# **Global Opportunities Trust plc**



# **Annual Report and Financial Statements**

for the year ended 31 December 2024

The Company's investment objective is to provide shareholders with an attractive real long-term total return by investing globally in undervalued asset classes. The portfolio is managed without reference to the composition of any stock market index.

#### Key facts about the Company:

- A self-managed investment trust with a Board comprising three independent Non-Executive Directors and one Executive Director.
- Experienced manager in Dr Sandy Nairn, Executive Director, with more than 40 years of global equity experience.
- A flexible mandate to seek out undervalued assets of all kinds. The Company invests in a range of assets across both public and private markets throughout the world. These assets include both listed and unquoted securities, investments and interests in other investment companies and investment funds (including limited partnerships and offshore funds) as well as bonds and cash.
- Annualised Net Asset Value ('NAV') Total Return of 8.1% since launch in 2003.
- NAV Total Return of 4.1% in 2024.
- Close alignment of interest between the Directors (who together own 18% of the Company, including the interests of persons closely associated) and shareholders.

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#### FINANCIAL HIGHLIGHTS

for the year ended 31 December 2024

**NET ASSET VALUE PER SHARE** 

- cum inc.

NET ASSET VALUE TOTAL RETURN (with dividends added back)\*

+2.7%

+4.1%

**SHAREHOLDERS' FUNDS** 

**SHARE PRICE DISCOUNT TO NET ASSET VALUE\*** 

£109.3m

-23.5%

	31 December 2024	31 December 2023	% Change
Net assets/shareholders' funds (£)	109,295,000	106,411,000	+2.7
Shares in issue	29,222,180	29,222,180	_
Net asset value per share – cum inc. (pence)*	374.0	364.1	+2.7
Net asset value total return (with dividends added back) (%)*	4.1	1.7	n/a
Share price (pence)	286.0	298.0	-4.0
Dividend per share (pence)	10.0	5.0	+100.0
Share price total return (with dividends added back) (%)*	-2.4	-3.6	n/a
Share price discount to net asset value (%)*	-23.5	-18.2	n/a
Ongoing charges ratio (%)*	0.8	0.9	n/a

<sup>\*</sup> Alternative Performance Measure. For definitions please refer to the Glossary of Terms and Alternative Performance Measures on pages 66 and 67.

#### **CHAIR'S STATEMENT**

#### Introduction

I am pleased to present the Company's Annual Report and Financial Statements for the year ended 31 December 2024.

#### **Investment performance**

The Company's Net Asset Value ('NAV') Total Return grew by 4.1% during the year however its share price dropped by 4.0% reflecting a widening of the discount to NAV. In comparison, the FTSE All-World Total Return Index rose by 19.8% and the Bloomberg Global Bond Index declined slightly. Equity markets remained narrow in their returns with particular reference to a small number of US technology companies where artificial intelligence became the central theme.

Shareholders should note however that the Company has no stated benchmark against which it seeks to outperform. Its objective is to achieve real long-term total return through investing in undervalued global securities. In this regard the Company's NAV Total Return over the past three years has averaged 6.8% despite the Company retaining a defensive investment posture, achieved through a combination of high cash levels and the nature of the equity holdings.

As at 31 December 2024 the Company had net assets of £109.3 million. The NAV per ordinary share was 374.0p and the middle market price per share on the London Stock Exchange was 286.0p, representing a discount to NAV of 23.5%. The Company's discount is discussed in more detail in the section that follows.

Further details on the investment performance of the Company during the year under review are provided in the Executive Director's Report on pages 5 and 6 of this report.

#### Discount and appointment of broker

The Company's discount to underlying NAV averaged 20.5% during the year, and at the year end stood at 23.5%. The Board is very conscious of the level of the discount and will look closely at a range of options for improving the marketability of the Company. To this end Cavendish have been appointed as company broker with effect from 3 February 2025 to assist with efforts to improve demand for the Company's shares. Further initiatives will be put in place in the coming year.

Although there were no share buybacks conducted during the year, the Board remains of the opinion that having the option to utilise share buybacks as a discount control mechanism is important and is therefore requesting that shareholders approve a renewal to this authority at the forthcoming Annual General Meeting ('AGM').

#### Increased final dividend

The return per ordinary share for the year ended 31 December 2024 was 14.9p (2023: 5.9p), comprising a revenue return of 7.4p per share and a capital return of 7.5p per share. The Board is proposing a final dividend of 10.0p per share, representing a doubling of the prior year's dividend (2023: 5.0p). Subject to the approval of the payment of the final dividend by shareholders at the AGM, the dividend will be paid on 30 May 2025 to those shareholders on the register at the close of business on 2 May 2025. This dividend is fully covered by the Company's revenue reserves and exceeds the minimum that the Company is obliged to distribute under law to maintain its investment trust status.

#### **Board composition**

The Board believes that its size and composition remain appropriate for the activities of the Company and the Board retains a good balance of skills and business experience to enable it to operate effectively. As such, all Directors will be standing for re-election at the forthcoming AGM and further details on the Directors can be found on page 19.

#### **Annual General Meeting**

This year's AGM will be held on 15 May 2025 at the offices of Juniper Partners Limited, 28 Walker Street, Edinburgh EH3 7HR at 12 noon. The Notice of AGM, containing full details of all business to be conducted at the meeting, is set out on pages 68 and 69 of this report. Further details on the ordinary and special resolutions that are being proposed under special business at the AGM can be found in the Directors' Report on page 22.

In addition to the formal business of the meeting, Dr Nairn will provide a short presentation to shareholders on the performance of the Company over the past year as well as an outlook for the future.

The AGM is an opportunity for shareholders to ask questions of both the Board and of the Executive Director, and as always, the Board would welcome your attendance. If you are unable to attend the AGM in person, I would encourage you to vote in favour of all resolutions by Form of Proxy and appointing me (as Chair of the meeting) as your proxy to ensure your vote is registered.

#### CHAIR'S STATEMENT – continued

#### Outlook

Whilst last year we thought that significant market rallies would be likely in response to falling inflation, these rallies have been sustained longer than we might have expected. The reason probably lies in the growth recorded in the US which has given rise to the hope that there will be a 'soft landing' and a meaningful recession will be avoided. Should this occur, it is just about possible to make an argument for the current extended equity valuations, however this would not leave much room for significant returns. If the global economy were to follow normal historic patterns, then there will be significant scope for negative corporate profit outcomes which would quickly puncture the current prevailing sanguine view of equity markets. Against this backdrop the Company has retained a broadly similar structure to last year in anticipation of new opportunities arising.

As noted earlier, whilst the Company's NAV rose slightly over the year this was not reflected in the share price such that the discount widened further. To address this, efforts have begun to increase investors' awareness of the Company and these will be intensified during 2025.

Once again, we would like to thank our shareholders for their continued support and look forward to the day when the investment landscape is more attractive. Periodically, investment articles are posted on the Company's website when we encounter investment issues worthy of comment and we would encourage shareholders to sign up to the website to receive such notifications during the year.

#### Keep up to date

Shareholders can also keep up to date on the performance of the portfolio through the Company's website at www.globalopportunitiestrust.com where you will find information on the Company, a monthly factsheet and regular updates from Dr Nairn.

As always, the Board welcomes communication from shareholders and I can be contacted directly through the Company Secretary at cosec@junipartners.com.

#### **Cahal Dowds**

Chair

3 April 2025



Note: You can scan the QR code using the camera on your smartphone, click on the website address once it appears and you will be taken directly to the sign up page to receive Company information.

#### EXECUTIVE DIRECTOR'S REPORT

#### **Background and context**

The year was one where strong returns were delivered by global equities but focussed on a narrow range of companies. Government bonds on the other hand recorded a marginal decline. Sentiment on inflation and hence interest rates fluctuated through the year as the US Federal Reserve painted a more positive picture but with periodic reservations expressed. On the political side the damage done by the post Covid inflationary jump could be seen in the anti-incumbency voting patterns. In the UK this resulted in a Labour landslide and the return of President Trump in the US. Hitherto governments have not had to deal with the consequences of the post global financial crisis build up in government debt and it is not a winning strategy when seeking votes to focus on coming fiscal issues. Normal practice is that during the post-election period the new government then resets expectations as the reality of dealing with historic level fiscal overhangs are confronted. In the UK this has led to a rapid change in sentiment to the new Labour government. In the US it is too early to tell but the most likely outcome from President Trump will be to continue with debt expansion and pressurise the Federal Reserve to cut rates. There will be resistance which may lead to questioning of the Federal Reserve's independence. None of this is supportive for asset markets. On the other hand, the US has continued to deliver economic growth which has channelled into excitement largely focussed on artificial intelligence related businesses. At an aggregate level this has left the US cyclically adjusted price-earnings ratio at its second most expensive level in history, higher than 1929 and only exceeded by the technology, media and telecommunications peak of late 2000.

As many commentators have pointed out: a large part of global equity gains flowed from a small number of technology companies, the so called 'magnificent seven' (Alphabet, Amazon, Apple, Meta, Microsoft, NVIDIA, and Tesla). On the negative side, for the indices, this does pose some considerable risk if expectations are not met. On the positive side, it means that there have been different price experiences across sectors and market capitalisation levels. Whilst we remain of the view that the aggregate risk/reward on equities is not attractive, it is important to remember that in a market which has displayed such narrowness, opportunities may exist in areas where less attention has been directed. In anticipation of this, the Company's Sub-Advisor has added experienced research resources with a long history in smaller and mid-cap equities. It is important to be ready to invest when the opportunities arise.

The economic path is not entirely clear. Under normal circumstances the need to address the debt overhang would cause the economy to slow and equity markets

to retrench accordingly. Inflation would continue on a downward path and whilst recession would appear, the conditions for an upswing would begin to form. However, it is unlikely that President Trump would willingly countenance such an outcome. All that he has said suggests that there will initially be little by the way of fiscal tightening and enormous pressure will be exerted for monetary laxity. It is not clear what the initial market reactions to this will be but ultimately it is a combination of policies which would unsettle bond markets as funding requirements continue to grow. A perception that control of inflation has been subordinated to presidential whim is not an environment conducive to premium pricing of assets. We therefore retain our caution with the caveat that there are some pockets of attractive valuations.

#### The portfolio

The structure of the portfolio has changed somewhat from last year. Part of this was driven by necessity and part by design.

The necessity element related to the Templeton European Long-Short fund holding. Since we initiated the holding the fund had performed much as we had hoped providing support in difficult markets and largely eking out gains in more buoyant ones. However, the manager of the fund departed and as a consequence we took the decision to exit our holding. The return for 2024 until the exit point was marginally positive. Since initiation, in December 2021, this fund investment has returned 53.9% and contributed a realised gain of £5.3m.

The direct equity holdings were increased to about 45% of the Company's net assets from 40% at the end of 2023. The return over the period was approximately 8%. Within this there were a number of changes. The first was that positions in a number of Japanese companies were exited as price targets were triggered. These included Sumitomo Mitsui Trust Bank, Daiwa House Murata, and Nabtesco. The reverse of these trades was the investment in the AVI Japanese Special Situations fund which afforded us access to attractively priced smaller Japanese companies with inefficient balance sheets where there was pressure for corporate change. Towards the end of 2024 we also invested in a number of smaller European companies including Kalmar, the port equipment company spun out from Cargotec, and the fish farming company Bakkafrost.

The Volunteer Park Capital Fund rose slightly over the year and as its portfolio matures and their companies perform, we are beginning to see the expected distributions occur.

#### **EXECUTIVE DIRECTOR'S REPORT – continued**

Overall, the cash component remained high at 34.2% (combining liquidity funds and net current assets). The high level of cash reflects the difficulty in finding undervalued investments, but, when these appear, cash will be reduced. Over the year, the cash return was 4.5% against the NAV Total Return of 4.1%. For comparative purposes, the Bloomberg Global Bond Index was marginally negative whilst the FTSE All-World Index Total Return was 19.8%. For the second year in a row the Company was short listed for the Investment Week Investment Company of the year in the Flexible category. Whilst the returns lagged those of the global equity index these have to be viewed in the context of historically high equity valuations in a world of meaningful economic risk. We are beginning to see some additional opportunities and are confident that we have the additional resources to make sure we exploit them as they arise.

#### **Future prospects**

Equity valuations remain stretched and the macro environment weighed down with debt. Perversely, this is a positive for the Company. Cracks will begin to appear and when they do the Company is well placed to take advantage of them. The portfolio has been structured to try and give downside protection but still provide positive returns whilst we wait for rationality to return. The most exciting period will be when this happens and the portfolio can be restructured into one with significantly higher upside.

As previously mentioned in the Chair's Statement, the Company's share price discount to NAV widened during the year. I will be working with the Board and our newly appointed broker, Cavendish, to address the discount during 2025. Through positive investment performance, our aim is to continue to attract new shareholders and grow the Company.

**Dr Sandy Nairn** Executive Director 3 April 2025

## **PORTFOLIO OF INVESTMENTS**

as at 31 December 2024

Company	Sector	Country of Incorporation	Valuation £'000	% of Net assets
AVI Japanese Special Situations Fund <sup>1</sup>	Financials	Japan	12,987	11.9
Volunteer Park Capital Fund SCSp <sup>2</sup>	Financials	Luxembourg	8,130	7.4
Unilever	Consumer Staples	United Kingdom	3,501	3.2
TotalEnergies	Energy	France	3,133	2.9
Imperial Brands	Consumer Staples	United Kingdom	2,873	2.6
Jet2	Industrials	United Kingdom	2,666	2.4
Tesco	Consumer Staples	United Kingdom	2,605	2.4
Alibaba Group	Consumer Discretionary	Hong Kong	2,595	2.4
Qinetiq	Industrials	United Kingdom	2,492	2.3
Lloyds Banking Group	Financials	United Kingdom	2,362	2.2
ENI	Energy	Italy	2,313	2.1
Panasonic	Consumer Discretionary	Japan	2,261	2.1
Dassault Aviation	Industrials	France	2,218	2.0
Orange	Communication Services	France	2,118	1.9
RTX	Industrials	<b>United States</b>	2,100	1.9
Sanofi	Health Care	France	1,845	1.7
General Dynamics	Industrials	United States	1,789	1.6
Samsung Electronics	Information Technology	South Korea	1,789	1.6
Breedon Group	Materials	United Kingdom	1,677	1.5
Whitbread	Consumer Discretionary	United Kingdom	1,618	1.5
Verizon Communications	Communication Services	<b>United States</b>	1,482	1.4
Intel	Information Technology	<b>United States</b>	1,281	1.2
Nestle	Consumer Staples	Switzerland	1,213	1.1
Philips	Health Care	Netherlands	942	0.9
Azelis Group	Materials	Belgium	927	0.9
Bakkafrost	Consumer Staples	Denmark	906	0.8
Kalmar	Industrials	Finland	838	0.8
Danieli	Industrials	Italy	816	0.7
Terveystalo	Health Care	Finland	422	0.4
<b>Equity Investments</b>			71,899	65.8
<b>Liquidity Fund Investments</b>			22,287	20.4
Total Investments			94,186	86.2
Cash and other Net Assets			15,109	13.8
Net Assets			109,295	100.0

Sub-Fund of Gateway UCITS Funds PLCLuxembourg Special Limited Partnership

#### **AVI Japanese Special Situations Fund**



% of Net Assets

11.9

Sector

**Financials** 

AVI Japanese Special Situations is an open-ended fund in an Irish UCITS structure, launched in April 2024. Its investment objective is to achieve long-term capital appreciation through investing in a portfolio of over-capitalised small-cap Japanese equities.

#### **Volunteer Park Capital Fund SCSp**



% of Net Assets

7.4

Sector

**Financials** 

Volunteer Park Capital Fund SCSp is a Luxembourg registered special limited partnership which invests in established General Partners ('GPs') of private capital funds. VPC targets the small to low-mid GP market (\$500m-\$3bn AUM), being established boutique investment management companies primarily domiciled in North America.

