192 (2019: 69,243,466). There were no potentially dilutive shares, such as options or warrants, in either year.

8 DIVIDENDS

	Year ended 31 January 2020 £'000	Year ended 31 January 2019 £'000
No second interim dividend in respect of prior year (2019: 5.0p per share)	–	3,463
Third quarterly dividend in respect of year ended 31 January 2019: 5.0p per share (2019: 5.0p)	3,459	–
Final dividend in respect of year ended 31 January 2019: 7.0p per share (2019: 6.0p)	4,839	4,156
First quarterly dividend in respect of year ended 31 January 2020: 5.0p per share (2019: 5.0p)	3,450	3,463
Second quarterly dividend in respect of year ended 31 January 2020: 5.0p per share (2019: 5.0p)	3,444	3,461
Total	**15,192**	14,543

The Company paid a third quarterly dividend of 5.0p per share in March 2020. The Board has proposed a final dividend of 8.0p per share in respect of the year ended 31 January 2020 which, if approved by shareholders, will be paid on 24 July 2020 to shareholders on the register of members at the close of business on 3 July 2020.

9 SUBSIDIARY UNDERTAKINGS AND UNCONSOLIDATED STRUCTURED ENTITIES

Subsidiary undertakings

ICG Enterprise Trust Limited Partnership (97.5% owned), ICG Enterprise Trust (2) Limited Partnership (97.5% owned) and ICG Enterprise Trust Co-investment Limited Partnership (99.0% owned) ('the Partnerships'), which are registered in England and Wales, are subsidiary undertakings at 31 January 2020.

In accordance with IFRS 10 (amended), the Partnerships are not consolidated and are instead included in unquoted investments at fair value.

The value of the subsidiaries is shown net of an accrual for the interests of the Co-investors (ICG and certain of its executives, and, in respect of certain historical investments, the executives and connected parties of Graphite Capital, the Former Manager) in the co-investment incentive scheme. As at 31 January 2020, a total of £28.0m (2019: £24.8m) was accrued in respect of these interests. During the year the Co-investors invested £0.7m (2019: £0.6m). Payments received by Co-investors amounted to £6.4m or 4.2% of £155.0m proceeds received in the year (2019: £6.1m or 3.6% of £170.7m proceeds received). More than 50% of payments related to investments made in 2009 or before, reflecting the very long-term nature of the incentive scheme. See the Report of the Directors on page 53 for further details of the operation of the scheme.

Unconsolidated structured entities

The Company's principal activity is investing in private equity funds and directly into private companies. Such investments may be made and held via a subsidiary. The majority of these investments are unconsolidated structured entities as defined in IFRS 12.

The Company holds interests in closed ended limited partnerships which invest in underlying companies for the purposes of capital appreciation. The Company and the other limited partners make commitments to finance the investment programme of the relevant manager, who will typically draw down the amount committed by the limited partners over a period of four to six years.

The table below classifies the Company's interests in unconsolidated structured entities by type of investment. The table presents for each category the related balances and the maximum exposure to loss.

Total investments	Unquoted investments £'000	Co-investment incentive scheme accrual £'000	Maximum loss exposure £'000
As at 31 January 2020	**800,696**	**(27,521)**	**773,175**
As at 31 January 2019	686,701	(24,117)	662,584

The Company also holds investments of £4.0m (2019: £7.1m) that are not unconsolidated structured entities. In addition the Company also holds quoted stock investments of £1.2m (2019: £1.7m). Further details of the Company's investment portfolio are included in the Supplementary information section on pages 91 to 98.

10 INVESTMENTS

The tables below analyse the movement in the carrying value of the investment portfolio in the year. In accordance with accounting standards, this note has been prepared on a fund-level basis rather than an underlying investment basis.

A fund is considered to generate realised gains if it is more than 85% drawn and has returned at least the amount invested by the Company. All gains and losses arising from the underlying investments of such funds are presented as realised. All gains and losses in respect of other funds are presented as unrealised.

Direct investments are considered realised when they are sold.

Investments are held by both the Company and through the underlying subsidiary Partnerships. An analysis of gains and losses on an underlying investment look-through basis is presented on page 93 within the Supplementary information section.

	Quoted £'000	Unquoted £'000	Subsidiary undertakings £'000	Total £'000
Cost at 1 February 2019	1,552	371,946	87,060	460,558
Unrealised appreciation at 1 February 2019	103	147,860	61,551	209,514
Valuation at 1 February 2019	1,655	519,806	148,611	670,072
Movements in the year:				
– Purchases	260	95,157	34,446	129,863
– Sales				
– capital proceeds	(986)	(106,193)	–	(107,179)
– realised gains and losses based on carrying value at previous balance sheet date	–	14,686	–	14,686
– Movement in unrealised appreciation	302	47,687	22,985	70,974
Valuation at 31 January 2020	**1,231**	**571,143**	**206,042**	**778,416**
Cost at 31 January 2020[1]	**692**	**398,475**	**121,506**	**520,673**
Unrealised appreciation at 31 January 2020[1]	**539**	**172,668**	**84,536**	**257,743**
Valuation at 31 January 2020	**1,231**	**571,143**	**206,042**	**778,416**

	Quoted £'000	Unquoted £'000	Subsidiary undertakings £'000	Total £'000
Cost at 1 February 2018	1,552	338,539	51,310	391,401
Unrealised appreciation at 1 February 2018	181	139,823	45,082	185,086
Valuation at 1 February 2018	1,733	478,362	96,392	576,487
Movements in the year:				
– Purchases	–	101,434	35,750	137,184
– Sales				
– capital proceeds	–	(129,368)	–	(129,368)
– realised gains and losses based on carrying value at previous balance sheet date	–	9,329	–	9,329
– Movement in unrealised (depreciation)/appreciation	(78)	60,049	16,469	76,440
Valuation at 31 January 2019	1,655	519,806	148,611	670,072
Cost at 31 January 2019	1,552	371,946	87,060	460,558
Unrealised appreciation at 31 January 2019	103	147,860	61,551	209,514
Valuation at 31 January 2019	1,655	519,806	148,611	670,072

1 During the year, a reclassification of £9.5m increased unrealised appreciation and decreased cost in the above disclosure relating to historical positions which had exited before 2016. The prior periods have not been restated as there was £nil impact from this adjustment on the net asset value or profit of the Company in either the current or prior periods.

10 INVESTMENTS CONTINUED

	31 January 2020 £'000	31 January 2019 £'000
Realised gains based on cost	37,431	61,341
Amounts recognised as unrealised in previous years	(22,745)	(52,012)
Realised gains based on carrying values at previous balance sheet date	14,686	9,329
Increase in unrealised appreciation	70,974	76,440
Gains on investments	85,660	85,769

Related undertakings

At 31 January 2020, the Company held interests in three limited partnership subsidiaries: ICG Enterprise Trust Limited Partnership, ICG Enterprise Trust (2) Limited Partnership, and ICG Enterprise Trust Co-investment Limited Partnership. The value of these interests is shown net of the incentive accrual as described in note 9, representing 98%, 73% and 83% (2019: 92%, 71% and 81%) respectively of the net assets of each partnership at the balance sheet date. The registered address and principal place of business of the partnerships is Juxon House, 100 St Paul's Churchyard, London EC4M 8BU.

In addition the Company held an interest (including indirectly through its subsidiaries) of more than 20% in the following entities. These investments are not considered subsidiaries or associates as the Company does not exert control or have voting rights over the activities of these companies/partnerships.