#### Unilever



% of Net Assets

3.2

Sector

**Consumer Staples** 

Unilever is a manufacturer and supplier of fast-moving consumer goods. The company's product portfolio comprises food products, beauty, and personal care products, beverages, home care products, vitamins, minerals, and supplements.

#### **TotalEnergies**



% of Net Assets

2.9

Sector

Energy

TotalEnergies is a global integrated energy company that produces and markets energies: oil and biofuels, natural gas and green gases, renewables and electricity. With over 100,000 employees and active in about 120 countries, TotalEnergies places sustainability at the heart of its strategy, its projects and its operations.

#### **Imperial Brands**



% of Net Assets

2.6

Sector

**Consumer Staples** 

Imperial Brands is a manufacturer, marketer, distributor, and seller of a wide range of tobacco and related products. The company's product portfolio includes cigarettes, fine-cut and smokeless tobacco, cigars, and e-cigarettes. Imperial Brands, through its subsidiary Logista, also provides logistics and distribution services.

#### Jet2

Jet2.com

#### % of Net Assets

2.4

Sector

Industrials

Jet2 is a provider of leisure and travel, and logistics and distribution services. It offers leisure air travel and package holidays, and operates scheduled, charter and tour operator flights. Jet2 is headquartered in the UK.

#### Tesco

**TESCO** 

% of Net Assets

2.4

Sector

**Consumer Staples** 

Tesco is a United Kingdom-based retail company. The Company is engaged in the business of retailing and associated activities, insurance services and money services. The Company's segments include UK & Ireland and Central Europe.

#### Alibaba Group

**E** Alibaba

% of Net Assets

2.4

Sector

**Consumer Discretionary** 

Alibaba Group is a Chinese technology company with businesses comprising core commerce, digital media and entertainment, cloud computing and other innovation initiatives. Alibaba Group provides services through its subsidiaries, including Taobao and Tmall. It also offers logistics services through the Koubei and Cainiao companies.

#### Qinetiq

**QINETIQ** 

% of Net Assets

2.3

Sector

Industrials

Qinetiq is a United Kingdom-based provider of science and technology products and solutions. It serves defence, aviation and aerospace, energy and utilities, financial services, government, law enforcement, marine, space, and telecommunication industries.

#### **Lloyds Banking Group**



% of Net Assets

2.2

Sector

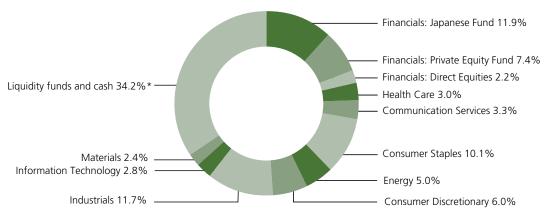
**Financials** 

Lloyds Banking Group operates under various brands such as Lloyds Bank, Scottish Widows and Halifax. It distributes these products and services through branches, ATMs, and digital channels and is headquartered in London.

#### **DISTRIBUTION OF INVESTMENTS**

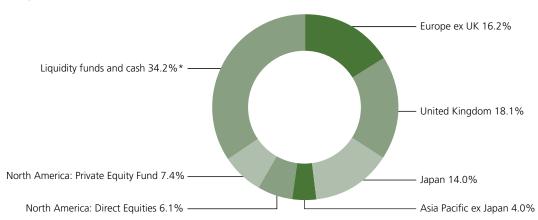
as at 31 December 2024 (% of Net Assets)

#### **Sector Distribution**



The figures detailed in the sector distribution pie chart represent the Company's exposure to those sectors through its investments and cash.

#### **Geographical Distribution**



The figures detailed in the geographical distribution pie chart represent the Company's exposure to these countries or regional areas through its investments and cash.

The geographical distribution is based on each investment's principal stock exchange listing or domicile, except in instances where this would not give a proper indication of where its activities predominate.

\* The geographical distribution of liquidity fund investments, cash and other net assets as at 31 December 2024 is based on currencies held in the following regions/countries:

2024		2023	
North America	26.9%	North America	24.4%
United Kingdom	6.3%	United Kingdom	4.6%
Europe ex UK	1.0%	Europe ex UK	2.7%
Japan		Japan	8.1%
	34.2%		39.8%

#### LONG TERM PERFORMANCE

#### **Ten-year Performance Chart**



Source: Refinitiv Datastream

#### **Performance since inception**

				Share price			
		Net asset	Share	discount to	Revenue	Dividend	Ongoing
Year ended	Shareholders'	value per	price per	net asset	return per	per	charges
31 December	funds	share	share	value	share	share	ratio⁵
2004 <sup>1</sup>	£26.1m	116.4p	110.5p	5.1%	0.6p	0.4p	1.7%
2005	£52.2m	156.2p	154.5p	1.1%	1.1p	0.8p	1.5%
2006	£58.8m	172.8p	170.0p	1.6%	2.1p	1.8p	1.2%
2007	£57.7m	177.2p	160.0p	9.7%	2.7p	2.3p	1.1%
2008	£46.4m	150.4p	132.5p	11.9%	3.9p	3.1p	1.1%
2009	£50.7m	175.9p	172.0p	2.2%	2.7p	2.4p	1.0% <sup>6</sup>
2010	£51.6m	188.2p	186.8p	0.7%	3.2p	2.8p	1.3%
2011	£95.1m	169.9p	167.0p	1.7%	5.0p	4.2p	$0.8\%^{7}$
2012	£91.8m	183.1p	175.5p	4.2%	3.9p	3.9p	1.1%
2013	£112.6m	233.6p	230.0p	1.5%	2.7p	2.7p	1.1%
2014	£112.1m	236.0p	234.6p	0.6%	3.7p	3.3p	1.1%
2015	£118.4m	239.8p	234.5p	2.2%	3.1p	3.1p	1.0%
2016	£143.8m	300.2p	293.0p	2.4%	5.3p	5.3p <sup>2</sup>	1.0%
2017	£148.8m	337.7p	320.0p	5.2%	5.3p	5.3p	0.9%
2018	£131.8m	308.8p	301.5p	2.3%	6.9p	6.5p <sup>2</sup>	0.9%
2019	£132.0m	320.8p	310.0p	3.4%	8.1p	7.5p³	1.0%
2020	£119.1m	308.4p	284.0p	7.9%	4.9p	6.0p	1.0%
2021	£116.1m	317.9p	291.0p	8.5%	4.4p	5.0p	1.1%
2022	£106.1m	363.2p	314.0p	13.5%	5.3p	5.0p	0.9%8
2023	£106.4m	364.1p	298.0p	18.2%	5.3p	5.0p	0.9%8
2024	£109.3m	374.0p	286.0p	23.5%	7.5p	10.0p <sup>4</sup>	0.8%9

<sup>&</sup>lt;sup>1</sup> Period 13 November 2003 to 31 December 2004. The Company commenced operations on the admission of its shares to trading on the London Stock Exchange on 15 December 2003.

<sup>\*</sup> Investment Objective and Policy changed on 17 December 2021

<sup>&</sup>lt;sup>2</sup> Includes a special dividend of 1.0p.

<sup>&</sup>lt;sup>3</sup> Includes a special dividend of 1.5p.

<sup>&</sup>lt;sup>4</sup> Proposed dividend for the year.

<sup>&</sup>lt;sup>5</sup> Ongoing charges ratio based on total expenses, excluding finance costs, transaction costs and certain non-recurring items for the year as a percentage of the average monthly net asset value.

Ongoing charges ratio 1.3% excluding VAT refund.

<sup>&</sup>lt;sup>7</sup> The ongoing charges ratio would have been 1.0% if investment management fees of £236,000 had not been waived as a consequence of the merger with Anglo & Overseas plc.

The ongoing charges ratio includes look-through costs of 0.2% relating to the investments in the Templeton European Long-Short Equity SIF and the Volunteer Park Capital Fund SCSp.

The ongoing charges ratio includes look-through costs of 0.1% relating to the investments in the AVI Japanese Special Situations Fund and the Volunteer Park Capital Fund SCSp.

#### STRATEGIC REVIEW

#### Introduction

The purpose of this report is to provide shareholders with details of the Company's strategy, objectives and business model as well as the principal and emerging risks and challenges the Company has faced during the year under review. It should be read in conjunction with the Chair's Statement on pages 3 to 4, the Executive Director's Report on pages 5 to 6 and the portfolio information on pages 7 to 10, which provide a review of the Company's investment activity and outlook.

The Board is responsible for the stewardship of the Company, including overall strategy, investment policy, dividends, corporate governance procedures and risk management. Biographies of the Directors can be found on page 19. The Board assesses the performance of the Company against its investment objective at each Board meeting by considering the key performance indicators set out on pages 13 and 14 of this report.

#### **Business and Status**

The principal activity of the Company is to carry on business as an investment trust.

The Company is registered in Scotland as a public limited company and is an investment company within the meaning of section 833 of the Companies Act 2006. The Company has been approved by HM Revenue & Customs as an authorised investment trust under sections 1158 and 1159 of the Corporation Tax Act 2010 and the ongoing requirements for approved companies as detailed in Chapter 3 of Part 2 of the Investment Trust (Approved Company) (Tax) Regulations 2011. In the opinion of the Directors, the Company has conducted its affairs so as to enable it to continue to maintain its status as an investment trust.

The Company is a self-managed investment company run by its Board and is authorised by the Financial Conduct Authority ('FCA') as a Small Registered Alternative Investment Fund Manager.

The Company's shares are listed on the closed-ended investment funds category of the Official List and traded on the main market of the London Stock Exchange.

The Company is a member of the Association of Investment Companies ('AIC'), a trade body which promotes investment companies and develops best practice for its members.

#### **Investment Objective**

The Company's investment objective is to provide shareholders with an attractive real long-term total return by investing globally in undervalued asset classes. The portfolio is managed without reference to the composition of any stock market index.

#### **Investment Policy**

The Company invests in a range of assets across both public and private markets throughout the world. These assets include both listed and unquoted securities, investments and interests in other investment companies and investment funds (including limited partnerships and offshore funds) as well as bonds (including index-linked securities) and cash as appropriate.

Any single investment in the Company's portfolio may not exceed 15% of the Company's total assets at the time of the relevant investment (the 'Single Investment Limit').

The Company may invest in other investment companies or funds and may appoint one or more sub-advisors to manage a portion of the portfolio if, in either case, the Board believes that doing so will provide access to specialist knowledge that is expected to enhance returns. The Company will gain exposure to private markets directly and indirectly through investments and interest in other investment companies and investment funds (including limited partnerships and offshore funds). The Company's investment directly and indirectly in private markets (including through investment companies and investment funds) shall not, in aggregate, exceed 30% of the Company's total assets, calculated at the time of the relevant investment.

The Company will invest no more than 15% of its total assets in other closed-ended listed investment companies (including investment trusts).

The Company may also invest up to 50% of its total assets in bonds, debt instruments, cash or cash equivalents when the Board believes extraordinary market or economic conditions make equity investment unattractive or while seeking appropriate investment opportunities for the portfolio or to maintain liquidity. The Single Investment Limit does not apply to cash or cash equivalents in such circumstances. In addition, the Company may purchase derivatives for the purposes of efficient portfolio management.

From time to time, when deemed appropriate and only where permitted in accordance with the UK Alternative Investment Fund Managers Regulations 2013, the Company may borrow for investment purposes up to the equivalent of 25% of its total assets. By contrast, the Company's portfolio may from time to time have substantial holdings of debt instruments, cash or short-term deposits.

The investment objective and policy are intended to ensure that the Company has the flexibility to seek out value across asset classes rather than being constrained by a relatively narrow investment objective. The objective and policy allow the Company to be constrained in its investment selection only by valuation and to be pragmatic in portfolio construction by only investing in assets which the Executive Director considers to be undervalued on an absolute basis.

#### STRATEGIC REVIEW - continued

#### **Investment Strategy**

The Company's portfolio is managed without reference to any stock market index. Investments are selected for the portfolio only after extensive research by the Executive Director. The Executive Director's approach is long-term and focused on absolute valuation. Dr Nairn aims to identify and invest in undervalued asset classes, and to have the patience to hold them until they achieve their long-term earnings potential or valuation.

#### **Dividend Policy**

The Company does not have a stated dividend policy.

The Company's investment objective is to provide real long-term total return rather than income growth. As a result, the level of revenue generated from the portfolio will vary from year to year, and any dividend paid to shareholders is likely to fluctuate.

The Board is mindful that in order for the Company to continue to qualify as an investment trust, the Company is not permitted to retain more than 15% of eligible investment income arising during any accounting period. Accordingly, the Board will ensure that any declared dividend is sufficient to enable the Company to maintain its investment trust status.

#### **Management Arrangements**

As a self-managed investment trust, the Board is fully responsible for the management of the Company and all required reporting to the FCA in respect of the safeguarding of the Company's assets.

The global listed equities portion of the portfolio is managed by Dr Nairn, who is a full time Executive Director of the Company. In addition, the Company entered into a strategic relationship with Goodhart Partners LLP ('Goodhart') in 2023. Goodhart's role is twofold, both to introduce private market opportunities to the Company, and to provide investment subadvisory services to the Company to assist Dr Nairn in managing the global listed equities mandate. Goodhart has added significant analytical resource to assist with the management of the Company. This resource brings specialist knowledge in a number of key investment areas including global technology and small/mid cap stocks. Further information on Goodhart is available via their website at www.goodhartpartners.com.

Further details on the fees paid to Dr Nairn and Goodhart are detailed on pages 23 and 24 and in Notes 3 and 19 on pages 51, 52 and 63 of this report.

#### **Portfolio Performance**

Full details on the Company's activities during the year under review are contained in the Chair's Statement and Executive Director's Report on pages 3 to 6. A list of all the Company's investments can be found on page 7. The portfolio consisted of 29 investments, excluding cash and other net assets as at 31 December 2024, thus ensuring that the Company has a suitable spread of investment risk.

A sector and geographical distribution of the Company's investments is shown on page 10.

#### **Key Performance Indicators**

At each Board meeting, the Directors consider key performance indicators to assess whether the Company is meeting its investment objective.

The key performance indicators used to measure the performance of the Company over time are as follows:

Share Price Total Return to 31 December 2024	1 year (%)	3 years (%)	5 years (%)
Global Opportunities Trust plc	-2.4	3.2	1.9
AIC Flexible Investments peer group <sup>†</sup>	8.0	-5.7	15.9
FTSE All-World Total Return Index*	19.8	28.5	74.2

NAV Total Return to 31 December 2024	1 year (%)	3 years (%)	5 years (%)
Global Opportunities Trust plc	4.1	22.6	27.1
AIC Flexible Investments peer group <sup>†</sup>	7.9	6.2	39.1
FTSE All-World Total Return Index*	19.8	28.5	74.2

<sup>&</sup>lt;sup>†</sup> Source: theaic.co.uk & Morningstar. The Company is classified by the Association of Investment Companies in its Flexible Investment sector. This sector's performance indicators have been shown for comparative purposes only.

<sup>\*</sup> The Company does not formally benchmark its performance against a specific index, the FTSE All-World Total Return Index (in sterling) has been shown for comparative purposes only.

#### STRATEGIC REVIEW – continued

Share Price Discount to NAV			
as at 31 December	2024 (%)	2023 (%)	2022 (%)
Global Opportunities Trust plc	23.5	18.2	13.5
AIC Flexible Investments peer group <sup>†</sup>	22.0	18.3	14.4
O Channe Butte			
Ongoing Charges Ratio to 31 December	2024 (%)	2023 (%)	2022 (%)
Global Opportunities Trust plc	0.8	0.9	0.9
AIC Flexible Investments peer group <sup>†</sup>	0.9	0.9	1.0

<sup>†</sup> Source: theaic.co.uk & Morningstar. The Company is classified by the Association of Investment Companies in its Flexible Investment sector. This sector's performance indicators have been shown for comparative purposes only.

The long-term performance of the Company can be found on page 11 of this report.

Further information on the above key performance indicators can be found in the Glossary of Terms and Alternative Performance Measures on pages 66 and 67.