As at 31 January 2020

Investment	Instrument	% interest[1]
Cognito IQ Limited[2]	Preference shares	44.0%
Cognito IQ Limited[2]	Ordinary shares	35.5%
Graphite Capital Partners VII Top Up Plus[3]	Limited partnership interests	20.0%
Graphite Capital Partners VIII Top Up[3]	Limited partnership interests	41.1%
The Groucho Club Limited[4]	Ordinary shares	21.6%

As at 31 January 2019

Investment	Instrument	% interest[1]
Cognito IQ Limited[2]	Preference shares	44.0%
Cognito IQ Limited[2]	Ordinary shares	35.5%
Graphite Capital Partners VI[3]	Limited partnership interests	20.8%
Graphite Capital Partners VII Top Up Plus[3]	Limited partnership interests	20.0%
Graphite Capital Partners VIII Top Up[3]	Limited partnership interests	41.1%
The Groucho Club Limited[4]	Ordinary shares	21.6%

1 The percentage shown for limited partnership interests represents the proportion of total commitments to the relevant fund. The percentage shown for shares represents the proportion of total shares in issue.
2 Address of principal place of business is Rivergate House, Newbury Business Park, London Road, Newbury RG14 2PZ.
3 Address of principal place of business is Berkeley Square House, Berkeley Square, London W1J 6BQ.
4 Address of principal place of business is 45 Dean Street, London W1D 4QB.

11 CASH AND CASH EQUIVALENTS

	31 January 2020 £'000	31 January 2019 £'000
Cash at bank and in hand	14,470	60,626

12 RECEIVABLES

	31 January 2020 £'000	31 January 2019 £'000
Prepayments and accrued income	1,142	548

As at 31 January 2020, prepayments and accrued income included £0.9m (2019: £0.2m) of unamortised costs in relation to the bank facility. Of this amount £0.9m (2019: £0.2m) is expected to be amortised in less than one year.

13 PAYABLES – CURRENT

	31 January 2020 £'000	31 January 2019 £'000
Accruals	483	385
Fund capital call payables	–	1
	483	386

14 SHARE CAPITAL

Equity share capital	Authorised Number	Authorised Nominal £'000	Issued and fully paid Number	Issued and fully paid Nominal £'000
Balance at 31 January 2020 and 31 January 2019	120,000,000	12,000	72,913,000	7,292

All ordinary shares have a nominal value of 10.0p. At 31 January 2020, 72,913,000 shares had been allocated, called up and fully paid. During the year, 300,000 shares were bought back in the market and held in treasury (2019: 85,000 shares). At 31 January 2020, the Company held 4,035,945 shares in treasury (2019: 3,735,945) leaving 68,877,055 (2019: 69,177,055) shares outstanding, all of which have equal voting rights.

15 NET ASSET VALUE PER SHARE

The net asset value per share is calculated on equity attributable to equity holders of £793.5m (2019: £730.9m) and on 68,877,055 (2019: 69,177,055) ordinary shares in issue at the year end. There were no potentially dilutive shares, such as options or warrants, at either year end. Calculated on both the basic and diluted basis the net asset value per share was 1,152.1p (2019: 1,056.5p).

16 CAPITAL COMMITMENTS AND CONTINGENCIES

The Company and its subsidiaries had uncalled commitments in relation to the following portfolio investments.

	31 January 2020 £'000	31 January 2019 £'000
ICG Strategic Equity Fund III	**29,784**	29,944
ICG Europe VII	**22,574**	31,527
ICG Augusta Partners Co-Investor[2]	**18,137**	18,338
ICG Europe Mid-Market Fund	**16,801**	–
ICG Strategic Secondaries Fund II	**14,395**	14,946
ICG North American Private Debt Fund II	**6,371**	7,629
ICG Recovery Fund 2008 B[2]	**6,156**	7,285
ICG Europe VI[2]	**3,257**	3,448
ICG Asia Pacific Fund III	**2,656**	4,676
ICG European Fund 2006 B	**1,172**	2,177
ICG Velocity Partners Co-Investor[2]	**1,122**	363
ICG Cross Border[2]	**980**	1,041
ICG Europe V[2]	**857**	890
ICG Topvita Co-investment[1]	**736**	764
ICG Progress Co-Investment	**554**	711
ICG MXV Co-Investment[1]	**214**	222
ICG Diocle Co-Investment	**146**	–
ICG Match Co-Investment	**124**	125
ICG Trio Co-Investment	**67**	117
Total ICG funds	**126,103**	124,203
Graphite Capital Partners IX	**26,367**	30,000
Graphite Capital Partners VIII[1]	**14,915**	16,873
Graphite Capital Partners VII[1,2]	**2,771**	4,745
Total Graphite funds	**44,053**	51,618

	31 January 2020 £'000	31 January 2019 £'000
PAI Europe VII	**17,979**	21,828
Seventh Cinven Fund	**16,801**	–
Oak Hill Capital Partners V	**15,146**	–
AEA VII	**13,529**	–
IK IX	**12,432**	–
Investindustrial VII	**12,412**	–
Thomas H Lee Equity Fund VIII	**11,656**	14,860
Gridiron Capital Fund IV	**11,359**	–
Permira VII	**11,246**	–
Bowmark Capital Partners VI	**10,530**	12,500
Advent Global Private Equity IX	**10,522**	–
CVC European Equity Partners VII	**10,005**	17,625
Tailwind Capital Partners III	**8,054**	10,247
Resolute IV	**7,312**	10,354
Five Arrows Principal Investments III	**7,090**	8,731
Carlyle Europe Partners V	**7,016**	–
Bain Capital Europe V	**6,250**	6,985
Charterhouse Capital Partners X	**5,745**	8,106
Sixth Cinven Fund	**5,266**	9,490
New Mountain Partners V	**5,237**	7,389
Five Arrows FACP	**4,677**	6,302
Gridiron Capital Fund III	**4,115**	3,458
Gryphon V	**3,903**	–
CB Technology Opportunities Fund	**3,786**	–
Hg Capital 8	**3,320**	5,334
CVC European Equity Partners VI	**2,916**	282
Oak Hill Capital Partners IV	**2,686**	5,307
Piper Private Equity Fund VI	**2,492**	3,064
Hollyport Secondary Opportunities VI	**2,272**	3,052
Resolute II[2]	**2,271**	2,413
Hollyport Secondary Opportunities V	**2,250**	2,250
TDR Capital III	**2,100**	2,183
Commitments of less than £2,000,000 at 31 January 2020	**46,108**	73,581
Total third party	**288,483**	235,341
Total commitments	**458,639**	411,162

1 Includes the associated Top Up funds.
2 Includes interest acquired through a secondary fund purchase.

As at 31 January 2020, the Company (excluding its subsidiaries) had uncalled commitments in relation to the above portfolio of £326.2m (2019: £309.2m). The Company did not have any contingent liabilities at 31 January 2020 (2019: None).

17 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT
The Company is an investment company as defined by section 833 of the Companies Act 2006 and conducts its affairs so as to qualify as an investment trust under the provisions of section 1158 of the Corporation Tax Act 2010 ('Section 1158'). The Company's objective is to provide long-term growth by investing in private companies managed by leading private equity managers.

Investments in funds have anticipated lives of approximately ten years. Direct investments are made with an anticipated holding period of between three and five years. Investment agreements will, however, usually provide that any loans advanced to investee companies are for a longer period than this. The agreements will usually provide for repayments to be made by instalments with provision for full repayment on sale or flotation.

Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (comprising currency risk, interest rate risk and price risk), investment risk, credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The Board has overall responsibility for managing the risks and the framework for monitoring and coordinating these risks. The Audit Committee regularly reviews, identifies and evaluates the risks taken by the Company to allow them to be appropriately managed. All of the Company's management functions are delegated to the Manager which has its own internal control and risk monitoring arrangements. The Committee makes a regular assessment of these arrangements, with reference to the Company's risk matrix. The Company's financial risk management objectives and processes used to manage these risks have not changed from the previous period and the policies are set out below:

Market risk

(i) Currency risk
The Company's investments are principally in the UK, continental Europe and the US, and are primarily denominated in sterling, euros and USD. There are also smaller amounts in other European currencies. The Company is exposed to currency risk in that movements in the value of sterling against these foreign currencies will affect the net asset value and the cash required to fund undrawn commitments. The Board regularly reviews the level of foreign currency denominated assets and outstanding commitments in the context of current market conditions and may decide to buy or sell currency or put in place currency hedging arrangements.

The composition of the net assets of the Company by currency at the year end is set out below:

31 January 2020	Sterling £'000	Euro £'000	USD £'000	Other £'000	Total £'000
Investments	363,259	257,815	156,207	1,135	778,416
Cash and cash equivalents and other net current assets	11,716	849	2,564	–	15,129
	374,975	258,664	158,771	1,135	793,545

31 January 2019	Sterling £'000	Euro £'000	USD £'000	Other £'000	Total £'000
Investments	217,081	190,837	173,347	88,807	670,072
Cash and cash equivalents and other net current assets	38,789	5,625	14,383	1,991	60,788
	255,870	196,462	187,730	90,798	730,860

These figures are based on the currency of the location of the underlying portfolio companies' headquarters.

The effect of a 25% increase or decrease in the sterling value of the euro would be a fall of £52.1m and a rise of £51.7m in the value of shareholders' equity and on profit after tax at 31 January 2020 respectively (2019: a fall of £45.4m and a rise of £45.3m based on 25% increase or decrease).

The effect of a 25% increase or decrease in the sterling value of the USD would be a fall of £52.7m and a rise of £51.9m in the value of shareholders' equity and on profit after tax at 31 January 2020 respectively (2019: a fall of £44.3m and a rise of £43.3m based on 25% movement).

The percentages applied are based on market volatility in exchange rates over recent periods.

(ii) Interest rate risk
The fair value of the Company's investments and cash balances are not directly affected by changes in interest rates.

(iii) Price risk
The risk that the value of a financial instrument will change as a result of changes to market prices is one that is fundamental to the Company's objective, which is to provide long-term capital growth through investment in unquoted companies. The investment portfolio is continually monitored to ensure an appropriate balance of risk and reward in order to achieve the Company's objective. No hedging of this risk is undertaken.

The Company is exposed to the risk of change in value of its private equity investments. For all investments the market variable is deemed to be the price itself. The table below shows the impact of a 30% increase or decrease in the valuation of the investment portfolio. The percentages applied are reasonable based on the Manager's expectation of potential changes in portfolio valuation in light of volatility in the market.

	31 January 2020		31 January 2019	
	Increase in variable £'000	Decrease in variable £'000	Increase in variable £'000	Decrease in variable £'000
30% movement in the price of investments				
Impact on profit after tax	223,843	(228,510)	193,107	(197,276)
Impact as a percentage of profit after tax	278.0%	(283.8%)	236.1%	(241.2%)
Impact as a percentage of shareholders' equity	28.2%	(28.8%)	26.4%	(27.0%)

Investment and credit risk

(i) Investment risk
Investment risk is the risk that the financial performance of the companies in which ICG Enterprise invests either improves or deteriorates, thereby affecting the value of that investment. Investments in unquoted companies whether indirectly or directly are by their nature subject to potential investment losses. The investment portfolio is highly diversified.

(ii) Credit risk
The Company's exposure to credit risk arises principally from its investment in cash deposits. The Company aims to invest the majority of its liquid portfolio in assets which have low credit risk. The Company's policy is to limit exposure to any one investment to 15% of gross assets. This is regularly monitored by the Manager as a part of its cash management process.

Cash is held on deposit and in money market funds with two UK banks and totalled £14.5m (2019: £60.6m). Of this amount £4.2m was deposited at Royal Bank of Scotland ('RBS'), which currently has a credit rating of Baa2 from Moody's, and £10.1m was held in money market funds managed by HSBC Holdings ('HSBC'), which currently have credit ratings of Aaa from Moody's. These represent the maximum exposure to credit risk at the balance sheet date. No collateral is held by the Company in respect of these amounts. None of the Company's cash deposits or money market fund balances were past due or impaired at 31 January 2020 (2019: nil).

Liquidity risk

The Company makes commitments to private equity funds in advance of that capital being invested, typically in illiquid, unquoted companies. These commitments are in excess of the Company's total liquidity, therefore resulting in an overcommitment. When determining the appropriate level of overcommitment, the Board considers the rate at which commitments might be drawn down, typically over four to six years, versus the rate at which existing investments are sold and cash realised. The Company has an established liquidity management policy, which involves active monitoring and assessment of the Company's liquidity position and its overcommitment risk. This is regularly reviewed by the Board and incorporated into the Board's assessment of the viability of the Company as detailed on page 51 of the Corporate governance report. This process incorporates balance sheet and cash flow projections, including scenarios with varying levels of Portfolio gains and losses, fund drawdowns and realisations, availability of the credit facility, exchange rates, and possible remedial action that the Company could undertake if required in the event of significant Portfolio declines.

At the year end, the Company had cash and cash equivalents totalling £14.5m. Additionally, the Company has access to committed bank facilities of a headline €176m (£148m), which is a multi-currency revolving credit facility and is provided by Lloyds, ICBC and NatWest. The facility is split into two equal tranches, maturing in April 2021 and April 2022. The key terms are:

- Upfront cost: 80bps
- Non-utilisation fees: 85bps
- Tranche A margin: 280bps
- Tranche B margin: 300bps

As at 31 January 2020 the Company's financial liabilities amounted to £0.5m of payables (2019: £0.4m) which were due in less than one year.

17 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

Capital risk management

The Company's capital is represented by its net assets, which are managed to achieve the Company's investment objective. As at the year end, the Company had no debt (2019: £nil). £40m was drawn from the Company's bank facility in March 2020 and remains drawn as at 27 April 2020, being the latest practical date before publication of this document.

The Board can manage the capital structure directly since it has taken the powers, which it is seeking to renew, to issue and buy-back shares and it also determines dividend payments. The Company is subject to externally imposed capital requirements with respect to the obligation and ability to pay dividends by section 1159 of the Corporation Tax Act 2010 and by the Companies Act 2006, respectively.

Total equity at 31 January 2020, the composition of which is shown on the balance sheet, was £793.5m (2019: £730.9m).

Fair values estimation

IFRS 13 requires disclosure of fair value measurements of financial instruments categorised according to the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The valuation techniques applied to level 1 and level 3 assets are described in note 1(c) of the financial statements. No investments were categorised as level 2.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting year when they are deemed to occur.

The sensitivity of the Company's investments to a change in value is discussed on pages 86 and 87.

The following table presents the assets that are measured at fair value at 31 January 2020 and 31 January 2019. The Company had no financial liabilities measured at fair value at that date.

As at 31 January 2020	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments held at fair value				
Unquoted investments – indirect	–	–	454,586	454,586
Unquoted investments – direct	–	–	116,557	116,557
Quoted investments – direct	1,231	–	–	1,231
Subsidiary undertakings	–	–	206,042	206,042
Total investments held at fair value	1,231	–	777,185	778,416

As at 31 January 2019	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments held at fair value				
Unquoted investments – indirect	–	–	410,970	410,970
Unquoted investments – direct	–	–	108,836	108,836
Quoted investments – direct	1,655	–	–	1,655
Subsidiary undertakings	–	–	148,611	148,611
Total investments held at fair value	1,655	–	668,417	670,072

All unquoted and quoted investments are valued at fair value in accordance with IFRS 9.

Investments in level 3 securities are in respect of private equity fund investments and co-investments. These are held at fair value and are calculated using valuations provided by the underlying manager of the investment, with adjustments made to the statements to take account of cash flow events occurring after the date of the manager's valuation, such as realisations or liquidity adjustments. The valuations of unquoted investments provided by underlying managers are calculated in accordance with the 2018 IPEV Guidelines, which primarily use an earnings multiple methodology. A 30% increase/(decrease) in the value of these assets would result in a rise and fall in NAV of £223.4m and £228.1m respectively or 28.2% and 28.7% (31 January 2019: rise and fall of £194.0m and £194.0m or 26.6% and 26.5%).