#### Gearing

The Company did not have any borrowings and did not use derivative instruments for currency hedging during the year ended 31 December 2024. The Company's investment in the Templeton European Long-Short Equity Fund, which used derivatives, was sold on 1 November 2024

#### **Principal Risks**

The Board, in conjunction with the Audit and Management Engagement Committee, has undertaken a robust annual assessment and review of all the risks facing the Company, together with a review of any new and emerging risks which may have arisen during the year. These risks are formalised within the Company's risk assessment matrix which is formally reviewed on a semi-annual basis by the Audit and Management Engagement Committee. There have been no new risks identified during the year, however, geopolitical risk has moved from being an emerging risk and is now considered to be a principal risk.

The principal risks and any emerging risks and uncertainties facing the Company, together with a summary of the mitigating actions and controls in place to manage these risks, and how these risks have changed over the period are set out below:

#### **Principal Risks**

### **Geopolitical Risk**

Heightened geopolitical tensions, including the ongoing conflicts in Ukraine and the Middle East, coupled with potential new trade tariffs introduced by the US, could have an adverse impact on global markets and impact the Company's portfolio.

#### Now considered a principal risk, **U** rather than an emerging risk

## **Investment and Strategy Risk**

There can be no guarantee that the investment objective of the Company, to provide shareholders with an attractive real long-term total return by investing globally in undervalued asset classes, will be achieved.



#### No change to this risk

#### **Mitigation and Controls**

The Board regularly reviews the Company's portfolio, including geographical split, and its performance against its stated investment objective.

Ongoing discussions between the Executive Director and Sub-Advisor ensures that the portfolio has exposure to various geographies and sectors, in order to reduce risk relative to less-diversified portfolios.

The Board meets regularly to discuss and challenge the portfolio performance and strategy and to receive investment updates from the Executive Director. The Board receives quarterly reports detailing all portfolio transactions and any other significant changes in the market or stock outlooks.

#### STRATEGIC REVIEW – continued

#### **Principal Risks**

#### Mitigation and Controls

#### **Key Person Risk**

The Company's ability to deliver its investment strategy is dependent on the Executive Director, Dr Nairn.

A change in key investment management personnel who are involved in the management of the Company's portfolio could impact on future performance and the Company's ability to deliver on its investment strategy.

The Board frequently considers succession planning. Dr Nairn has day-to-day responsibility for the investment management of the Company and the Sub-Advisor has a dedicated investment team supporting the Company. Dr Nairn and the Board are also in regular contact with the Sub-Advisor (who attends Board meetings upon request), and underlying fund managers and would be informed of any proposed changes in their personnel.

#### No change to this risk

#### **Financial and Economic Risk**

The Company's investments are impacted by financial and economic factors including market prices, interest rates, foreign exchange rates, liquidity and inflation, which could cause losses within the portfolio.

The Board receives regular updates on the composition of the Company's investment portfolio and market developments from the Executive Director. Investment performance is continually monitored specifically in the light of emerging risks throughout the period.

The Board regularly reviews and agrees policies for managing market price risk, interest rate risk, foreign exchange risk, liquidity risk and inflationary risk. These are further explained in Note 16 to the financial statements.

#### 🔷 No change to this risk

#### **Discount Volatility Risk**

As referred to in the Chair's Statement, the Company's share price discount to NAV widened during the year.

The Board recognises that it is in the long-term interests of shareholders to reduce discount volatility and believes that the prime driver of discounts over the longer term is investment performance. An inappropriate or unattractive objective and strategy may have an adverse effect on shareholder returns or cause a reduction in demand for the Company's shares, both of which could lead to a widening of the discount.

The Board actively monitors the discount at which the Company's shares trade, and is committed to using its powers to allot or repurchase the Company's shares. The Board may use share buybacks, when appropriate, to narrow the discount to NAV at which the shares trade. This will be done in conjunction with creating new demand and being aware of the liquidity of the shares.

The Board's commitment to allot or repurchase shares is subject to it being satisfied that any offer to allot or purchase shares is in the best interests of shareholders of the Company as a whole, the Board having the requisite authority pursuant to the Articles of Association and relevant legislation to allot or purchase shares, and all other applicable legislative and regulatory provisions.

Details of any shares purchased into Treasury by the Company are set out in Note 13.

The Board reviews changes to the shareholder register regularly and considers shareholder views and developments in the market place.

Risk has been heightened by a widening of the discount

#### **Principal Risks**

#### **Regulatory Risk**

The Company operates in an evolving regulatory environment and faces a number of regulatory risks.

Failure to qualify under the terms of sections 1158 and 1159 of the CTA may lead to the Company being subject to capital gains tax. A breach of the Listing Rules may result in censure by the FCA and/or the suspension of the Company's shares from listing.

If all price sensitive issues are not disclosed in a timely manner, this could create a misleading market in the Company's shares.

A Small Registered Alternative Investment Fund Manager does not carry on a regulated activity in respect of its activities as an Alternative Investment Fund Manager for an Alternative Investment Fund for which it is entitled to be registered. It is, however, required to comply with certain requirements under the Alternative Investment Fund Managers Directive ('AIFMD') (which mainly relate to reporting).



#### No change to this risk

#### **Operational Risk**

There are a number of operational risks associated with the fact that third parties undertake the Company's administration and custody functions. Operational risks include cyber security, IT systems failure, inadequacy of oversight and control and climate risk. The main risk is that third parties may fail to ensure that statutory requirements, such as compliance with the Companies Act 2006 and the FCA requirements, are met.

🔷 No change to this risk

#### Culture

The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. He demonstrates objective judgement, promotes a culture of openness and debate, and facilitates effective contributions by all Directors. In liaison with the Company Secretary, the Chair ensures that the Directors receive accurate, timely and clear information. The Directors are required to act with integrity, lead by example and promote this culture within the Company.

#### **Mitigation and Controls**

Compliance with the Company's regulatory obligations is monitored on an ongoing basis by the Company Secretary and other professional advisers as required who report to the Board regularly.

The Directors note the corporate offence of failure to prevent tax evasion and believe all necessary steps have been taken to prevent facilitation of tax evasion.

The Directors are aware of their responsibilities relating to price sensitive information and would consult with their advisers if any potential issues arose. This includes ensuring compliance with the Market Abuse Regulation.

The Company Secretary would notify the Board immediately if it became aware of any disclosure issues.

The Sub-Advisor has a comprehensive market abuse policy and any potential breaches of this policy would be promptly reported to the Board.

The Board has agreed service levels with the Company Secretary and Sub-Advisor which include active and regular review of compliance with these requirements.

The Board regularly receives and reviews management information on third parties which the Company Secretary compiles. In addition, each of the third parties, where available, provides a copy of its report on internal controls to the Board each year. Any breaches in controls which have resulted in errors or incidents are required to be notified to the Board along with proposed remediation actions.

The Company employs the Administrator to prepare all financial statements of the Company and meets with the Auditor at least once a year to discuss all financial matters, including appropriate accounting policies.

The Company is a member of the AIC, a trade body which promotes investment trusts and also develops best practice for its members.

The Executive Director and the Company's third-party suppliers have contingency plans to ensure the continued operation of the business in the event of disruption.

The Board seeks to ensure the alignment of the Company's purpose, values and strategy with the culture of openness, debate and integrity through ongoing dialogue, and engagement with shareholders, the Executive Director and the Company's other service providers. As detailed in the Corporate Governance Report on pages 27 to 31, the Company has adopted a number of policies, practices and behaviours to facilitate a culture of good governance and ensure that this is maintained.

#### STRATEGIC REVIEW - continued

The culture of the Board is considered as part of the annual performance evaluation process which is undertaken by each Director. The culture of the Company's service providers is also considered by the Board during the annual review of their performance and while considering their continuing appointment. In the context of the Executive Director and Sub-Advisor, particular attention is paid to environmental, social and governance, engagement and proxy voting policies. Additional information on the Board's approach to environmental, social and governance matters is detailed below.

#### **Directors and Gender Representation**

The Directors of the Company and their biographical details are set out on page 19. As at 31 December 2024, the Board of Directors of the Company comprised two male and two female Directors. The appointment of any new Director is made in accordance with the Company's diversity policy as detailed on page 29.

#### **Employees and Human Rights**

The Board recognises the requirement under the Companies Act 2006 to detail information about human rights, employees and community issues, including information about any policies it has in relation to these matters and the effectiveness of these policies. The Company has one employee, Executive Director Dr Nairn. All the remaining Directors are Non-Executive. The Company has outsourced all its functions to third-party service providers. The Company has therefore not reported further in respect of these provisions.

#### **Modern Slavery Statement**

The Company is not within the scope of the Modern Slavery Act 2015 because it has not exceeded the turnover threshold and therefore no further disclosure is required in this regard.

#### **Greenhouse Gas Emissions**

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

#### Environmental, Social and Governance ('ESG')

The Company seeks to invest in companies that are well managed with high standards of corporate governance. The Board believes this creates the proper conditions to enhance long-term value for shareholders. The Company adopts a positive approach to corporate governance and engagement with companies in which it invests.

In pursuit of the above objective, the Board believes that proxy voting is an important part of the corporate governance process and considers seriously its obligation to manage the voting rights of companies in which it is invested. It is the policy of the Company to vote,

as far as possible, at all shareholder meetings of investee companies. The Company follows the relevant applicable regulatory and legislative requirements in the UK, with the guiding principles being to make proxy voting decisions which favour proposals that will lead to maximising shareholder value while avoiding any conflicts of interest. Voting decisions are taken on a case-by-case basis by the Sub-Advisor on behalf of the Company. The key issues on which the Sub-Advisor focuses are corporate governance, including disclosure and transparency, board composition and independence, control structures, remuneration, and social and environmental issues.

The Executive Director and Sub-Advisor consider a wide range of factors when making investment decisions including an investee company's ESG credentials.

In making fund investment decisions, the Executive Director's assessment includes analysing the fund manager's ESG cultural buy-in, its ESG process, procedures and reporting, its engagement with underlying portfolio companies and an operational due diligence review of the relevant manager and fund.

**Duty to Promote the Success of the Company**Under section 172 of the Companies Act 2006, the
Directors have a duty to act in the way they consider,
in good faith, would be most likely to promote the
success of the Company for the benefit of its members
as a whole, and in doing so have regard (amongst other
matters) to:

- the likely consequences of any decision they make in the long term;
- the need to foster the Company's business relationships with its stakeholders, which includes the shareholders, the Executive Director and Sub-Advisor and other relevant parties as listed below;
- the need to act independently by exercising reasonable skill and judgement;
- the impact of the Company's operations on the community and the environment;
- the requirement to avoid a conflict of interests;
- the desirability of the Company maintaining a reputation for high standards of business conduct;
- the need to act fairly between members of the Company; and
- the need to declare any interests in proposed transactions.

#### **Stakeholder Engagement**

The Company has one employee, its Executive Director, Dr Nairn. As an investment trust, the Company has no customers or physical assets; the primary stakeholders are the shareholders, the Executive Director, Sub-Advisor, and other third-party service providers. The Company also engages with its investee companies where appropriate.

#### Shareholders

Communication and regular engagement with shareholders are given a high priority by the Board. The Executive Director seeks to maintain regular contact with major shareholders and is always available to enter into dialogue with all shareholders. A regular dialogue is also maintained with the Company's institutional shareholders and private client asset managers through the Executive Director, who regularly reports to the Board on significant contact, the views of shareholders and any changes to the composition of the share register.

All shareholders are encouraged, if possible, to attend and vote at the AGM and at any other general meetings of the Company (if any), during which the Board is available to discuss issues affecting the Company. Shareholders wishing to communicate directly with the Board should contact the Company Secretary by e-mail or post, details of which can be found on page 64. The Chair is available throughout the year to respond to shareholders, including those who wish to speak with him in person. Copies of the Annual and Half-Yearly Reports are currently issued to shareholders and are also available, along with the monthly factsheets for downloading from the Company's website at www.globalopportunitiestrust.com. The Company also releases portfolio updates to the market on a monthly basis.

#### Executive Director and Sub-Advisor

The Non-Executive Directors believe that maintaining a close and constructive working relationship with the Executive Director and Sub-Advisor is crucial to promoting the longterm success of the Company in an effective and responsible way. This ensures the interests of all current and potential stakeholders are properly taken into account when decisions are made. The Executive Director attends all Board meetings and provides reports on investments, performance, marketing, operational and administrative matters. The Sub-Advisor is available to attend Board meetings upon request. An open discussion regarding such matters is encouraged, both at Board meetings and by way of ongoing communication between the Board, the Executive Director and Sub-Advisor. Board members are encouraged to share their knowledge and experience with the Executive Director and Sub-Advisor, and where appropriate, the Board adopts a tone of constructive challenge. The Board keeps the ongoing performance of the Executive Director and Sub-Advisor under continual review and conducts an annual appraisal of both the parties.

#### Service Providers

The Company's day-to-day operational functions are delegated to several third-party service providers, each engaged under separate contracts. In addition to the Sub-Advisor, the Company's principal third-party service providers include the Administrator, Auditor, Company Secretary, Custodian and Registrar. The Board engages with its service providers to develop and maintain positive and productive relationships, and to ensure that they are well informed in respect of all relevant information about the Company's business and activities. The Board, through its Audit and Management Engagement Committee, keeps the ongoing performance, fees and continuing appointment of these service providers under continual review and conducts an annual appraisal of all third-party service providers.

#### Corporate Broker

The Company was pleased to announce the appointment of Cavendish Capital Markets Limited ('Cavendish') as corporate broker and financial adviser to the Company, with effect from 3 February 2025. Under this new appointment, Cavendish will advise the Company on the trading of the Company's shares and the opportunity to build relationships with new retail investors and wealth management clients.

The Board has requested a comprehensive marketing plan for the Company, from the Sub-Advisor, and this will be progressed in 2025.

#### **Investee Companies**

The Sub-Advisor assists with the day-to-day management of the Company's equity investment portfolio. As such, the Sub-Advisor has responsibility for engaging with investee companies on behalf of the Company. The Sub-Advisor does so in consideration of the principles set out in the UK Stewardship Code 2020.

The Board recognises the importance of engagement with investee companies. The Board is aware of evolving expectations in this regard and is committed to working with the Executive Director and Sub-Advisor, in relation to future engagement on behalf of the Company.

The above methods for engaging with stakeholders are kept under review by the Directors and discussed on a regular basis at Board meetings to ensure that they remain effective.

For and on behalf of the Board

#### **Cahal Dowds**

Chair

3 April 2025

#### **BOARD OF DIRECTORS**

#### Charles (Cahal) Dowds<sup>1,2,3</sup> Independent Non-Executive Director Chair of the Board

Date of appointment: 18 May 2021

Cahal qualified as a chartered accountant with Touche Ross and cofounded Rutherford Manson Dowds in 1986, advising on a significant number of large, complex transactions, in the UK and internationally. Rutherford Manson Dowds was acquired by Deloitte in 1999. He led Deloitte's UK advisory corporate finance business from 2005 before becoming chairman. He also set up and created the UK strategy and vision for Deloitte Private Markets.

In 2014 he was also appointed vice chairman of Deloitte UK, until his retirement in 2018. He is a past President of the Institute of Chartered Accountants of Scotland. He is a non-executive director and chairman of MarktoMarket Valuations Limited and chairman of Continuum Advisory Partners Limited.

#### Hazel Cameron 1,2,3

#### Independent Non-Executive Director Chair of the Nomination Committee Chair of the Remuneration Committee Date of appointment: 18 May 2021

Hazel qualified as a chartered accountant with Arthur Andersen, before moving into corporate finance with British Linen Bank and then into private equity investing, initially with 3i in 1993. She was subsequently UK head of San Francisco-based technology investment fund Bowman Capital, before performing the same role for Cross Atlantic Capital Partners, a US technology venture capital company. She is currently network director at Growth Capital Partners LLP, an independent adviser and venture partner at AIM-listed Gresham House and a non-executive director of Continuum Advisory Partners Limited.