The following tables present the changes in level 3 instruments for the year to 31 January 2020 and 31 January 2019.

31 January 2020	Unquoted investments (indirect) at fair value through profit or loss £'000	Unquoted investments (direct) at fair value through profit or loss £'000	Subsidiary undertakings £'000	Total £'000
Opening balances	410,970	108,836	148,611	668,417
Additions	79,227	15,930	34,446	129,603
Disposals	(77,597)	(28,596)	–	(106,193)
Gains and losses recognised in profit or loss	41,986	20,387	22,985	85,358
Closing balance	454,586	116,557	206,042	777,185
Total gains for the year included in income statement for assets held at the end of the reporting period	37,117	10,570	22,985	70,672

31 January 2019	Unquoted investments (indirect) at fair value through profit or loss £'000	Unquoted investments (direct) at fair value through profit or loss £'000	Subsidiary undertakings £'000	Total £'000
Opening balances	379,921	98,441	96,392	574,754
Additions	79,758	21,676	35,750	137,184
Disposals	(102,631)	(26,737)	–	(129,368)
Gains and losses recognised in profit or loss	53,922	15,456	16,469	85,847
Closing balance	410,970	108,836	148,611	668,417
Total gains for the year included in income statement for assets held at the end of the reporting period	52,157	7,892	16,469	76,518

18 RELATED PARTY TRANSACTIONS

Significant transactions between the Company and its subsidiaries are shown below:

Subsidiary	Nature of transaction	Year ended 31 January 2020 £'000	Year ended 31 January 2019 £'000
ICG Enterprise Trust Limited Partnership	(Decrease)/increase in amounts owed to subsidiaries	(18,134)	1,887
	Income allocated	20	174
ICG Enterprise Trust (2) Limited Partnership	Decrease in amounts owed by subsidiaries	13,372	6,545
	Income allocated	620	1,089
ICG Enterprise Trust Co-investment LP	Decrease in amounts owed by subsidiaries	47,563	45,711
	Income allocated	525	170

For the purpose of IAS 24 Related Party Disclosures, key management personnel comprised the Board of Directors as disclosed on pages 46 and 47. Details of remuneration are disclosed in the Directors' remuneration report on pages 56 to 59.

Amounts owed by/to subsidiaries represent the Company's loan account balances with those entities, to which the Company's share of drawdowns and distributions in respect of those entities are credited and debited respectively.

	Amounts owed by subsidiaries		Amounts owed to subsidiaries	
Subsidiary	31 January 2020 £'000	31 January 2019 £'000	31 January 2020 £'000	31 January 2019 £'000
ICG Enterprise Trust Limited Partnership	–	–	20,085	38,219
ICG Enterprise Trust (2) Limited Partnership	2,886	16,258	–	–
ICG Enterprise Trust Co-investment LP	138,706	91,143	–	–

A full list of related undertakings is presented in note 10.

18 RELATED PARTY TRANSACTIONS CONTINUED

Funds managed by the Company's Manager, excluding direct co-investments which had remaining commitments of £1.8m (2019: £1.9m), are:

	Year ended 31 January 2020			Year ended 31 January 2019		
Fund	Original commitment £'000	Remaining commitment £'000	Fair value £'000	Original commitment £'000	Remaining commitment £'000	Fair value £'000
ICG Europe Fund VII[1]	33,602	22,574	13,586	34,925	31,527	3,332
ICG Europe Fund VI[1]	21,001	3,257	20,012	21,828	3,448	22,727
ICG Europe Fund V[1]	12,917	857	2,813	13,426	890	4,744
ICG Europe Mid-Market Fund[1]	16,801	16,801	(216)	–	–	–
ICG Europe Fund 2006B[1]	8,840	1,172	6,326	9,188	2,177	6,822
ICG Recovery Fund 2008B[1]	10,081	6,156	4,570	10,478	7,285	2,855
ICG North American Private Debt Fund II[2]	7,573	6,371	1,167	7,629	7,629	–
ICG Strategic Equity Fund III[2]	30,292	29,784	1,429	30,516	29,944	572
ICG Strategic Secondaries Fund II[2]	26,505	14,395	12,338	26,701	14,946	13,467
ICG Augusta Partners Co-Investor[2]	18,932	18,137	4,010	19,072	18,338	734
ICG Cross Border[2]	3,786	980	2,971	3,814	1,041	3,238
ICG Velocity Partners Co-Investor[2]	11,359	1,122	3,561	11,443	363	3,516
ICG Asia Pacific III[2]	11,359	2,656	11,256	11,443	4,676	8,003
Total	213,048	124,262	83,823	200,463	122,264	70,010

1 Euro denominated positions translated to sterling at spot rate on 31 January 2020 and 31 January 2019.
2 US dollar denominated positions translated to sterling at spot rate on 31 January 2020 and 31 January 2019.

At the balance sheet date the Company has fully funded its share of capital calls due to ICG managed funds in which it is invested.

19 POST BALANCE SHEET EVENTS

Following the year end, there have been developments in relation to the COVID-19 outbreak resulting in significant market volatility and wider disruption. The Manager has taken action to protect its people and maintain business continuity, with all team members working remotely and the Company's key service providers continuing to operate effectively.

The Manager is working closely with the Company's underlying managers to understand the immediate and potential future impact of the COVID-19 pandemic, and its economic fallout, on the Company and its Portfolio. The majority of the Company's valuations rely on information provided by underlying portfolio managers who report on a quarterly basis. While there have been no subsequent valuations received as at the date of this report the Manager expects, based on discussions with the underlying portfolio managers, that the reduction in the Portfolio value since the balance sheet date has been less severe than the reduction in public markets.

As noted within the Manager's review on pages 20 to 27, during the year the Company's financial position was strengthened by agreeing a new bank facility of €176m (£148m), which matures in two equal tranches in April 2021 and April 2022 and is subject to a number of covenants. Since the year end, the Company has drawn £40m from its facility, taking the Company's gross cash balances to £56m at 23 April 2020.

As part of the Board's assessment of the going concern basis and viability of the Company, as detailed on page 51 of the Corporate governance report, a range of stressed scenarios and sensitivity analyses were examined to identify conditions that might result in the facility's covenants being breached. This included the consideration of possible remedial action that the Company could undertake to avoid such breaches. The diversification and defensive characteristics of the Portfolio were also considered.

The output from the scenario analysis is sensitive to the reduction in Portfolio value which is dependent on external factors. The Company is not in breach of any of its facility covenants, has sufficient headroom and is well placed to manage the Portfolio cash flows. However, in the event of an extreme fall in Portfolio value, the Company would need to undertake remedial actions in order to continue to meet these covenants. Given the depth of the secondary markets, and the Company's track record of secondary sales, the most likely route would be for the Company to undertake secondary transactions of its existing assets and commitments. The Company would also discuss alternative arrangements with its existing lenders. Based on the Board's review and drawing on its extensive skills and experience it expects that, even in this extreme scenario, the Company would continue as a viable entity.

The COVID-19 pandemic is considered to be a non-adjusting post balance sheet event and as such no adjustments have been made to the valuation of assets and liabilities at 31 January 2020.

Between 1 February 2020 and 23 April 2020, being the latest practical date before publication of this document, the Company purchased 110,000 ordinary shares at an average price of 700p, for a total cost of £0.8m at a weighted average discount of 40%. These shares are held in treasury.

30 LARGEST FUND INVESTMENTS (UNAUDITED)

We have investments with 41 leading private equity firms, of which 29 relationships are current.

1. GRAPHITE CAPITAL PARTNERS VIII[1]
£450m fund focused on small to mid-sized UK buyouts. Sectors include healthcare, business services, industrials, leisure and consumer.