#### Katie Folwell-Davies<sup>1,2,3</sup> Chair of the Audit and Management Engagement Committee Date of appointment: 26 April 2023

Katie qualified as a chartered accountant with Touche Ross gaining experience in both audit and forensic services before a twenty-year career in corporate finance advisory. She has international experience across financial and business services having operated in the private sector and for government. She became a member of the corporate finance advisory executive with responsibilities including chief talent officer and retired as a Deloitte senior partner in 2020 taking up the role of investment partner at Twenty 20 Capital, an internationally focussed private capital investment fund.

She has held a number of board positions as well as representing Deloitte as a CBI Council Member, chairing the City Women's club in London and is currently chair of the annual international TALiNT industry awards recognising excellence across the recruitment industry.

#### Dr Sandy Nairn Executive Director

Date of appointment: 27 April 2022

Sandy graduated from the University of Strathclyde in 1982 and in 1985 he achieved a PhD in Economics from the University of Strathclyde/ Scottish Business School. He was an economist at the Scottish Development Agency for a year, before spending four years at Murray Johnstone as a portfolio manager and research analyst.

Between 1990 and 2000 he was employed by Templeton Investment Management where he became executive vice president and the director of Global Equity Research. He was chief investment officer of Scottish Widows Investment Partnership between 2000 and 2003. He was one of the founders, chief executive and chief investment officer of Edinburgh Partners which was established in 2003. Following the acquisition of Edinburgh Partners by Franklin Resources Inc. in 2018, he was appointed chairman of the Templeton Global Equity Group. Sandy has been the lead portfolio manager for the Company since its launch in 2003.

Dr Nairn is the author of 'The End of the Everything Bubble', a book published by Harriman House in 2021, in which he analyses at length the reasons for the unsustainable rise in valuations that led to the bear market in bonds and equities in 2022. He is also an investor and non-executive director of Malted Al Limited.

<sup>&</sup>lt;sup>1</sup> Member of the Audit and Management Engagement Committee

<sup>&</sup>lt;sup>2</sup> Member of the Nomination Committee

<sup>&</sup>lt;sup>3</sup> Member of the Remuneration Committee

#### DIRECTORS' REPORT

The Directors present their Annual Report and Financial Statements for the year ended 31 December 2024. In accordance with the Companies Act 2006, the Listing Rules and the Disclosure Guidance and Transparency Rules, the Corporate Governance Report, Directors' Remuneration Report, Report from the Audit and Management Engagement Committee and the Statement of Directors' Responsibilities should be read in conjunction with one another, and the Strategic Report. As permitted by legislation, some of the matters normally included in the Directors' Report have instead been included in the Strategic Report, as the Board considers them to be of strategic importance.

#### Directors

The Directors in office at the date of this report are as shown on page 19.

#### **Corporate Governance**

The Company's Corporate Governance Report is set out on pages 27 to 31 and forms part of the Directors' Report.

#### **Results and Dividends**

The results for the year are set out in the Financial Statements on pages 44 to 47 and the Notes to the Accounts on pages 48 to 63. The Board recommends the payment of a final dividend of 10.0p to shareholders for approval at this year's AGM. Subject to shareholder approval, the final dividend will be paid on 30 May 2025 to shareholders who are on the register of members as at close of business on 2 May 2025 with an ex-dividend date of 1 May 2025.

#### **Share Capital**

At 31 December 2024, the Company's issued share capital comprised 64,509,642 ordinary shares of one penny each, of which 35,287,462 ordinary shares are held in Treasury. Shares held in Treasury do not carry voting rights, therefore the total voting rights of the Company at 31 December 2024 was 29,222,180.

As at 2 April 2025, the total voting rights of the Company remain unchanged at 29,222,180.

There are no restrictions concerning the transfer of securities in the Company; no restrictions on voting rights; no special rights with regard to control attached to securities; no agreements between holders of securities that may restrict their transfer or voting rights, as known to the Company; and no agreements which the Company is party to that might affect its control following a successful takeover bid.

At general meetings of the Company, on a show of hands every shareholder who is present in person or by proxy shall have one vote and on a poll every shareholder present in person shall have one vote for every share held.

#### **Share Issuances/Block Listing**

No ordinary shares were issued by the Company during the year under review. Since 31 December 2024 until 2 April 2025, being the last practical date prior to the publication of this report, no ordinary shares have been issued by the Company.

On 11 October 2005, the Company applied for a block listing of 1,300,000 ordinary shares on the main market of the London Stock Exchange. As at 31 December 2024, a balance of 745,830 shares may be issued under this block listing.

#### **Share Buy-Backs**

No share buy backs were undertaken by the Company during the year under review. Since 31 December 2024 until 2 April 2025, being the last practical date prior to the publication of this report, no ordinary shares have been bought back by the Company.

#### **Treasury Shares**

Holding shares in Treasury enables a company to costeffectively issue shares that might otherwise have been cancelled. The total number of ordinary shares held in Treasury as at 31 December 2024, including those shares bought back in prior accounting periods, was 35,287,462 shares. The Board has not set a limit on the number of ordinary shares that can be held in Treasury at any one time.

No shares were issued from Treasury during the year under review.

#### **Major Shareholders**

As at 31 December 2024, the Company has been informed by the following shareholders who hold a notifiable interest in the voting rights of the Company:

Shareholder	Number of Shares	% of Total Voting Rights
Dr Sandy Nairn*	4,684,822	16.03
1607 Capital Partners LLC	3,442,515	11.78
Noble Grossart		
Investments Limited	2,468,676	8.45

\* In addition to Dr Nairns holding in the Company, Mrs S Nairn, a Person Closely Associated to Dr Nairn, holds 726,888 ordinary shares (2.50%) in the Company.

The above percentage figures are based on total voting rights of 29,222,180 ordinary shares.

The following updates on notifiable interests in the voting rights of the Company have been received post year end:

Shareholder	Number of Shares held	% of total voting rights
1607 Capital Partners LLC	3,533,839	12.09

#### **Remuneration and Related Parties**

Details in respect of the Directors' remuneration are set out in the Directors' Remuneration Report on pages 23 to 26. Details of any related party transactions are detailed in Note 19 on page 63 of the Financial Statements.

As disclosed in the prior year's Annual Report, the Company has entered into a strategic relationship with Goodhart, through which Goodhart will introduce the Company to investment opportunities in boutique private capital managers; specialist funds (such as the Company's existing investment in the Volunteer Park Capital Fund ("VPC")); and, potentially, co-investments and other unlisted equity investments.

Dr Naim is the sole controller of a company which holds a significant minority shareholding in Goodhart. Accordingly, the arrangements with Goodhart constitute a related party transaction under the Listing Rules. Although the arrangements (including the investment sub-advisory services) did not require shareholder approval (having been determined to be a "smaller related party transaction" in accordance with the class tests under the Listing Rules), the Company obtained confirmation from its sponsor at the time, Dickson Minto, that the terms of the arrangements with Goodhart are fair and reasonable from a shareholder perspective.

There are no other transactions with related parties to report since the financial year end.

#### **Going Concern**

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report on pages 3 to 18. In addition, Notes 16 and 17 on pages 60 to 63 provide details on how the Company manages its exposure to financial risks and manages its capital. The Company's principal and emerging risks are set out in the Strategic Review on pages 14 to 16. The Directors have reviewed revenue forecasts and budgets, and these have been stressed based on various scenarios. The Company's assets consist principally of a diversified portfolio of listed equity shares, a Japanese equities fund investment, private market investments, liquidity funds and cash, which, with the exception of private market investments, in most circumstances are realisable within a short period of time and exceed its liabilities by a significant amount.

After due consideration of the above factors, and the information detailed in the long-term viability statement below, the Directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of the signing of this Annual Report and Financial Statements. For this reason, the Directors have adopted the going concern basis in preparing the Financial Statements.

#### **Long-term Viability Statement**

The Directors have assessed the prospects of the Company over a period longer than one year. The Board considers that, for a company with an investment objective to provide shareholders with an attractive real long-term return by investing globally in undervalued asset classes, a period of five years is an appropriate period to consider for the purpose of the long-term viability statement.

In making its assessment the Board took comfort from the results of a series of stress tests that considered the impact of severe market downturn scenarios on the Company's financial position. The Board also considered the following factors detailed below:

- the Company's current financial position;
- the principal and emerging risks the Company faces, as detailed in the Strategic Review on pages 14 to 16 and in Note 16 on pages 60 to 62 of the Financial Statements;
- that the portfolio comprises principally of investments traded on major global stock markets, private markets, liquidity funds and cash, and that there is a satisfactory spread of investments. The maximum investment in private markets shall not, in total, exceed 30% of the Company's total assets;
- that the expenses of the Company are predictable and modest in comparison with the assets and there are no capital commitments foreseen which would alter that position;
- that the Company has one employee, Dr Nairn who manages the investment portfolio. All of the other Directors are Non-Executive and independent, and consequently do not have any employment-related liabilities or responsibilities; and
- that, should performance be less than the Board considers to be acceptable, it has appropriate powers to replace the Executive Director. The Board is comfortable that should the Executive Director become unavailable, for any reason, the resources available at Goodhart would mitigate any risk.

The Board considers that, following its assessment, there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five-year period of its assessment.

#### **Disclosure of Information to the Auditor**

In accordance with section 418 (2) of the Companies Act 2006, each Director confirms that, so far as they are aware, there is no relevant audit information of which the Company's Auditor is unaware; and, each Director has taken all the steps that they ought to have taken as a Director of the Company in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

#### **Financial Risk Management**

Information about the Company's financial risk management is set out in Note 16 on pages 60 to 62 of the Financial Statements.

#### **Annual General Meeting**

This year's AGM will be held at the offices of Juniper Partners Limited, 28 Walker Street, Edinburgh EH3 7HR on Thursday, 15 May 2025 at 12 noon. The Board would welcome your attendance at the AGM as it provides shareholders with an opportunity to ask questions of both the Board and of the Executive Director.

Resolutions 1 to 10 inclusive deal with the ordinary business of the meeting, namely the receipt of the Annual Report and Financial Statements, to approve the Remuneration Policy, the Directors Remuneration Report, the payment of a final dividend, the re-election of the Directors of the Company, the re-appointment of the Auditor, and to authorise the remuneration of the Auditor.

#### **Resolution 2**

As noted above, shareholders will be requested to approve the Company's Remuneration Policy. No changes have been made to the policy since it was last approved in 2022. Further details can be found on page 23.

In addition to the ordinary business, resolutions relating to the following special business will be proposed:

#### **Resolution 11: Authority to Allot New Shares**

The Directors are seeking to renew their authority to allot ordinary shares up to a maximum aggregate nominal amount of £97,407 which represents approximately one-third of the current issued share capital of the Company (excluding ordinary shares held in Treasury). The Directors believe that it would be beneficial to the Company for them to allot ordinary shares whenever they consider that it would be in the best interests of the Company's shareholders to do so. Ordinary shares will only be issued at a premium to the prevailing net asset value per share at the time of issue.

# Resolution 12: Authority to Disapply Pre-emption Rights

This resolution seeks authority for the Directors to allot ordinary shares up to an aggregate nominal amount of £29,222 without first offering them to existing shareholders. This represents approximately 10% of the current issued share capital. Ordinary shares will only be issued at a premium to net asset value at the time of issue.

#### **Resolution 13: Authority to Repurchase Shares**

This resolution seeks shareholder approval for the Company to renew the power to purchase its own ordinary shares. The Directors believe that the ability of the Company to purchase its own ordinary shares in the market will potentially benefit all shareholders of the Company. The purchase of ordinary shares at a discount to the underlying net asset value would enhance the net asset value on

the remaining ordinary shares if they were cancelled on repurchase or reissued (as Treasury shares) at a lesser discount than that on which they were first repurchased.

The Company is seeking shareholder approval to repurchase up to 4,380,404 ordinary shares, representing approximately 14.99% of the Company's current issued share capital (excluding ordinary shares held in Treasury).

The decision as to whether to repurchase any ordinary shares will be at the absolute discretion of the Board. Ordinary shares repurchased under this authority may either be held by the Company in Treasury for resale or cancelled. The Company will fund any purchases by utilising existing cash resources or loan facilities.

Ordinary shares held in Treasury will only be reissued at a premium to the prevailing net asset value per share at the time of issue and at a price not less than the market bid price at the time of purchase.

The authorities sought under resolutions 11 to 14 will expire at the conclusion of the 2026 Annual General Meeting.

#### **Resolution 14: Notice of General Meetings**

The Board believes that it is in the best interests of shareholders of the Company to have the ability to call meetings on 14 clear days' notice should a matter require urgency. The Board will therefore, as last year, propose a resolution at the AGM to approve the reduction in the minimum notice period from 21 clear days to 14 clear days for all general meetings other than annual general meetings. The Directors do not intend to use the authority unless immediate action is required.

The approval will be effective until the Company's next AGM. The Company will also need to meet the requirements for electronic voting under the Shareholders' Rights Directive before it can call a general meeting on 14 clear days' notice.

The full text of resolutions is set out in the Notice of Annual General Meeting on pages 68 and 69. The Board considers the resolutions proposed to be in the best interests of the Company and its shareholders as a whole and recommends that shareholders vote in favour of each of these resolutions, as the Directors intend to do in respect of their own holdings.

By order of the Board

#### **Juniper Partners Limited**

Company Secretary
3 April 2025

#### REMUNERATION REPORT

The Board is pleased to present the Company's Remuneration Report for the year ended 31 December 2024 which has been prepared in accordance with the Companies Act 2006.

The Company's Auditor is required to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in their report on pages 37 to 43.

#### **Remuneration Committee**

A Remuneration Committee has been established by the Board. The primary responsibility of the Remuneration Committee is to review the remuneration of the Directors of the Company to ensure that they remain commensurate, having regard to the time commitment and responsibilities of each role, and are comparable to the level of fees paid to executive and non-executive directors of other investment companies of a comparable size. Any proposed changes to Directors' fees are subject to approval by the Board as a whole.

The Terms of Reference of the Committee are available on the Company's website at: www.globalopportunitiestrust.com/shareholder-information/key-documents.

#### **Committee Members**

The Remuneration Committee comprises of all the Non-Executive Directors of the Company, each of whom is considered independent. As permitted by the AIC Code, and due to the size of the Board, the Chair of the Board, Cahal Dowds, who was independent on appointment, is a member of the Committee. Hazel Cameron is Chair of the Committee.

#### **Remuneration Policy**

The Company's remuneration policy is that fees payable to the Directors should be commensurate with the amount of time Directors are expected to spend on the Company's affairs, whilst seeking to ensure that fees are set at an appropriate level to enable candidates of a sufficient calibre to be recruited.

#### **Approval of Remuneration Policy**

The Company is required to obtain shareholder approval for its remuneration policy every three years unless renewed, varied, or revoked by the shareholders beforehand. The remuneration policy was last approved by shareholders at the 2022 Annual General Meeting and will be submitted for approval by shareholders at this years AGM on 15 May 2025.

The following table sets out the votes received in relation to the Remuneration Policy at the 2022 AGM:

Votes	Votes cast for*		Votes cast against		Number of votes
Number	%	Number	%	votes cast	withheld
15,061,357	99.81	28,416	0.19	15,089,773	72,045

<sup>\*</sup> Includes discretionary votes.

Annual Remuneration of Non-Executive Directors
Each Non-Executive Director receives an annual fee by
way of remuneration, payable quarterly in arrears. The
Company does not award any other remuneration or
benefits to its Non-Executive Directors. There are no
bonus schemes, pension schemes, share option or longterm incentive schemes in place. Non-Executive Directors
are entitled to be repaid all reasonable travel, hotel and
other expenses properly incurred by them in or about
the performance of their duties as director, including any
expenses incurred in attending meetings of the Board and

During the year to 31 December 2024, the Non-Executive Directors of the Company received the following fees:

its Committees or general meetings of the Company.