Value	£90.1m
Outstanding commitment	£14.9m
Committed	2013
Country/region	UK

2. GRIDIRON CAPITAL FUND III
$850m US mid-market buyout fund targeting investments focused on three core sectors: business services, niche industrial manufacturing and specialty consumer services.

Value	£24.3m
Outstanding commitment	£4.1m
Committed	2016
Country/region	North America

3. ICG EUROPE VI[2]
€3bn pan-European mezzanine and equity fund investing in mid-to-large sized companies. The fund invests across the capital structure aiming for private equity returns with a subordinated debt risk profile.

Value	£20.0m
Outstanding commitment	£3.3m
Committed	2015
Country/region	Europe

4. CVC EUROPEAN EQUITY PARTNERS VI
€10.5bn large buyout fund investing in a wide range of global industrial and service businesses headquartered in Europe and North America.

Value	£18.0m
Outstanding commitment	£2.9m
Committed	2013
Country/region	Europe/USA

5. THOMAS H LEE EQUITY FUND VII
$2.6bn fund investing in US mid-market and large buyouts with a focus on business and financial services, consumer and healthcare, media and information services sectors.

Value	£17.9m
Outstanding commitment	£1.6m
Committed	2015
Country/region	USA

6. BC EUROPEAN CAPITAL IX[2]
€6.7bn fund investing in large buyouts in Europe and the US of market-leading businesses with defensive growth characteristics.

Value	£15.7m
Outstanding commitment	£2.1m
Committed	2011
Country/region	Europe/USA

7. PAI EUROPE VI
€3.3bn fund focused on market-leading companies in five core sectors: business services, food and consumer goods, general industrials, healthcare and retail and distribution.

Value	£14.7m
Outstanding commitment	£1.5m
Committed	2013
Country/region	Europe

8. ADVENT GLOBAL PRIVATE EQUITY VIII
$13bn fund investing in European and US mid-market and large buyouts across a variety of sectors.

Value	£14.6m
Outstanding commitment	£1.4m
Committed	2016
Country/region	Europe/USA

9. PERMIRA V
€5bn fund focused on mid and large buyouts primarily in Europe, but also including the US and Asia. Sectors include consumer, TMT, industrials, financial services and healthcare.

Value	£14.4m
Outstanding commitment	£0.8m
Committed	2013
Country/region	Europe/USA

10. PAI STRATEGIC PARTNERSHIPS[2]
€1.7bn fund invested in two companies previously held as part of PAI Europe fund V, and directly in the case of Froneri. The fund will provide more time and support to maximise the potential from these companies.

Value	£14.4m
Outstanding commitment	£1.5m
Committed	2019
Country/region	Europe

11. SIXTH CINVEN FUND
€7bn fund investing in large buyouts in Western Europe with a focus on business and financial services, healthcare, industrials and consumer sectors.

Value	£13.7m
Outstanding commitment	£5.3m
Committed	2016
Country/region	Europe

12. GRAPHITE CAPITAL PARTNERS VII[1,2]
£475m fund focused on small to mid-sized UK buyouts with a focus on roll-outs and buy and build transactions.

Value	£13.7m
Outstanding commitment	£2.8m
Committed	2007
Country/region	UK

13. ICG EUROPE VII
€4.5bn pan-European mezzanine and equity fund investing in mid-to-large sized companies. The fund invests across the capital structure aiming for private equity returns with a subordinated debt risk profile.

Value	£13.6m
Outstanding commitment	£22.6m
Committed	2018
Country/region	Europe

14. BC EUROPEAN CAPITAL X
€7bn fund investing in large buyouts in Europe and the US of market-leading businesses with defensive growth characteristics.

Value	£12.4m
Outstanding commitment	£1.9m
Committed	2016
Country/region	Europe

15. ICG STRATEGIC SECONDARIES FUND II
$1.1bn fund focused on acquiring portfolios of direct private equity investments primarily in the US and Europe.

Value	£12.3m
Outstanding commitment	£14.4m
Committed	2016
Country/region	Europe/USA

1 Includes the associated Top Up funds.
2 All or part of an interest acquired through a secondary fund purchase.

30 LARGEST FUND INVESTMENTS (UNAUDITED) CONTINUED

16. ONE EQUITY PARTNERS VI
$1.7bn fund focused on buy and build transactions in middle market companies in North America and Western Europe.

Value	£11.8m
Outstanding commitment	£0.8m
Committed	2016
Country/region	Europe/USA

17. SILVERFLEET II
€870m European mid-market fund with a particular focus on buy and build transactions.

Value	£11.5m
Outstanding commitment	£2.0m
Committed	2014
Country/region	Europe

18. ICG ASIA PACIFIC FUND III
$691m mezzanine and equity fund investing in developed markets in the Asia Pacific region. The fund invests across the capital structure aiming for private equity returns with a subordinated debt risk profile.

Value	£11.3m
Outstanding commitment	£2.7m
Committed	2016
Country/region	Asia Pacific

19. CVC EUROPEAN EQUITY PARTNERS VII
€16.4bn large buyout fund investing in a wide range of companies diversified by size, sector and geography although predominantly headquartered in Europe and North America.

Value	£10.9m
Outstanding commitment	£10.0m
Committed	2017
Country/region	Europe/North America

20. TDR CAPITAL III
€2.1bn fund investing in European mid-market companies. TDR's strategy is to invest in a small number of companies allowing for a highly operationally focused approach.

Value	£10.3m
Outstanding commitment	£2.1m
Committed	2013
Country/region	Europe

21. RESOLUTE II[2]
$3.6bn fund managed by The Jordon Company focused on mid-market buyouts in the US. Sectors include industrials, consumer and healthcare, transportation and logistics, telecoms, technology and utility, energy and financial services.

Value	£10.3m
Outstanding commitment	£2.3m
Committed	2018
Country/region	USA

22. OAK HILL CAPITAL PARTNERS IV
$2.7bn fund that invests in mid-market companies and develops investment themes based on long-term trends. It is focused on four core sectors: consumer, retail and distribution; industrials; media and communication; and services.

Value	£8.9m
Outstanding commitment	£2.7m
Committed	2017
Country/region	USA

23. PERMIRA VI
€7.5bn fund focused on mid and large buyouts primarily in Europe, but also including the US and Asia. Sectors include consumer, TMT, services and healthcare.

Value	£8.9m
Outstanding commitment	£1.8m
Committed	2016
Country/region	Europe

24. ACTIVA CAPITAL FUND III
€204m French mid-market fund focused on buyouts in consumer goods, distribution, business services, healthcare, media and IT sectors.

Value	£8.7m
Outstanding commitment	£1.9m
Committed	2013
Country/region	France

25. NORDIC CAPITAL PARTNERS VIII
€3.6bn mid and large buyout fund investing in a range of industry sectors in the Nordic region and Germany and in healthcare on a global basis.

Value	£8.6m
Outstanding commitment	£1.3m
Committed	2013
Country/region	Europe

26. HOLLYPORT SECONDARY OPPORTUNITIES VI
$500m fund focused on acquiring tail-end portfolios of mature private equity fund interests on a global basis.

Value	£8.3m
Outstanding commitment	£2.3m
Committed	2017
Country/region	Global

27. IK VIII
€1.9bn Northern European fund investing in mid-market companies with the potential to achieve leading and defensible positions. Key sectors include business services, consumer/food, engineered products and healthcare.

Value	£8.1m
Outstanding commitment	£1.5m
Committed	2016
Country/region	Europe

28. GRYPHON V
$2.1bn fund targeting US mid-market buyouts, with a focus on business services, consumer, healthcare and industrial growth.

Value	£8.0m
Outstanding commitment	£3.9m
Committed	2019
Country/region	North America

29. IK VII
€1.4bn Northern European fund investing in mid-market companies with the potential to achieve leading and defensible positions. Key sectors include business services, care, consumer goods and industrial goods.

Value	£8.0m
Outstanding commitment	£0.4m
Committed	2013
Country/region	Europe

30. BAIN CAPITAL EUROPE IV
€3.5bn pan-European upper mid-market fund with a strong focus on transformational change through operational improvement.

Value	£8.0m
Outstanding commitment	£0.8m
Committed	2014
Country/region	Europe

1 Includes the associated Top Up funds.
2 All or part of an interest acquired through a secondary fund purchase.

PORTFOLIO ANALYSIS (UNAUDITED)

MOVEMENT IN THE PORTFOLIO

£m	Year ended 31 January 2020	Year ended 31 January 2019
Opening Portfolio[1]	**694.8**	600.7
Third party funds portfolio drawdowns	**97.4**	79.2
High conviction investments – ICG funds, secondary investments and co-investments	**61.2**	78.4
Total new investment	**158.6**	157.6
Realisation proceeds	**(148.8)**	(163.0)
Net cash outflow/(inflow)	**9.8**	(5.4)
Underlying valuation movement[2]	**115.4**	90.4
Currency movement	**(13.6)**	9.1
Closing Portfolio[1]	**806.4**	694.8
% underlying Portfolio growth (local currency)	**16.6%**	15.0%
% currency movement	**(2.0%)**	1.6%
% underlying Portfolio growth (sterling)	**14.6%**	16.6%

1 Refer to the Glossary for reconciliation to the portfolio balance presented in the unaudited results.
2 95% of the Portfolio is valued using 31 December 2019 (or later) valuations (31 January 2019: 91%).

REALISATION ACTIVITY

Investment	Manager	Year of investment	Realisation type	Proceeds £m
Froneri	PAI Partners	2013	Restructuring[1]	17.8
Abode Healthcare	Tailwind Capital	2018	Financial buyer	10.8
Ceridian	Thomas H Lee Partners	2007	Sell down post IPO	10.7
Visma	Cinven	2014	Financial buyer	8.3
Atlas for Men	Activa	2016	Financial buyer	4.6
Stella	ICG	2015	Financial buyer	3.7
SK:N Limited (Lasercare)	Graphite Capital	2006	Financial buyer	3.6
Aston Scott	Bowmark	2015	Financial buyer	3.5
Parex	CVC	2014	Trade	2.9
Integer	ICG	2018	Financial buyer	2.9
Total of 10 largest underlying realisations				**68.9**
Total realisations				**148.8**

1 Majority of proceeds from current year sale re-invested into a rollover vehicle managed by PAI Partners.

INVESTMENT ACTIVITY

Investment	Description	Manager	Country	Cost[1] £m
Froneri[2]	Manufacturer and distributor of ice cream products	PAI Partners	UK	13.1
Doc Generici	Retailer of pharmaceutical products	ICG	Italy	12.4
VitalSmarts	Provider of corporate training courses focused on communication skills and leadership development	Leeds Equity Partners	USA	8.3
Berlin Packaging	Provider of global packaging services and supplies	Oak Hill Capital Partners	USA	8.1
RegEd	Provider of regulatory compliance and management software products	Gryphon Investors	USA	4.6
NRS Healthcare	Provider of community products and services which are used to help elderly and disabled live independently	Graphite Capital	UK	2.9
Hanson Wade	Organiser of B2B conferences for pharmaceutical and biotech industries	Graphite Capital	UK	2.8
Horizon Care and Education	Provider of specialist care for children and adolescents	Graphite Capital	UK	2.6
Tat Hong	Operator of crane rental company	ICG	Singapore	2.5
Prodapt	Provider of consulting and managed services for telecom/DSP ecosystems	ICG	India	2.4
Total of 10 largest underlying new investments				**59.7**
Total new investments				**158.6**

1 Represents ICG's indirect exposure (share of fund cost) plus any amounts paid for co-investments in the period.
2 Majority of proceeds from current year sale re-invested into a rollover vehicle managed by PAI Partners.

COMMITMENTS ANALYSIS

	Original commitment £'000	Outstanding commitment £'000	Average drawdown percentage	% of commitments
Investment period not commenced	16,801	16,801	0.0%	3.7%
Funds in investment period	543,836	360,044	33.8%	78.5%
Funds post investment period	804,907	81,793	89.8%	17.8%
Total	**1,365,544**	**458,639**	**66.4%**	**100.0%**

Movement in outstanding commitments in year ended 31 January 2020 £m	31 January 2020	31 January 2019
Outstanding commitments at beginning of year	**411.2**	321.2
New primary commitments	**156.3**	162.1
New commitments relating to co-investments and secondary purchases	**2.0**	23.3
Drawdowns	**(113.3)**	(99.8)
Secondary disposals	**(1.5)**	(2.2)
Currency and other movements	**3.9**	6.6
Outstanding commitments at end of year	**458.6**	411.2

£m	31 January 2020	31 January 2019
Outstanding commitments	**458.6**	411.2
Total available liquidity (including facility)	**(162.3)**	(164.5)
Overcommitment (including facility)	**296.3**	246.7
Overcommitment % of net asset value	**37.3%**	33.8%

NEW COMMITMENTS DURING THE YEAR TO 31 JANUARY 2020

Fund	Strategy	Geography	£m
Primary commitments			
ICG Europe Mid-Market Fund	Mezzanine and equity in mid-market buyouts	Europe	17.9
Seventh Cinven	Large buyouts	Europe	17.3
Oak Hill V	Mid-market buyouts	USA	15.8
AEA VII	Mid-market buyouts	North America	15.3
Investindustrial VII	Mid-market buyouts	Southern Europe	13.6
IK IX	Mid-market buyouts	Europe	13.5
Permira VII	Large buyouts	Global	13.4
Advent IX	Large buyouts	Europe/USA	13.2
Gridiron IV	Mid-market buyouts	North America	12.4
Gryphon V	Mid-market buyouts	North America	11.5
Carlyle Europe V	Mid-market buyouts	Europe	8.6
CB Technology Opportunities Fund	Lower middle-market buyouts	North America	3.8
Total primary commitments			156.3
Commitments relating to co-investments and secondary investments			2.0
Total new commitments			**158.3**

CURRENCY EXPOSURE

Portfolio[1]	31 January 2020 £m	31 January 2020 %	31 January 2019 £m	31 January 2019 %
Sterling	**246.0**	**30.5**	241.9	34.8%
Euro	**226.6**	**28.1**	190.8	27.5%
US dollar	**224.2**	**27.8**	173.3	25.0%
Other European	**59.6**	**6.2**	53.8	7.7%
Other	**50.0**	**7.4**	35.0	5.0%
Total	**806.4**	**100.0**	694.8	100.0%

1 Currency exposure is calculated by reference to the location of the underlying Portfolio companies' headquarters.

Outstanding commitments	31 January 2020 £m	31 January 2020 %	31 January 2019 £m	31 January 2019 %
Sterling	**65.3**	**14.2**	83.3	20.3%
Euro	**213.0**	**46.5**	172.2	41.9%
US dollar	**178.5**	**38.9**	153.9	37.4%
Other European	**1.8**	**0.4**	1.8	0.4%
Total	**458.6**	**100.0**	411.2	100.0%

DIVIDEND ANALYSIS

Period ended	Revenue return per share p	Ordinary dividend per share p	Special dividend per share p	Total dividend per share p	Net asset value per share p	Closing mid-market share price p
31 January 2020[1]	4.02	23.0	–	23.0	1,152.1	966.0
31 January 2019	2.69	22.0	–	22.0	1,056.5	822.0
31 January 2018	23.76	21.0	–	21.0	959.1	818.0
31 January 2017	8.13	20.0	–	20.0	871.0	698.5
31 January 2016	11.07	11.0	–	11.0	730.9	545.0
31 January 2015	12.96	10.0	5.5	15.5	695.2	575.0
31 January 2014	19.02	7.5	8.0	15.5	677.2	563.5
31 January 2013	3.15	5.0	–	5.0	631.5	487.0
31 January 2012	6.33	5.0	–	5.0	569.4	357.0
31 January 2011	1.51	2.25	–	2.25	534.0	308.0
31 December 2009	(0.11)	2.25	–	2.25	464.1	305.0
31 December 2008	5.12	4.5	–	4.5	449.0	187.0
31 December 2007	8.86	8.0	–	8.0	519.4	474.0
31 December 2006	7.44	6.5	–	6.5	454.6	386.0

1 Includes the quarterly dividend of 5.0p paid on 6 March 2020 and the final dividend of 8.0p to be paid on 24 July 2020 subject to shareholder approval at the AGM.