Chair of the Board:	£33,000
Non-Executive Director:	£25,000
Chair of the Audit and Management	
Engagement Committee:	+£3,000*
Chair of the Nomination Committee:	+£1,000*
Chair of the Remuneration Committee:	+£1,000*

 Additional remuneration paid to each of the respective committee Chair on top of their standard Non-Executive Director fee.

#### Cap on Directors' Fees

Pursuant to the Articles of Association, the aggregate amount of fees to be paid to the Directors of the Company (excluding the re-imbursement of any incurred taxable expenses) are currently capped at £150,000 per annum, provided that such cap may be further amended by the shareholders by way of ordinary resolution.

Non-Executive Directors' Appointment and Tenure Each Non-Executive Director has a letter of appointment setting out the terms and conditions of their appointment. They are not entitled to any compensation in the event of termination of their appointment or loss of office, other than the payment of any outstanding fees.

Annual Remuneration of the Executive Director On 27 April 2022, Dr Nairn was appointed as an Executive Director of the Company. On 8 June 2022, following the transition of the Company to a self-managed investment company, Dr Nairn entered into a service agreement with the Company and assumed full responsibility for the investment management of the portfolio. Dr Nairn's service agreement will remain in force until terminated by either party giving not less than six months' notice.

#### **REMUNERATION REPORT – continued**

In consideration for his services to the Company as a full time Executive Director, Dr Nairn receives a salary of £75,000 per annum (the 'Executive Salary') in addition to a £25,000 annual fee (in line with the fee paid to the Company's other non-executive directors).

#### **Executive Director's salary reduction**

Given Dr Nairn's interests in Goodhart, it was agreed with him, in March 2023, that his salary would be reduced (such reduction equalling the entire salary, if necessary) by his share (through his minority interest in Goodhart) of amounts credited in the same period in respect of (i) any carried interest on co-investments made by the Company alongside Goodhart and (ii) any partnership profit allocations attributable to Goodhart's net profits on fees earned from the Company (including the Company's existing investment in VPC). The evaluation of carried interest and other profits for the period ended 31 December 2024 was made in February 2025 and concluded there were none, for the period, therefore no salary reduction was required.

#### **Annual Report on Remuneration (audited)**

A single figure for the total remuneration of each Director for the year ended 31 December 2024 is set out in the table below alongside the previous years' total remuneration for comparative purposes:

	Total 2	2024	Total 2023	
Director	Fees (£)	Salary (£)	Fees (£)	Salary (£)
Cahal Dowds	33,000	_	33,000	_
Hazel Cameron	27,000	_	27,000	_
Katie Folwell-Davies <sup>1</sup>	28,000	_	18,990	_
David Ross <sup>2</sup>	-	_	8,938	_
Dr Sandy Nairn³	25,000	75,000	20,190	56,250
	113,000	75,000	108,118	56,250

<sup>&</sup>lt;sup>1</sup> Appointed as a Director on 26 April 2023.

#### **Annual Percentage Change in Total Remuneration**

The table below is a disclosure under The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and sets out the annual percentage change in each Director's remuneration received in the financial period ended 31 December 2024 compared to the previous four financial years. Details of the annual fees paid to Directors are provided in the above table. The percentage changes reflect any change in a Director's role or pro-rata fees as detailed in the footnote below.

Change	in	Total	Domino	ration	(0/1
Change	1111	iotai	Remune	erauon	1701

Director	2024	2023	2022	2021	2020
Cahal Dowds <sup>1</sup>	-	6.6	73.4	_	n/a
Hazel Cameron <sup>2</sup>	_	14.0	77.1	_	n/a
Katie Folwell-Davies <sup>3</sup>	47.4	_	n/a	n/a	n/a
Dr Sandy Nairn <sup>4</sup>	30.8	_	n/a	n/a	n/a
David Ross⁵	n/a	(66.0)	5.0	_	6.9
Teddy Tulloch <sup>6</sup>	n/a	n/a	n/a	(55.6)	1.7
David Hough <sup>7</sup>	n/a	n/a	n/a	(82.2)	2.4
Tom Walker <sup>8</sup>	n/a	n/a	(67.5)	_	36.5

<sup>&</sup>lt;sup>1</sup> Appointed as a Director on 18 May 2021 and Chair on 9 June 2021.

<sup>&</sup>lt;sup>2</sup> Retired as a Director on 26 April 2023.

From 29 March 2023, Dr Nairn receives a salary of £75,000 per annum in addition to a £25,000 annual fee.

<sup>&</sup>lt;sup>2</sup> Appointed as a Director on 18 May 2021 and Chair of both the Nomination and Remuneration Committees on 17 August 2022.

Appointed as a Director and Chair of the Audit Committee on 26 April 2023.

<sup>&</sup>lt;sup>4</sup> Appointed as Executive Director on 27 April 2022 and on a full time basis from 29 March 2023.

<sup>&</sup>lt;sup>5</sup> Retired as a Director on 26 April 2023.

<sup>&</sup>lt;sup>6</sup> Retired as a Director and Chair on 9 June 2021.

<sup>&</sup>lt;sup>7</sup> Retired as a Director on 3 March 2021.

<sup>&</sup>lt;sup>8</sup> Retired as a Director on 27 April 2022.

#### **REMUNERATION REPORT – continued**

#### **Relative Importance of Directors' Fees**

•		2024	2023
As at 31 December		(£)	(£)
Non-Executive Directors' fees	113,	,000	108,118
Executive Director and Management fees	216,	,627	218,466
Buyback of ordinary shares		_	_
Annual dividend paid to shareholders	1,461,	.109¹	1,461,109 <sup>2</sup>
Year on year change			
	:	2024	2023
As at 31 December		%	%
Non-Executive Directors' fees		4.5	23.0
Executive Director and Management fees		(8.0)	(35.2)
Buyback of ordinary shares		-	(100.0)
Annual dividend paid to shareholders		_	

<sup>&</sup>lt;sup>1</sup> A final dividend of 5.0p per ordinary share relating to the financial year ended 31 December 2023 was paid to shareholders on 31 May 2024.

#### Statement of Voting at the 2024 Annual General Meeting

The following sets out the shareholder votes received at the 2024 Annual General Meeting of the shareholders of the Company, in respect of the approval of the Directors' Remuneration Report:

	Votes ca	st for	Votes cast	against		Number of
	Number	%	Number	%	Total votes cast	votes withheld
1.	2,950,791	99.85	19,499	0.15	12,970,290	69,391

#### **Directors' Interests (audited)**

There is no requirement under the Company's Articles of Association, or the terms of appointment, for the Directors to hold shares in the Company.

The interests of the Directors and any connected persons in the ordinary shares of the Company are shown below:

Director	31 December 2024	31 December 2023
Cahal Dowds	34,987	34,987
Hazel Cameron	24,626	24,626
Katie Folwell-Davies	_	_
Dr Sandy Nairn¹	4,684,822	4,534,822

<sup>&</sup>lt;sup>1</sup> In addition to the above beneficial shareholdings, Mrs S Nairn, a Person Closely Associated to Dr Nairn, holds 729,666 ordinary shares (2.50%) in the Company.

None of the Non-Executive Directors were a party to or had any interest in any contract or arrangement with the Company at any time during the year or subsequently. As disclosed on page 23, Dr Nairn has a service agreement with the Company in respect of his appointment as Executive Director.

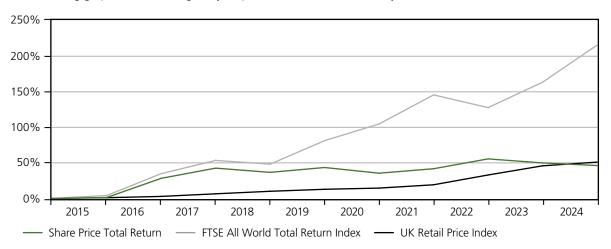
<sup>&</sup>lt;sup>2</sup> A final dividend of 5.0p per ordinary share relating to the financial year ended 31 December 2022 was paid to shareholders on 31 May 2023.

#### **REMUNERATION REPORT – continued**

#### **Ten-year Performance**

The below graph compares the share price total return (assuming all dividends are reinvested) to shareholders, against the UK Retail Price Index and the total return of the FTSE All-World Index. The UK Retail Price Index has been selected as the objective of the Company is to provide shareholders with an attractive real long-term total return by investing globally in asset classes. Although the Company has no formal benchmark, the FTSE All-World Index has been selected as it is considered to represent a broad equity market index against which the performance of the Company's assets may be compared.

The following graph tracks a rolling ten-year performance to the financial year end under review:



The Remuneration Report comprising pages 23 to 26 has been approved and signed on behalf of the Board by:

#### **Hazel Cameron**

Chair of the Remuneration Committee

3 April 2025

#### CORPORATE GOVERNANCE REPORT

#### Introduction

The Company is a member of the Association of Investment Companies (the 'AIC').

The Board has considered the principles and provisions of the 2019 AIC Code of Corporate Governance (the 'AIC Code'), which can be found on the AIC website at www.theaic.co.uk. The AIC Code addresses the principles and provisions set out in the 2018 UK Corporate Governance Code (the 'UK Code') as issued by the Financial Reporting Council (the 'FRC') as well as setting out additional provisions on issues that are of specific relevance to the Company as an investment trust. The Board intends to comply with the new AIC Code issued in August 2024, which will come into effect for accounting periods beginning on or after 1 January 2025 (with the exception of Provision 34 which will come into effect for accounting periods beginning on or after 1 January 2026).

The Board considers that reporting against the principles and provisions of the AIC Code, which has been endorsed by the FRC, provides more relevant information to shareholders. The terms of the FRC's endorsement mean that AIC members who report against the AIC Code fully meet their obligations under the UK Code and the related disclosure requirements contained in the Listing Rules.

The Board confirms that the Company has complied with the provisions of the AIC Code throughout the financial year under review, except as set out below.

The Board does not consider it appropriate for a senior independent director to be appointed, as recommended by provision 6.2.14 of the AIC Code, due to its small size and operation as a unitary Board. The Board does not consider it appropriate for an external evaluation of the Board to be carried out as recommended by provision 7.2.26 of the AIC Code as it believes the current evaluation process to be objective and rigorous. The Board, the members of which meet formally at least four times a year and are in regular contact as required, is also of the view that its composition is suitably diverse and effective.

#### **Board of Directors**

Under the leadership of the Chair, the Board is collectively responsible for the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society. It establishes the purpose, values and strategic aims of the Company and satisfies itself that these and its culture are aligned. The Board ensures that the necessary resources are in place for the Company to meet its objectives and fulfil its obligations to shareholders within a framework

of high standards of corporate governance and effective internal controls. The Board is responsible for the determination of the Company's investment policy and strategy and has overall responsibility for the Company's activities, including the review of investment activity and performance, and the control and supervision of the Executive Director, Sub-Advisor and other key suppliers.

The Board seeks to ensure that it has an appropriate balance of skills and experience, and considers that, collectively, it has substantial recent and relevant experience of investment trusts and financial and public company management. The Chair, Cahal Dowds, is deemed by his fellow independent Board members to be independent and to have no conflicting relationships. He does not have any other significant commitments that would affect the time he can commit to the Company's affairs. The role and responsibilities of the Chair are clearly defined and set out in writing, a copy of which is available on the Company's website.

#### **Board Composition**

As at 31 December 2024 the Board comprised three Non-Executive Directors, all of whom are considered to be independent, and one Executive Director.

Other than their letters of appointment, none of the Non-Executive Directors have a contract of service with the Company nor has there been any other contract or arrangement between the Company and any Non-Executive Director at any time during the year.

The Company's Executive Director, Dr Nairn, has a service agreement in place with the Company, further details on which are outlined on page 23.

#### **Board Committees**

The Board has created the following Committees which have written terms of reference detailing their respective responsibilities, copies of which are available on the Company's website www.globalopportunitiestrust.com.

Audit and Management Engagement Committee The Audit and Management Engagement Committee comprises all Non-Executive Directors of the Company and is chaired by Katie Folwell-Davies.

The Report of the Audit and Management Engagement Committee which details the role of the committee and the work it has undertaken during the year under review can be found on pages 32 to 35 of this report.

#### **Nomination Committee**

The Nomination Committee comprises all Non-Executive Directors of the Company and is chaired by Hazel Cameron.

The primary responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, diversity and experience) of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary; to give full consideration to succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board; and be responsible for identifying and nominating for approval of the Board, candidates to fill board vacancies as and when they arise.

In addition, the Nomination Committee is responsible for the annual performance evaluation of the Board and its Committees.

#### **Remuneration Committee**

The Remuneration Committee comprises all Non-Executive Directors of the Company and is chaired by Hazel Cameron.

The Remuneration Report and Policy contains details of the role of the Remuneration Committee and the work it has undertaken during the year under review can be found on pages 23 to 26 of this report.

#### **Meeting Attendance**

The Board meets in person at least four times a year to receive and review reports from the Executive Director, Sub-Advisor, Administrator, and the Company's other service providers on a full range of relevant matters, including investments, marketing, administration, risks and regulatory updates. Additional meetings are held on an ad-hoc basis as required.

Details of Director attendance at Board and Committee meetings during the year under review are as follows:

	Board	Audit and Management Engagement Committee	Nomination Committee	Remuneration Committee
Cahal Dowds	4/4	3/3	1/1	1/1
Hazel Cameron	4/4	3/3	1/1	1/1
Katie Folwell-Davies	4/4	3/3	1/1	1/1
Dr Sandy Nairn	4/4	n/a	n/a	n/a

In addition to the above scheduled meetings, several ad-hoc Board meetings were held during the year. These meetings discussed the investment management arrangements and the Company's portfolio.

#### **Performance Evaluation**

In accordance with the AIC Code, an evaluation of the Non-Executive Directors of the Company is undertaken on an annual basis.

The Board does not consider the use of external consultants to conduct the performance evaluation necessary as it is of the opinion that the use of an external consultant is unlikely to provide any meaningful advantage over the process that has been adopted. However, the option of doing so will be regularly reviewed.

A process of performance evaluation has been undertaken, by way of questionnaire, by which the performance of the Chair, each Director, the Audit and Management Engagement Committee, the Nomination Committee, the Remuneration Committee (the 'Board Committees'), and the Board as a whole, have been evaluated in respect of the year ended 31 December 2024.

This process consisted of a series of appraisal meetings and discussions between the Chair and each of the other Directors (including the Executive Director). The independence of the Non-Executive Directors and their ability to commit sufficient time to the Company's activities was considered as part of the evaluation process. The ability of Non-Executive Directors to provide constructive challenge, strategic guidance, to offer specialist guidance and to hold third parties to account was also evaluated during the evaluation process. The performance of the Chair was similarly evaluated by the other Directors, led by the Chair of the Nomination Committee. The composition and performance of the Board Committees were also assessed as part of the evaluation process.

Following completion of the evaluation process, the Board concluded that all Non-Executive Directors remain independent, contribute effectively, have the skills and experience relevant to the leadership and direction of the Company and can commit sufficient time to the Company's activities.

In addition, the Non-Executive Directors reviewed the performance of the Executive Director, Dr Nairn. As part of the review, the Non-Executive Directors considered the overall performance of the portfolio against the Company's investment objective and that of the Company's peer group in the AIC Flexible Investment Sector. The Non-Executive Directors also considered Dr Nairn's interaction with the Board and the quality of reporting and information provided to the Board for its quarterly meetings and on an ad-hoc basis. Following its review, the Non-Executive Directors concluded that the performance of Dr Nairn as Executive Director was in line with expectations and that his continued appointment was in the best interest of shareholders.

#### **Diversity Policy**

The Board regularly reviews its composition and effectiveness. As part of its review, it considers succession planning; identification of the skills and experience required to meet future opportunities; the challenges facing the Company; and those individuals who might best provide them. The Board supports the recommendations of the Hampton-Alexander Review on gender diversity and the Parker Review on ethnic representation on boards. The Board acknowledges the benefits of boardroom diversity, encompassing characteristics such as skillset, geographical and industry experience, social background, ethnicity, race and gender and has agreed that whilst these characteristics will be taken into account for any new Director appointments, the priority would be appointment on merit against the requirements of the role. Therefore, although the Board is mindful of the targets in the FCA's Listing Rules that the Company is required to report against, no measurable targets in relation to Board diversity have been set.