GLOSSARY (UNAUDITED)

Alternative Performance Measures ('APMs') are a term defined by the European Securities and Markets Authority as 'financial measures of historical or future performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework'.

APMs are used in this report if considered by the Board and the Manager to be the most relevant basis for shareholders in assessing the overall performance of the Company and for comparing the performance of the Company to its peers, taking into account industry practice.

Definitions and reconciliations to IFRS measures are provided in the main body of the report or denoted * in this Glossary, where appropriate.

Buyout funds are funds that acquire controlling interests in companies with a view towards later selling those companies or taking them public.

Compound Annual Growth Rate ('CAGR') represents the annual growth rate of an investment over a specified period of time longer than one year.

Capital deployed* please see 'Total new investment'.

Carried interest is equivalent to a performance fee. This represents a share of the profits that will accrue to the underlying private equity managers, after achievement of an agreed preferred return.

Co-investment is a direct investment in a company alongside a private equity fund.

Co-investment incentive scheme accrual represents the estimated value of interests in the co-investment incentive scheme operated by the Company. At both 31 January 2020 and 31 January 2019, the accrual was estimated as the theoretical value of the interests if the Portfolio had been sold at its carrying value at those dates.

Commitment represents the amount of capital that each limited partner agrees to contribute to the fund which can be drawn at the discretion of the general partner.

Direct investments are investments in a single underlying company.

Discount* arises when the Company's shares trade at a discount to NAV. In this circumstance, the price that an investor pays or receives for a share would be less than the value attributable to it by reference to the underlying assets. The discount is the difference between the share price and the NAV, expressed as a percentage of the NAV. For example, if the NAV was 100p and the share price was 90p, the discount would be 10%.

Drawdowns are amounts invested by the Company into funds when called by underlying managers in respect of an existing commitment.

EBITDA stands for earnings before interest, tax, depreciation and amortisation, which is a widely used performance measure in the private equity industry.

Enterprise value is the aggregate value of a company's entire issued share capital and net debt.

FTSE All-Share Index Total Return is the change in the level of the FTSE All-Share Index, assuming that dividends are re-invested on the day that they are paid.

Full realisations are exit events (e.g. trade sale, sale by public offering, or sale to a financial buyer) following which the residual exposure to an underlying company is zero or immaterial.

Funds in investment period are those funds which are able to make new platform investments under the terms of their fund agreements, usually up to five years after the initial commitment.

General Partner ('GP') is the entity managing a private equity fund that has been established as a limited partnership. This is commonly referred to as the Manager.

Hedging is an investment technique designed to offset a potential loss on one investment by purchasing a second investment that is expected to perform in the opposite way.

High conviction portfolio* comprises co-investments, ICG managed funds and secondary fund investments.

Initial Public Offering ('IPO') is an offering by a company of its share capital to the public with a view to seeking an admission of its shares to a recognised stock exchange.

Internal Rate of Return ('IRR') is a measure of the rate of return received by an investor in a fund. It is calculated from cash drawn from and returned to the investor together with the residual value of the investment.

Last Twelve Months ('LTM') refers to the time frame of the immediately preceding 12 months in reference to a financial metric used to evaluate the Company's performance.

Limited Partner ('LP') is an institution or individual who commits capital to a private equity fund established as a limited partnership. These investors are generally protected from legal actions and any losses beyond the original investment.

Limited Partnership includes one or more general partners, who have responsibility for managing the business of the partnership and have unlimited liability, and one or more limited partners, who do not participate in the operation of the partnership and whose liability is ordinarily capped at their capital and loan contribution to the partnership. In typical fund structures, the general partner will not receive a profit share until cost has been returned and an agreed preferred return has been achieved.

Local currency return is the change in the valuation of the Company's Portfolio, before the effect of currency movements and co-investment scheme accrual. The local currency return of 16.6% is calculated as follows:

£m	2020	2019
Income, gains and losses on investments	92.7	91.5
Foreign exchange gains and losses included in gains and losses on investments	13.8	(8.7)
Incentive accrual valuation movement	8.9	7.6
Total gains on Portfolio investments excluding impact of foreign exchange	115.4	90.4
Opening Portfolio valuation	694.8	600.7
Portfolio return on a local currency basis	16.6%	15.0%

Management Buy-In ('MBI') is a change of ownership, where an incoming management team raises financial backing, normally a mix of equity and debt, to acquire a business.

Management Buyout ('MBO') is a change of ownership, where the incumbent management team raises financial backing, normally a mix of equity and debt, to acquire a business it manages.

Net asset value per share ('NAV') is the value of the Company's net assets attributable to one ordinary share. It is calculated by dividing 'shareholders' funds' by the total number of ordinary shares in issue. Shareholders' funds are calculated by deducting current and long-term liabilities, and any provision for liabilities and charges, from the Company's total assets.

Net asset value per share Total Return* is the change in the Company's net asset value per share, assuming that dividends are re-invested at the end of the quarter in which the dividend was paid.

Net debt is calculated as the total short-term and long-term debt in a business, less cash and cash equivalents.

Overcommitment* refers to where private equity fund investors make commitments exceeding available liquidity for investment. When determining the appropriate level of overcommitment, careful consideration needs to be given to the rate at which commitments might be drawn down, and the rate at which realisations will generate cash, and therefore liquidity, from the existing portfolio to fund new investment.

Portfolio* represents the aggregate of the investment Portfolios of the Company and of its subsidiary limited partnerships. This is consistent with the commentary in previous annual and interim reports. The Board and the Manager consider that this is the most relevant basis for shareholders to assess the overall performance of the Company and comparison with its peers.

The closest equivalent amount reported on the balance sheet is 'investments at fair value'. A reconciliation of these two measures is presented below.

£m	Investments at fair value as per balance sheet	Cash held by subsidiary limited partnerships	Balances receivable from subsidiary limited partnerships	Co-investment incentive scheme accrual	Portfolio
31 January 2020	778.4	–	–	28.0	806.4
31 January 2019	670.1	–	–	24.7	694.8

Post 2008 crisis investments are defined as those completed in 2009 or later.

Pre 2008 crisis investments are defined as those completed in 2008 or before, based on the date the original deal was completed, which may differ from when the Company invested if acquired through a secondary.

Preferred return is the preferential rate of return on an individual investment or a portfolio of investments, which is typically 8% per annum.

Premium occurs when the share price is higher than the NAV and investors would therefore be paying more than the value attributable to the shares by reference to the underlying assets.

Public to private ('P2P') is the purchase of all of a listed company's shares and the subsequent delisting of the company, funded with a mixture of debt and unquoted equity.

Quoted company is any company whose shares are listed or traded on a recognised stock exchange.

Realisation proceeds* are amounts received by the Company in respect of the Portfolio, which may be in the form of capital proceeds or income such as interest or dividends. In accordance with IFRS 10, the Company's subsidiaries are deemed to be investment entities and are included in subsidiary investments within the financial statements. Movements in the cash flow statement within the financial statements reconcile to the movement in the Portfolio as follows:

£m	2020	2019
Per cash flow statement		
Sale of portfolio investments	107.2	135.5
Sale of portfolio investments, interest received and dividends received within subsidiary investments	34.5	21.6
Interest income	5.8	4.0
Dividend income	1.3	1.9
Realisation proceeds	148.8	163.0

Realisations – multiple to cost* is the average return from full exits from the Portfolio in the period on a primary investment basis, weighted by cost.