#### **Board Composition**

The FCA Listing Rules now include a requirement for companies to report against diversity and inclusion targets on a comply or explain basis. Outlined below is an overview of the targets and the Company's compliance or otherwise as at its chosen reference date of 31 December 2024, in accordance with Listing Rule 6.6.6(R):

- At least 40% of the individuals on the Board are women: the Company meets this target with its Board composition being 50% female.
- At least one senior Board position is held by a woman: in line with other investment trusts, the Board considers the Chair of the Board and the chair roles of its permanent committees to be senior positions. As at 31 December 2024, the roles of Chair of the Audit and Management Engagement Committee, Chair of the Nomination Committee and Chair of the Remuneration Committee were held by women. The role

of Chair of the Board was held by a man. The Company has not appointed a senior independent director for the reasons given on page 27.

• At least one individual on the Board is from a minority ethnic background: the Company does not meet this target. In view of its small size, which it considers appropriate, and the infrequency with which Board appointments are made, the Board is aware that achieving this target is more challenging. It will however be mindful of this target when making any future appointments.

The following tables set out the data on the diversity of the Directors on the Company's Board in accordance with Listing Rule 6.6.6R(10) as at 31 December 2024. This data has been collected through direct consultation with the Board. There have been no changes in the below data since 31 December 2024.

Gender	Number of Board members	Percentage of the Board	Number of senior positions on the Board	Percetage of senior positions of the Board
Men	2	50%	1 <sup>1</sup>	25%
Women	2	50%	3 <sup>2</sup>	75%

- <sup>1</sup> The Company only has one of the senior roles specified by the Listing Rules, that is the position of Chair of the Board, which is held by Cahal Dowds.
- <sup>2</sup> The Company considers that the chairs of its permanent subcommittees are all senior positions.

Gender	Number of Board members	Percentage of the Board	Number of senior positions on the Board	Percetage of senior positions of the Board
White				
British				
or other				
White	4	100%	4	100%

#### **Chair and Directors' Tenure Policy**

The Board has set a Tenure Policy which covers both the Chair and all Non-Executive Directors.

The Board considers that length of service does not necessarily compromise the independence or contribution of the directors of investment trust companies where experience and continuity can be a significant strength.

The Board is mindful of the AIC Code in relation to the tenure of Directors (including the Chair). The Board does not consider it appropriate that Directors should be appointed for a specific term, however, in normal circumstances all Directors (including the Chair) will not serve in excess of nine years from their date of appointment.

#### **Succession Planning**

The Board believes that its composition and the skill set of the four incumbent Directors is appropriate for the activities of the Company. Furthermore, at the time of the 2025 AGM, no Director will have served for a period greater than four years. Although no changes are therefore being proposed to its composition, succession planning is continuously considered as part of the Board's responsibilities.

Director	Date of Appointment	Tenure at 2025 AGM
Cahal Dowds	18 May 2021	4 Years
Hazel Cameron	18 May 2021	4 Years
Katie Fowler-Davies	26 April 2023	2 Years
Dr Sandy Nairn	27 April 2022	3 Years

#### **Re-election and Appointment of Directors**

In accordance with the AIC Code, the Board has adopted the policy of requiring each Director to stand for re-election on an annual basis to allow shareholders to decide on the appropriateness of the composition of the Board. Any new Directors appointed during the year are automatically subject to election at the first AGM following their appointment.

Following completion of the performance evaluation, it is considered that each Director has the necessary skills and experience, and continues to contribute effectively to the management of the Company. In addition, it is believed that the Board has the relevant expertise and sufficient time to provide the appropriate leadership and direction for the Company.

In accordance with the Board's policy, Cahal Dowds, Hazel Cameron and Katie Folwell-Davies will stand for re-election as Non-Executive Directors of the Company at the 2025 AGM. Dr Nairn will also stand for re-election as an Executive Director of the Company.

The Board acknowledges that Cahal Dowds and Hazel Cameron are both directors of Continuum Advisory Partners Limited ('Continuum'), a private limited company. Katie Folwell-Davies, has considered their respective roles with Continuum and has determined that, notwithstanding their common directorship, both Cahal and Hazel continue to provide expert and valued contributions to Board deliberations, that they both remain independent of Dr Nairn as Executive Director of the Company and that this independence, both of character and judgement, is not impaired by their common directorship. This assessment will be kept under review.

The Board strongly recommends the re-election of each of the independent Non-Executive Directors of the Company on the basis of their expertise and experience in investment matters, their independence and their continuing effectiveness and commitment to the Company.

The Board also strongly recommends the re-election of Dr Nairn as Executive Director of the Company on the basis of his experience in managing the investment portfolio and his continuing effectiveness and commitment to the Company.

# Induction of Directors and Ongoing Training The Board has agreed a procedure for the induction and training of new Board appointees and training requirements are dealt with as required.

#### **Company Secretary**

The Board also has direct access to the advice and services from the Company Secretary, Juniper Partners Limited, who are responsible for ensuring that Board procedures are followed and that the applicable regulations are complied with. The Company Secretary is also responsible to the Board for ensuring timely delivery of information and reports and also for compliance with the statutory obligations of the Company.

#### **Conflicts of Interest**

A Director must avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or may conflict, with the Company's interests (a 'situational conflict'). The Articles of Association give the Directors authority to approve such situations, where appropriate. It is the responsibility of each individual Director to avoid an unauthorised situational conflict arising. He or she must request authorisation from the Board as soon as he or she becomes aware of the possibility of a situational conflict arising.

The Board is responsible for considering Directors' requests for authorisation of situational conflicts and for deciding whether or not the situational conflict should be authorised. The factors considered include whether the situational conflict could prevent the Director from properly performing her/his duties, whether it has, or could have, any impact on the Company and whether it could be regarded as likely to affect the judgement and/ or actions of the Director in question. When the Board is deciding whether to authorise a conflict or potential conflict, only Directors who have no interest in the matter being considered are able to take the relevant decision, and in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors are able to impose limits or conditions when giving authorisation if they think this is appropriate in the circumstances.

A register of conflicts/potential conflicts of interest is maintained by the Company Secretary and is reviewed at each Board meeting. Directors are required to confirm at these meetings whether there has been any change to their position.

#### Insurance and indemnity

The Board has formalised arrangements under which the Directors, in the furtherance of their duties, may seek independent professional advice at the expense of the Company.

The Company also maintains directors' and officers' liability insurance, which includes cover of defence expenses.

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

**Risk Management and Internal Control Review**The Directors acknowledge that they have overall responsibility for the Company's risk management and internal control systems and for reviewing their effectiveness.

An ongoing process, in accordance with the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting, has been implemented for identifying, evaluating and managing the principal and emerging risks faced by the Company. This process has been in place throughout the year ended 31 December 2024, and up to the date that the Financial Statements were approved, and is regularly reviewed by the Board, through the Audit and Management Engagement Committee. Key procedures established with a view to providing effective financial control have also been in place for the year ended 31 December 2024 and up to the date the Financial Statements were approved.

The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Company's investment objective. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.

#### **Internal Control Assessment Process**

Risk assessment and the review of internal controls are undertaken by the Board, through delegation to the Audit and Management Engagement Committee, in the context of the Company's overall investment objective. The review covers the key business, operational, compliance and financial risks facing the Company.

The Company's principal and emerging risks are set out in the Strategic Review on pages 14 to 16 and in Note 16 on pages 60 to 62 of the Financial Statements. In arriving at its judgement of what risks the Company faces, the Board has considered the Company's operations in the light of the following factors:

- the nature and extent of risks which it regards as acceptable for the Company to bear within its overall business objective;
- the likelihood of such risks becoming a reality;
- the Company's ability to reduce the incidence and impact of risk on its performance; and
- the cost to the Company and benefits related to the Company and third parties operating the relevant controls.

Against this background, the Board has split the review of risk and associated controls, within the Company's risk assessment matrix, into four sections reflecting the nature of the risks being addressed. These sections are as follows:

- corporate strategy;
- published information, compliance with laws and regulations;
- relationship with service providers; and
- investment and business activities.

The system of internal control can only be designed to manage rather than eliminate the risk of failure to achieve business objectives and therefore can provide only reasonable, but not absolute, assurance against fraud, material misstatement or loss.

By the means of the procedures set out above, the Board confirms that it has reviewed the effectiveness of the Company's systems of internal controls for the year ended 31 December 2024, and to the date of approval of this Annual Report.

On behalf of the Board

#### **Cahal Dowds**

Chair

3 April 2025

#### REPORT OF THE AUDIT AND MANAGEMENT ENGAGEMENT COMMITTEE

As Chair of the Audit and Management Engagement Committee, I am pleased to present the Committee's report to shareholders for the year ended 31 December 2024.

#### **Committee Members**

The Audit and Management Engagement Committee comprises of all the Non-Executive Directors of the Company, each of whom is considered independent. As permitted by the AIC Code, and due to the size of the Board, the Chair of the Board, Cahal Dowds, who was independent on appointment, is a member of the Committee. Katie Folwell-Davies is Chair of the Committee.

All Committee members consider that, individually and collectively, they are appropriately experienced to fulfil their role on the Committee. All members of the Committee are qualified accountants. Each member contributes recent financial experience gained from senior positions in the finance sector.

The Committee met three times during the financial year ended 31 December 2024.

The Committee invites the Company's Auditor, the Executive Director, Juniper Partners Limited and any other of its service providers, as required, to attend and report to the Committee on relevant matters.

## Role of the Audit and Management Engagement Committee

The primary responsibilities of the Audit and Management Engagement Committee are as follows:

#### **Financial**

- To review the contents of the Annual Report and half yearly financial statements and advise the Board on whether, taken as a whole, are fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- To report on any significant issues that it has considered in relation to the annual and half yearly financial statements and how these were addressed; and
- To make whatever recommendations to the Board it deems appropriate and to compile a report to shareholders to be included in the Company's Annual Report and financial statements.

#### **Audit**

- To review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, including planned levels of materiality and proposed resources; and
- To assess the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of the audit firm, when a tender was last conducted and advance notice of any retendering plans.

#### Going Concern and Viability

- To consider the appropriateness of the going concern basis of accounting in preparing the Annual Report and half yearly financial statements and to identify any material uncertainties to the Company's ability to continue to do so over a period of at least 12 months from the date of approval of the financial statements; and
- To review the disclosures included in the Annual Report and financial statements in relation to the long-term viability of the Company.

#### Internal Control and Risk Management

- To conduct a robust assessment of the Company's principal and emerging risks and confirm in the Annual Report that it has completed this assessment; and
- To review the Company's risk management and internal financial controls, their adequacy and effectiveness and report on such review in the Annual Report.

#### Service Providers

 To review the performance of the Company's service providers against their individual terms of service.

The Terms of Reference of the Committee are available on the Company's website at: https://globalopportunitiestrust.com/shareholder-information/key-documents

## REPORT OF THE AUDIT AND MANAGEMENT ENGAGEMENT COMMITTEE

#### continued

#### **Significant Accounting Matters**

The following significant accounting matters were considered by the Committee during the year under review.

Significant matter	How the issue was addressed
Valuation, existence, and ownership of investments	The valuation of investments is undertaken in accordance with the accounting policies as detailed in Note 1 to the accounts. The Board receives regular updates on the investment portfolio from the Executive Director. The Executive Director is responsible for the portfolio's ongoing compliance with investment policy limits and will report any breaches to the Board / Committee. The Company also receives a quarterly valuation for its level 3 security from the Sub-Advisor. The valuation of the level 3 security is reviewed by the Executive Director.
	The Administrator reconciles the investment portfolio against the Custody account on a daily basis and will report any reconciliation breaks to the Board / Committee.
	The Company's Board of Directors has approved the fair value of the level 3 investment through confirmation from the Sub-Advisor on the valuation of the level 3 investment, and consultation with the Executive Director on this.
Recognition of investment income	The recognition of investment income is undertaken in accordance with accounting policy Note 1 to the accounts.
	The Committee reviewed detailed revenue forecasts as prepared by the Administrator and considered the allocation of dividend income between revenue and capital.
Calculation of investment management fee	The investment management fee was calculated in accordance with the Investment Management Agreement. The Board reviews expense schedules and the investment management fee calculation.
Compliance with Sections 1158 and 1159	To ensure that the Company continues to meet the criteria for investment trust status, the Committee reviewed the Company's compliance with Sections 1158 and 1159 of the Corporation Tax Act 2010.
	The Committee receives quarterly reporting from the Administrator detailing the Company's continuing compliance with Sections 1158 and 1159. Throughout the financial year under review, the Company has maintained its status as an investment trust.
Going Concern/Long Term Viability	The Committee reviewed the appropriateness of the adoption of the Going Concern basis in preparing the accounts. The Committee recommended to the Board that the adoption of the Going Concern basis remained appropriate (see Going Concern statement on page 21).
	The Committee also assessed the Long-Term Viability of the Company as detailed on page 21 and recommended to the Board its expectation that the Company would remain in operation for the five-year period of the assessment.
Internal Controls	During the year, the Committee reviewed and updated, where appropriate, the Company's risk assessment. This is done on an ongoing basis. For information on how this review was undertaken, see page 31.
	The Company does not have an internal audit function as most of its day-to-day operations are delegated to third parties, all of whom have their own internal control procedures. The Committee discussed whether it would be appropriate to establish an internal audit function and agreed that the existing system of monitoring and reporting by third parties remains appropriate and sufficient.

#### REPORT OF THE AUDIT AND MANAGEMENT ENGAGEMENT COMMITTEE

#### continued

#### **Auditor Appointment and Tenure**

Johnston Carmichael LLP was appointed as Auditor to the Company on 22 April 2020. The audit partner, with effect from the year ended 31 December 2023, has been Richard Sutherland. Rotation of the audit partner will take place every five years in accordance with the Financial Reporting Council's Revised Ethical Standard 2019.

There are no contractual obligations that would restrict the Committee in selecting an alternative external auditor. The Committee reviews the re-appointment of the Auditor annually to ensure that the external audit remains effective and independent.

#### **Assessment of the External Audit Process**

In conducting its review of the audit of the Company by Johnston Carmichael LLP, the Committee considered:

- the audit plan for the year, including the audit team and approach to significant risks;
- the Auditor's arrangements for any conflicts of interest;
- the extent of any non-audit services (all non-audit services are subject to pre-approval by the Committee; there were no non-audit services in the reporting year); and
- the statement by the Auditor confirming that they remain independent within the meaning of the regulations and their professional standards.

With regards to the effectiveness of the audit process, the Committee reviewed:

- the fulfilment by the Auditor of the agreed audit plan;
- the audit findings report issued by the Auditor on the audit of the Annual Report and Financial Statements for the year ended 31 December 2024; and
- feedback from the Chair of the Committee and the Administrator on the audit of the Company.

The Committee concluded that the audit of the Company was in line with expectations and that the Auditor remained independent. Accordingly, the Board approved the Committee's recommendation that a resolution in respect of the re-appointment of Johnston Carmichael LLP be put to shareholders for approval at the Annual General Meeting to be held on 15 May 2025.

#### **Audit Fee**

The audit fee for the year ended 31 December 2024 was £37,500 (2023: £35,000).

#### Fair, Balanced and Understandable

As a result of the work performed, the Audit and Management Engagement Committee has concluded that the Annual Report and Financial Statements for the year ended 31 December 2024, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy, and has reported on these findings to the Board. The Board's conclusions in this respect are set out in the Statement of Directors' Responsibilities on page 36.

#### **Internal Control and Risk Management**

The Committee considered the effectiveness of the control environments of the Company's key service providers during the year.

The Board has therefore established an ongoing process designed to meet the particular needs of the Company in managing the risks to which it is exposed, consistent with the internal control guidance issued by the Financial Reporting Council. The process relies principally on a risk based system of internal control whereby a test matrix is created that identifies the key functions carried out by the Company and other service providers, the individual activities undertaken within those functions, the risks associated with each activity and the controls employed to minimise those risks.

A formal annual review of the Company's risk-based system of internal controls is carried out by the Board and includes consideration of internal control reports issued by the service providers, where applicable.

Such review procedures have been in place throughout the financial year and up to the date of approval of the Annual Report, and the Board is satisfied with their effectiveness. These procedures are designed to manage, rather than eliminate, risk and, by their nature, can provide only reasonable, not absolute, assurance against material misstatement or loss. The Company does not have an internal audit function as the Audit and Management Engagement Committee believes that the Company's structure does not warrant such a function. This is reviewed by the Committee annually.

# REPORT OF THE AUDIT AND MANAGEMENT ENGAGEMENT COMMITTEE

# continued

#### **Review of Service Providers**

The Committee reviews the performance of the Company's service providers to ensure that they continue to comply with their terms of service, that their fees remain competitive, and that their continued appointment is in the best interests of shareholders.

Following completion of its review of the Company's service providers, no matters of concern were raised to the Board, and the Committee confirmed that the continuing appointment of the Executive Director, Dr Nairn, and the Company's other service providers was in the best interests of shareholders.

# **Annual Evaluation**

The activities of the Audit and Management Engagement Committee were considered as part of the Board appraisal process. The conclusion from the appraisal was that the Committee continued to operate effectively, with the right balance of membership, experience, and skills.

# **Katie Folwell-Davies**

Chair of the Audit and Management Engagement Committee

3 April 2025

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable UK law and regulations.

The Companies Act 2006 (the 'Law') requires the Directors to prepare Financial Statements for each financial period. Under that Law, they have elected to prepare the Financial Statements in accordance with UK Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Under the Law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these Financial Statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its Financial Statements comply with the Law and include the information required by the Listing Rules of the Financial Conduct Authority. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Remuneration Report and Corporate Governance Statement that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website, www.globalopportunitiestrust.com. The work carried out by the Auditor does not include consideration of these matters and, accordingly, the Auditor accepts no responsibility for any changes that may have occurred to the Financial Statements since they were initially presented on the website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors, who are listed on page 19 of this report, confirm to the best of their knowledge that:

- the Financial Statements, prepared in accordance with the applicable set of UK Accounting Standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Annual Report includes a fair view 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 the Company faces; and
- in the opinion of the Board, the Annual Report and Financial Statements taken as a whole, is fair, balanced and understandable and provides the information necessary to assess the Company's performance, business model and strategy.

On behalf of the Board

# **Cahal Dowds**

Chair

3 April 2025

# INDEPENDENT AUDITOR'S REPORT

to the members of Global Opportunities Trust plc

# Opinion

We have audited the financial statements of Global Opportunities Trust plc ("the Company") for the year ended 31 December 2024, which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity, Statement of Cash Flow and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- Give a true and fair view of the state of the Company's affairs as at 31 December 2024 and of its return for the year then ended;
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# Our approach to the audit

We planned our audit by first obtaining an understanding of the Company and its environment, including its key activities delegated by the Board to relevant approved third-party service providers and the controls over provision of those services.

We conducted our audit using information maintained and provided by Juniper Partners Limited (the "Company Secretary", and "Administrator") Goodhart Partners LLP (the "Sub-Advisor"), and JP Morgan Chase Bank (the "Custodian"), to whom the Company has delegated the provision of services.

We tailored the scope of our audit to reflect our risk assessment, taking into account such factors as the types of investments within the Company, the involvement of the Administrator, the accounting processes and controls, and the industry in which the Company operates.

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

#### **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 forming our opinion thereon, we do not provide a separate opinion on these matters.

We summarise below the key audit matters in arriving at our audit opinion above, together with how our audit addressed these matters and the results of our audit work in relation to these matters.

to the members of Global Opportunities Trust plc

# Key audit matter

# Valuation of level 1 and level 2 investments (as described on page 33 in the Report of the Audit and Management Engagement Committee and as per the accounting policy on page 49 and Note 8).

The valuation of the level 1 listed investments portfolio was £50.8m and the value of the level 2 investments portfolio was £35.3m as at 31 December 2024.

As this is the largest component of the Company's Balance Sheet and a key driver of the Company's net assets and total return, this has been designated a key audit matter, being one of the most significant assessed risks of material misstatement due to error.

There is a further risk that investments held at fair value may not be actively traded and the quoted prices may not therefore be reflective of their fair value.

# Valuation and ownership of level 3 investment (as described on page 33 in the Report of the Audit and Management Engagement Committee and as per the accounting policy on page 49 and Note 8).

The valuation of the level 3 investment as at 31 December 2024 was £8.1m.

As this is a large component of the Company's Balance Sheet, a key driver of the Company's net assets and total return, and management are required to use judgement to estimate the valuation of the level 3 investment, this has been designated a key audit matter, being one of the most significant assessed risks of material misstatement due to fraud or error.

Additionally, there is a risk that the Company does not have proper legal title to the level 3 investment recorded as held at 31 December 2024.

# How our audit addressed the key audit matter and our conclusions

We performed a walkthrough of the level 1 and level 2 investment valuation process at the Administrator and assessed controls reports provided by the Custodian to evaluate the design and implementation of key controls.

We compared market prices and exchange rates applied to all level 1 and 2 investments held at 31 December 2024 to an independent third-party source and recalculated the investment valuations.

We obtained average trading volumes from an independent third-party source for all level 1 investments held at year end and have assessed their liquidity. We have also assessed trading activity for evidence of an active market.

From our completion of the procedures, we identified no material misstatements in relation to the valuation of level 1 and level 2 investments.

We performed a walkthrough of the level 3 investment valuation and ownership process at the Administrator to evaluate the design and implementation of key controls.

We tested how management made their estimate of the fair value of the level 3 investment, which is an interest in a private equity fund, by agreeing the inputs to management's estimate to supporting evidence. These inputs included;

- the net asset value of the fund at its latest available measurement date closest to the Company's year end; and
- movements in the fund value between the fund's latest measurement date and the Company's year-end, as confirmed by correspondence with the underlying fund manager.

We also evaluated management's assessment of the underlying fund manager's approach to determining the fair value of the underlying investments in the fund.

We obtained evidence that the NAV of the underlying investment was audited by a registered auditor and reviewed the auditor's opinion for any modifications.

We assessed the sufficiency and appropriateness of the evidence obtained by management, as well as their conclusions with respect to the alignment of the methodology applied to International Private Equity and Venture Capital Valuation (IPEV) Guidelines.

We agreed the level 3 investment holding to a direct confirmation from the underlying fund manager.

From our completion of these procedures, we identified no material misstatements in relation to the valuation and ownership of the level 3 investment.

to the members of Global Opportunities Trust plc

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	low our audit addressed the key audit matter nd our conclusions
Revenue recognition, including allocation of special dividends as revenue or capital returns  (as described on page 33 in the Report of the Audit and Management Engagement Committee and as per the accounting policy on page 48 and Note 2).  Income from investments recognised in the year was £1.6m, primarily consisting of dividend income from listed investments.  Revenue-based performance metrics are often one of the key performance indicators for stakeholders. The income from investments received by the Company during the year directly impacts these metrics and the minimum dividend required to be paid by the Company.  There is a risk that revenue is incomplete, did not occur or is inaccurate through failure to recognise income entitlements or failure to appropriately account for their treatment. It has therefore been designated a key audit matter, being one of the most significant assessed risks of material misstatement due to error.  Additionally, there is a further risk of incorrect allocation of special dividends as revenue or capital returns, as judgement is required in determining their allocation within the Income Statement. This has been assessed as a risk of material misstatement due to fraud and error.	Ve performed a walkthrough of the revenue ecognition process (including the process for allocating pecial dividends as revenue or capital returns) the Administrator to evaluate the design and implementation of key controls.  Ve assessed whether income was recognised and disclosed in accordance with the financial reporting ramework, including the AIC SORP and the Company's ecounting policies.  Ve recalculated 100% of dividends due to the company based on investment holdings throughout the ear, exchange rates as agreed to independent third-party sources, and announcements made by investee ompanies.  Ve agreed a sample of investment income recognised to bank statements.  Ve obtained a list of all special dividends received by the Company and their allocation as revenue or apital returns, and used third-party independent lata sources to assess the completeness of the special dividend population and determined whether special dividends recognised were revenue or capital in nature with reference to the underlying circumstances of the evestee companies' dividend payments.  Tom our completion of these procedures, we identified to material misstatements in relation to revenue

# Our application of materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality in determining the nature and extent of our work and in evaluating the results of that work.

recognition, including allocation of special dividends as

revenue or capital returns.

Materiality measure	Value
Materiality for the financial statements as a whole We have set materiality as 1% of net assets as we believe that net assets is the primary	£1.09m (2023: £1.06m)
performance measure used by investors and is the key driver of shareholder value. We determined the measurement percentage to be commensurate with the risk and complexity of the audit and the Company's listed status.	(2020. 2
Performance materiality	£0.82m
Performance materiality represents amounts set by the auditor at less than materiality for the financial statements as a whole, to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.	(2023: £0.80m)
In setting this we consider the Company's overall control environment and any experience of the audit that indicates a lower risk of material misstatements. We have set performance materiality at 75% of our overall financial statement materiality, as we audited the Company in the prior year.	

to the members of Global Opportunities Trust plc

Materiality measure	Value
Specific materiality Recognising that there are transactions and balances of a lesser amount which could influence the understanding of users of the financial statements we calculate a lower level of materiality for testing such areas.	f0.12m (2023: f0.09m)
Specifically, given the importance of the distinction between revenue and capital for the Company, we also applied a separate testing threshold for the revenue column of the Income Statement, set at the higher of 5% of the net revenue return on ordinary activities before tax and our Audit and Management Engagement Committee Reporting Threshold.	
We have set a specific materiality in respect of related party transactions and Directors' remuneration.	
We used our judgement in setting these thresholds and considered our past experience of the audit, the history of misstatements and industry benchmarks for specific materiality.	
Audit Committee reporting threshold We agreed with the Audit and Management Engagement Committee that we would report to them all differences in excess of 5% of overall materiality in addition to other identified misstatements that warranted reporting on qualitative grounds, in our view. For example, an immaterial misstatement as a result of fraud.	£0.05m (2023: £0.05m)

During the course of the audit, we reassessed initial materiality and found no reason to alter the basis of calculation used at year-end.

# Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating management's method of assessing going concern, including consideration of market conditions and macro-economic uncertainties;
- Assessing and challenging the forecast cashflows and associated sensitivity modelling used by the Directors in support of their going concern assessment;
- Obtaining and recalculating management's assessment of the Company's ongoing maintenance of investment trust status; and
- Assessing the adequacy of the Company's going concern disclosures included in the Annual Report.

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

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

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

#### Other information

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

We have nothing to report in this regard.

to the members of Global Opportunities Trust plc

# Opinions on other matters prescribed by the Companies Act 2006

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

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

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

# Matters on which we are required to report by exception

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

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

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

# Corporate governance statement

We have reviewed the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the entity's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

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

- The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 21;
- The Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 21;
- The Directors' statement on fair, balanced and understandable set out on page 36;
- The Directors' statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meets its liabilities set out on page 21;
- The Directors' confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 14;
- The section of the Annual Report that describes the review of the effectiveness of risk management and internal control systems set out on page 31; and
- The section describing the work of the Audit and Management Engagement Committee set out on pages 32 to 35.

# **Responsibilities of Directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 36, 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.

to the members of Global Opportunities Trust plc

# Auditor responsibilities for the audit of the financial statements

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

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

Extent to which the audit was considered capable of detecting irregularities, including fraud Irregularities, including fraud, are instances of noncompliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations by considering their experience, past performance and support available.

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and the sector in which it operates, focusing on those provisions that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- Companies Act 2006;
- Financial Conduct Authority (FCA) listing and Disclosure Guidance and Transparency Rules (DTR);

- The principles of the UK Corporate Governance Code applied by the AIC Code of Corporate Governance (the "AIC Code");
- Industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") issued by the Association of Investment Companies (the 'AIC') in July 2022;
- Financial Reporting Standard 102; and
- The Company's qualification as an investment trust under section 1158 of the Corporation Tax Act 2010.

We gained an understanding of how the Company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of relevant correspondence with regulatory bodies and board meeting minutes.

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. In areas of the financial statements where the risks were considered to be higher, we performed procedures to address each identified risk. We identified a heightened fraud risk in relation to:

- Valuation of level 3 investments;
- Allocation of special dividends as revenue or capital returns; and
- Management override of controls.

Audit procedures performed in response to the risks relating to allocation of special dividends and valuation of the level 3 investment are set out in the section on key audit matters above, and audit procedures performed in response to the risk of management override of controls are included below.

to the members of Global Opportunities Trust plc

In addition to the above, the following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- Reviewing the level of and reasoning behind the Company's procurement of legal and professional services;
- Performing audit procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, recalculating the investment management fee, evaluating the business rationale of significant transactions outside the normal course of business and assessing judgements made by management in their calculation of accounting estimates for potential management bias;
- Completion of appropriate checklists and use of our experience to assess the Company's compliance with the Companies Act 2006 and the Listing Rules; and
- Agreement of the financial statement disclosures to supporting documentation.

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

Other matters which we are required to address Following the recommendation of the Audit and Management Engagement Committee, we were appointed by the Board on 22 April 2020 to audit the financial statements for the year ended 31 December 2020 and subsequent financial periods. The period of our total uninterrupted engagement is five years, covering the years ended 31 December 2020 to 31 December 2024.

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

Our audit opinion is consistent with the additional report to the Audit and Management Engagement 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.

**Richard Sutherland (Senior Statutory Auditor)**For and on behalf of Johnston Carmichael LLP
Statutory Auditor
Edinburgh, United Kingdom

3 April 2025

# **INCOME STATEMENT**

for the year ended 31 December 2024

			2024			2023		
	Note	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000	
Gains on investments at fair value through profit or loss	8	-	2,123	2,123	_	2,271	2,271	
Foreign exchange gains/(losses) on capital items		_	136	136	_	(1,974)	(1,974)	
Income	2	2,996	33	3,029	2,460	_	2,460	
Investment management fee	3	(42)	(99)	(141)	(49)	(114)	(163)	
Other expenses	4	(591)		(591)	(653)	-	(653)	
Net return before finance costs and taxation		2,363	2,193	4,556	1,758	183	1,941	
<b>Finance costs</b> Interest payable and related charges		(7)	_	(7)	(21)	_	(21)	
Net return before taxation		2,356	2,193	4,549	1,737	183	1,920	
Taxation – overseas withholding tax	5	(204)	_	(204)	(192)	_	(192)	
Net return after taxation		2,152	2,193	4,345	1,545	183	1,728	
Return per ordinary share	7	7.4p	7.5p	14.9p	5.3p	0.6p	5.9p	

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

The total column of this statement is the profit and loss account of the Company.

The revenue and capital return columns are prepared under guidance issued by the Association of Investment Companies Statement of Recommended Practice (SORP 2022).

A separate Statement of Comprehensive Income has not been prepared as all gains and losses are included in the Income Statement.

# as at 31 December 2024

	Note	2024 £'000	2023 £′000
Fixed asset investments			
Investments at fair value through profit or loss*	8	94,186	64,083
Current assets			
Debtors	10	411	374
Cash at bank and short-term deposits		16,506	42,105
		16,917	42,479
Current liabilities			
Creditors	11	(1,808)	(151)
		(1,808)	(151)
Net current assets		15,109	42,328
Net assets		109,295	106,411
Capital and reserves			
Called-up share capital	12	645	645
Share premium		1,597	1,597
Capital redemption reserve		14	14
Special reserve		9,760	9,760
Capital reserve		92,474	90,281
Revenue reserve		4,805	4,114
Total shareholders' funds		109,295	106,411
Net asset value per ordinary share	14	374.0p	364.1p

<sup>\*</sup> Investments at fair value through profit or loss includes liquidity fund investments of £22,287,000 not previously held by the Company. A breakdown of Investments can be seen on pages 55 to 57.