£m	2020	2019
Cumulative realisation proceeds from full exits in the year	99.2	156.6
Cost	41.9	64.6
Average return multiple of cost	2.4x	2.4x

Realisations – uplift to carrying value* is the aggregate uplift on full exits from the Portfolio in the period excluding publicly listed companies that were exited via sell downs of their shares.

£m	2020	2019
Realisation proceeds from full exits in the year	73.5	118.4
Carrying value at previous quarterly valuation prior to exit	53.7	87.6
Realisation uplift to previous carrying value	37%	35%

Secondary investments occur when a Company purchases existing private equity fund interests and commitments from an investor seeking liquidity.

Share price Total Return* is the change in the Company's share price, assuming that dividends are re-invested on the day that they are paid.

Total new investment is the total of direct co-investment and fund investment drawdowns in respect of the Portfolio. In accordance with IFRS 10, the Company's subsidiaries are deemed to be investment entities and are included in subsidiary investments within the financial statements.

Movements in the cash flow statement within the financial statements reconcile to the movement in the Portfolio as follows:

£m	2020	2019
Per cash flow statement		
Purchase of portfolio investments	95.4	101.8
Purchase of portfolio investments within subsidiary investments	63.2	55.8
Total new investment	158.6	157.6

Total Return is a performance measure that assumes the notional re-investment of dividends. This is a measure commonly used by the listed private equity sector and listed companies in general.

The table below sets out the share price and the net asset value per share growth figures for periods of one, three, five and ten years to the balance sheet date on a Total Return basis.

Total Return performance in years to 31 January 2020	1 year	3 years	5 years	10 years[1]
Net asset value per share	11.2%	40.6%	85.0%	190.5%
Share price	20.5%	49.1%	92.6%	286.1%
FTSE All-Share Index	10.7%	18.4%	35.6%	111.2%

1 As the Company changed its year end in 2010, the ten-year figures are for the 121-month period to 31 January 2020.

Undrawn commitments are commitments that have not yet been drawn down.

Unquoted company is any company whose shares are not listed or traded on a recognised stock exchange.

Valuation multiples are earnings or revenue multiples applied in valuing a business enterprise.

Venture capital refers to investing in companies at a point in that company's life cycle that is either at the concept, start-up or early stage of development.

USEFUL INFORMATION

Address
ICG Enterprise Trust plc
Juxon House
100 St Paul's Churchyard
London EC4M 8BU
020 3201 7700
Registered number: 01571089
Place of registration: England

Website
www.icg-enterprise.co.uk

Registrar
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
www.uk.computershare.com/investor
Telephone: 0370 889 4091

BMO savings schemes
Investors through BMO savings schemes can contact the Investor Services team on:
Telephone: 0345 600 3030
Email: investor.enquiries@bmogam.com

Financial calendar
The announcement and publication of the Company's results may normally be expected in the months shown below:

April/May:	Final results for year announced, Annual Report and Accounts published
June:	Annual General Meeting and First quarter's results announced
October:	Interim figures announced and half-yearly report published
January:	Third quarter's results announced

All announcements can be viewed on the Company's website (see above).

Manager
ICG Alternative Investment Limited
Juxon House
100 St Paul's Churchyard
London EC4M 8BU
020 3201 7700
Authorised and regulated by the Financial Conduct Authority (FRN: 606186).

Broker
Numis Securities Limited
The London Stock Exchange Building
10 Paternoster Square
London EC4M 7LT

Dividend – 2019/2020
Quarterly dividends of 5.0p were paid on:
- 6 September 2019
- 6 December 2019
- 6 March 2020

A final dividend of 8.0p is proposed in respect of the year ended 31 January 2020, payable as follows:

Ex-dividend date – 2 July 2020 (shares trade without rights to the dividend).
Record date – 3 July 2020 (last date for registering transfers to receive the dividend).
Dividend payment date – 24 July 2020.

2020/21 dividend payment dates
Quarterly dividends will be paid in the following months:
- September 2020
- December 2020
- March 2021

Payment of dividends
Cash dividends will be sent by cheque to the first-named shareholder at their registered address, to arrive on the payment date. Alternatively, dividends may be paid direct into a shareholder's bank account via Bankers' Automated Clearing Service ('BACS'). This can be arranged by contacting the Company's registrar, Computershare Investor Services PLC (see contact details on this page).

Share price
The Company's mid-market ordinary share price is published daily in the Financial Times and Daily Telegraph under the section 'Investment Companies'. In the Financial Times the ordinary share price is listed in the sub-section 'Conventional-Private Equity'.

Registrar services
Communications with shareholders are mailed to the address held in the share register. Any notifications and enquiries relating to the registered share holdings, including a change of address or other amendment, should be directed to Computershare Investor Services PLC (details on this page). For those shareholders that hold their shares through the BMO savings schemes, please contact the Investor Services team (details on this page).

E-communications for shareholders
ICG Enterprise Trust plc would like to encourage shareholders to receive shareholder documents electronically, via our website or email notification instead of hard copy format. This is a faster and more environmentally friendly way of receiving shareholder documents.
The online investor centre from our registrar, Computershare, provides all of the information required regarding your shares.
Its features include:
- The option to receive shareholder communications electronically instead of by post.
- Direct access to data held for you on the share register including recent share movements and dividend details.
- The ability to change your address or dividend instructions online.

To receive shareholder communications electronically in the future, including all reports and notices of meetings, you just need the Shareholder Reference Number ('SRN') printed on your proxy form or dividend notices, and knowledge of your registered address. Please register your details free at www.investorcentre.co.uk.
For those shareholders that hold their shares through the BMO savings schemes, please contact the BMO Investor Services team (details on this page) to register your detail for e-communications.

ISIN/SEDOL numbers
The ISIN/SEDOL numbers and ticker for the Company's ordinary shares are:

ISIN:	GB0003292009
SEDOL:	0329200
Reuters:	ICGT.L

AIC
The Company is a member of the Association of Investment Companies (www.theaic.co.uk).

HOW TO INVEST IN ICG ENTERPRISE TRUST PLC

ICG Enterprise Trust plc is listed on the London Stock Exchange and its shares can be bought and sold just as those of any other listed company. A straightforward way for individuals to purchase and hold shares in the Company is to contact a stockbroker, savings plan provider or online investment platform.

You may be able to find a stockbroker using the website of the independent Wealth Management Association ('WMA') at www.pimfa.co.uk.

You may also be able to purchase shares via your bank account provider.

For a small fee, your chosen intermediary can purchase shares in the Company on your behalf.

BMO savings schemes

Investors through BMO savings schemes can contact the Investor Services team on:

Telephone: 0345 600 3030
Email: investor.enquiries@bmogam.com

ISA status

The Company's shares are eligible for tax-efficient wrappers such as Individual Savings Accounts ('ISAs'), Junior ISAs, and Self Invested Personal Pensions ('SIPPs').

Information about ISAs and SIPPs, as well as general advice on saving and investing, can be found on the government's free and independent service at www.moneyadviceservice.org.uk.

As with any investment into a company listed on the stock market, you should remember that:

- the value of your investment and the income you get from it can fall as well as rise, so you may not get back the amount you invested; and
- past performance is no guarantee of future performance.

This is a medium to long-term investment so you should be prepared to invest your money for at least five years.

If you are uncertain about any aspect of your decision to invest, you should consider seeking independent financial advice.

Details of the Company's website and contact information for potential and existing shareholders can be found in the Useful information section on the previous page.

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www.threethirty.studio

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