The Financial Statements on pages 44 to 63 were approved by the Board of Directors on 3 April 2025 and signed on its behalf by:

# **Cahal Dowds**

Chair

Registered in Scotland No. SC259207

# STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024

Year ended 31 December 2024	Note	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Special reserve <sup>1</sup> £'000	Capital reserve <sup>1</sup> £'000	Revenue reserve <sup>1</sup> £'000	Total £'000
At 1 January 2024		645	1,597	14	9,760	90,281	4,114	106,411
Net return after taxation		-	_	_	-	2,193	2,152	4,345
Dividends paid	6						(1,461)	(1,461)
At 31 December 2024		645	1,597	14	9,760	92,474	4,805	109,295
		Share	Share	Capital redemption	Special	Capital	Revenue	
		canital	premium	reserve	reserve <sup>1</sup>	reserve <sup>1</sup>	reserve1	Takal
								Total
Year ended 31 December 2023	Note	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2023	Note							
	Note	£'000	£′000	£′000	£′000	£′000	£′000	£′000
At 1 January 2023	Note 6	£'000	£′000	£′000	£′000	<b>£′000</b> 90,098	<b>£′000</b> 4,030	<b>£'000</b> 106,144

<sup>&</sup>lt;sup>1</sup> Distributable reserves total £100,167,000 (2023: £94,170,000). The Capital reserve comprises realised gains of £85,602,000 (2023: £80,296,000), which are distributable, and unrealised gains of £6,872,000 (2023: £9,985,000), which are not immediately distributable.

# for the year ended 31 December 2024

			Year ended 31 December 2024		ded er 2023	
	Note	£′000	£′000	£′000	£′000	
Cash flows from operating activities						
Net return on ordinary activities before taxation			4,549		1,920	
Adjustments for:						
Gains on investments	8	(2,123)		(2,271)		
Interest payable		7		21		
Purchases of investments*	8	(60,433)		(949)		
Sales of investments*	8	34,122		8,420		
Dividend income	2	(1,601)		(1,774)		
Other income	2	(1,428)		(686)		
Dividend income received		1,612		1,777		
Other income received		1,335		723		
Decrease in receivables		2		1		
Increase/(decrease) in payables		1		(29)		
Overseas withholding tax deducted		(174)		(195)		
			(28,680)		5,038	
Net cash flows from operating activities			(24,131)		6,958	
Cash flows from financing activities						
Equity dividends paid from revenue		(1,461)		(1,461)		
Interest paid		(7)		(21)		
Net cash flows from financing activities			(1,468)		(1,482)	
Net (decrease)/increase in cash and						
cash equivalents			(25,599)		5,476	
Cash and cash equivalents at the start of the year			42,105		36,629	
Cash and cash equivalents at the end of the year	r		16,506		42,105	

<sup>\*</sup> Receipts from the sale of, and payments to acquire, investment securities have been classified as components of cash flows from operating activities because they form part of the Company's dealing operations. Amounts include liquidity fund investment subscriptions and redemptions not previously dealt by the Company. A breakdown of investments purchases and sales can be seen on pages 55 to 57.

# NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2024

# 1 Accounting policies

#### Statement of compliance

Global Opportunities Trust plc is a company incorporated in Scotland. The Company is registered as a public limited company and is an investment company within the terms of section 833 of the Companies Act 2006 ("the Act"). The registered office is detailed on page 64. The nature of the Company's operations and its principal activities are set out in the Strategic Review on pages 12 to 18.

The Company's Financial Statements have been prepared under FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and in accordance with the Act and with the Statement of Recommended Practice issued by the AIC (the "AIC SORP").

The comparative figures for the Financial Statements are for the year ended 31 December 2023.

#### Going concern

The financial statements have been prepared on a going concern basis and on the basis that approval as an investment trust company will continue to be met.

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date when these financial statements were approved.

The Directors have noted that the Company, holding a portfolio consisting principally of liquid listed investments and cash balances, is able to meet the obligations of the Company as they fall due, any future funding requirements and finance future additional investments. The Company is a closed end fund, where assets are not required to be liquidated to meet day-to-day redemptions.

The Directors have completed stress tests assessing the impact of changes and scenario analysis to assist them in determination of going concern. In making this assessment, the Directors have considered plausible downside scenarios that have been financially modelled. These tests apply to any set of circumstances in which asset value and income are significantly impaired. The conclusion was that in a plausible downside scenario, the Company could continue to meet its liabilities. Whilst the economic future is uncertain, and the Directors believe that it is possible the Company could experience further reductions in income and/or market value, the opinion of the Directors is that this should not be to a level which would threaten the Company's ability to continue as a going concern.

The Directors are not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern, having taken into account the liquidity of the Company's investment portfolio and the Company's financial position in respect of its cash flows and investment commitments. Therefore, the financial statements have been prepared on the going concern basis.

# **Segmental reporting**

The Directors are of the opinion that the Company is engaged in a single segment of business, being investment business. The Company primarily invests in listed companies.

# Income recognition

Dividend and other investment income is included as revenue on the ex-dividend date, the date the Company's right to receive payment is established. Dividends from overseas companies are shown gross of withholding tax. Where the Company has elected to receive scrip dividends in the form of additional shares rather than in cash, the amount of the cash dividend foregone is recognised as income. Any excess or shortfall compared to the cash dividend is recognised as capital. Special dividends are reviewed on an individual basis to determine whether they should be accounted for as revenue or capital. Income from private equity holdings is recognised upon notification of irrevocable income distribution by the general partner. Interest income and rebate income is included on an accruals basis.

at 31 December 2024

#### 1 Accounting policies – continued

#### **Expenses and finance costs**

All management expenses and finance costs are accounted for on an accruals basis. The Company charges 30% of management fees and finance costs related to borrowings to revenue in the Income Statement and 70% to capital in the Income Statement. All other operating expenses and finance costs are charged to revenue in the Income Statement, except costs that are incidental to the acquisition or disposal of investments, which are charged to capital in the Income Statement. Transaction costs are included within the gains and losses on investments, as disclosed in the Income Statement.

#### Investments

In accordance with FRS 102, Sections 11 and 12, all investments held by the Company are designated as held at fair value upon initial recognition and are measured at fair value through profit or loss in subsequent accounting periods. Investments are initially recognised at cost, being the fair value of the consideration given.

After initial recognition, investments are measured at fair value, with changes in the fair value of investments recognised in the Income Statement and allocated to capital. Realised gains and losses on investments sold are calculated as the difference between sales proceeds and cost.

For investments actively traded in organised financial markets, fair value is generally determined by reference to Stock Exchange quoted market bid prices at the close of business on the Balance Sheet date, without adjustment for transaction costs necessary to realise the asset.

Unquoted investments are valued by the Directors at fair value, using the guidelines on valuation published by the International Private Equity and Venture Capital Association ("IPEV"). The fair value of the Company's investments in private equity funds is based on its share of the total net asset value of the fund calculated on a quarterly basis, being the measurement date. The fair value of the private equity funds is derived from the value of its underlying investments using a methodology which is consistent with the IPEV guidelines. The Company reviews the fair valuation methodology adopted for the underlying investments of the private equity funds on a quarterly basis and will adjust where it does not believe the valuations represent fair value. Where formal valuations are not completed as at the Balance Sheet date, the last available valuation is adjusted to reflect any changes in circumstances from the last formal valuation date to arrive at the estimate of fair value.

This represents the Directors' view of the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction. Additional information on unquoted investments is detailed in Note 8.

#### Foreign currency

The Financial Statements have been prepared in sterling, rounded to the nearest £'000, which is the functional and reporting currency of the Company. Sterling is the currency of the primary economic environment in which the Company operates.

Transactions denominated in foreign currencies are converted to sterling at the actual exchange rate as at the date of the transaction. Assets and liabilities denominated in foreign currencies at the year end are reported at the rate of exchange at the Balance Sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as a gain or loss in the capital reserve or revenue reserve as appropriate.

#### **Taxation**

The charge for taxation is based on the net revenue for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences between taxable profits and total comprehensive income that have arisen but not been reversed by the Balance Sheet date, unless such provision is not permitted by FRS 102. Deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the Financial Statements which are capable of reversal in one or more subsequent periods.

at 31 December 2024

#### 1 Accounting policies – continued

#### Cash at bank and short-term deposits

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

#### Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Income Statement in other operating expenses.

#### **Dividends payable to Shareholders**

Dividends payable are accounted for when they become a liability of the Company. Final dividends are recognised in the period in which they have been approved by Shareholders in a general meeting. Interim dividends are recognised in the period in which they have been declared and paid.

#### Own shares held in Treasury

From time to time, the Company buys back shares and holds them in Treasury for potential sale at a later date or for cancellation. The consideration paid and received for these shares is accounted for in Shareholders' funds and, in accordance with the AIC SORP, the cost has been allocated to the Company's special reserve. The cost of shares sold from Treasury is calculated by taking the average cost of shares held in Treasury at the time of sale. Any difference between the proceeds from shares sold from Treasury and above average cost is taken to share premium.

# Judgements and key sources of estimation uncertainty

The preparation of the Financial Statements requires the Company to make judgements, estimates and assumptions that affect the application of policies and reported amounts in the financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The areas requiring judgement and estimation in the preparation of the financial statements are: the valuation of unquoted investments; and recognising and classifying unusual or special dividends received as either revenue or capital in nature. The policy for the valuation of unquoted investments is detailed in the investments section of Note 1 and additional information is detailed in Note 8. The accounting policy for special dividends is detailed in the income recognition section of Note 1.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods.

# Reserves

# Share premium

The share premium account represents the accumulated premium paid for shares issued in previous periods above their nominal value less issue expenses.

This is a reserve forming part of the non-distributable reserves. The following items are taken to this reserve:

- costs associated with the issue of equity; and
- premium on the issue of shares.

# Capital redemption reserve

The capital redemption reserve represents non-distributable reserves that arise from the purchase and cancellation of shares.

at 31 December 2024

# 1 Accounting policies – continued

#### Special reserve

The special reserve was created by a reduction in the share premium account by order of the High Court. The costs of share buy backs, including shares acquired through the tender offer, and any related stamp duty and transaction costs, if applicable, are charged to the special reserve. The special reserve is distributable.

# **Capital reserve**

The following are taken to the capital reserve through the capital column in the Income Statement:

# Capital reserve – other, forming part of the distributable reserves:

- gains and losses on the realisation of investments;
- realised exchange differences of a capital nature;
- 70% of management fees and finance costs related to borrowings; and
- expenses, together with related taxation effect, charged to this account in accordance with the above policies.

# Capital reserve - not distributable:

- net movement arising from changes in the fair value of investments; and
- unrealised exchange differences of capital nature.

#### Revenue reserve

The revenue reserve represents the surplus of accumulated profits and is distributable.

#### 2 Income

	2024			2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Income from investments						
UK dividend income	573	-	573	464	-	464
Overseas dividend income	1,008	20	1,028	1,310	_	1,310
Liquidity fund income	711	_	711		_	
Income from investments	2,292	20	2,312	1,774		1,774
Total income comprises						
Income from investments	2,292	20	2,312	1,774	-	1,774
Bank interest	662	_	662	619	_	619
Rebate income <sup>1</sup>	42	13	55	67		67
	2,996	33	3,029	2,460		2,460

Rebates of annual management charges from managed investment funds held in the investment portfolio.

# 3 Management fee

	2024			2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Management fee	42	99	141	49	114	163
	42	99	141	49	114	163

at 31 December 2024

# 3 Management fee - continued

With effect from 31 May 2023, the Company appointed Goodhart Partners LLP ("Goodhart"), replacing Franklin Templeton Investment Management Limited ("FTIML"), as the Company's Sub-Advisor. Under the Investment Management Agreement, Goodhart is entitled to a fee paid quarterly in arrears at the rate of 0.12% per annum of the market value of equity securities, and 0.12% of the value of cash and other current assets. No performance fee will be paid.

The Company's investment in the Volunteer Park Capital Fund SCSp is excluded from the market value of equity securities, prior to calculation of the management fees payable by the Company to Goodhart, being an investment in private markets, as prescribed by the sub-advisory agreement.

Prior to the appointment of Goodhart as Sub-Advisor, FTIML was entitled to a management fee paid quarterly in arrears at the rate of 0.35% per annum of the market value of listed equity securities, 0.05% per annum of the market value of bonds and other debt instruments and 0.02% of the value of cash and cash equivalents.

During the year ended 31 December 2024, the management fees payable totalled £141,000 (2023: £163,000). At 31 December 2024, there was £32,000 outstanding payable (2023: £31,000) in relation to management fees.

During the year ended 31 December 2024, the administration fees payable to the Administrator, as detailed in Note 4, totalled £185,000 (2023: £177,000). At 31 December 2024, there was £16,000 outstanding payable to the Administrator (2023: £15,000) in relation to administration fees.

#### 4 Other expenses

	2024	2023
	£′000	£′000
Audit fees and expenses (net of VAT) for:		
Audit	38	35
Directors' fees	113	108
Executive Director's salary	75	56
Directors' national insurance	16	13
Administration fee	185	177
Legal and professional fees	48	96
Registrar fees	26	26
Custodian fees	20	20
London Stock Exchange and FCA fees	21	19
Marketing and website costs	7	8
AIC membership fee	8	7
Other expenses	34	88
	591	653

Directors' remuneration and outstanding amounts are detailed in the Directors' Remuneration Report.

at 31 December 2024

#### 5 Taxation

a) Analysis of charge in year

		2024			2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000	
Current tax							
Overseas tax suffered	204	_	204	192	_	192	
	204	_	204	192	_	192	

b) The current taxation charge for the year differs from the standard rate of Corporation Tax in the UK of 25.0% (2023: 23.5%). The differences are explained below:

	2024			2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net return before taxation	2,356	2,193	4,549	1,737	183	1,920
Theoretical tax at UK corporation tax rate of 25.0% (2023: 23.5%)	589	548	1,137	408	43	451
Effects of:  – UK dividends that are not taxable	(143)	_	(143)	(109)	_	(109)
– Foreign dividends that are not taxable	(252)	(5)	(257)	(308)	_	(308)
<ul> <li>Non-taxable investment gains</li> </ul>	-	(565)	(565)	_	(70)	(70)
<ul> <li>Unrelieved excess expenses</li> </ul>	(194)	22	(172)	9	27	36
– Overseas tax suffered	204	_	204	192	_	192
	204	_	204	192		192

At 31 December 2024, the Company had no unprovided deferred tax liabilities (2023: £nil). At that date, based on current estimates and including the accumulation of net allowable losses, the Company had unrelieved losses of £12,697,000 (2023: £13,386,000) that are available to offset future taxable revenue. A deferred tax asset of £3,174,250 (2023: £3,346,500) based on the effective rate of 25% (2023: 25%), which is effective from 1 April 2024, has not been recognised because the Company is not expected to generate sufficient taxable income in future periods in excess of the available deductible expenses and accordingly, the Company is unlikely to be able to reduce future tax liabilities through the use of existing surplus losses.

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an investment trust company, pursuant to sections 1158 and 1159 of the Corporation Tax Act 2010.

at 31 December 2024

#### 6 Dividends

	2024 £'000	2023 £'000
Declared and paid		
Amounts recognised as distributions to Ordinary Shareholders in the year.		
2023 final dividend of 5.0p per share paid on 31 May 2024 (2023: year ended		
31 December 2022 final dividend of 5.0p paid on 31 May 2023).	1,461	1,461
	1,461	1,461
	2024 £'000	2023 £'000
Proposed		
Detailed below is the proposed final dividend per share in respect of the year ended 31 December 2024, which is the basis on which the requirements of section 1159 of the Corporation Act 2010 are considered.		
2024 final dividend of 10.0p per share (2023 final dividend of 5.0p per share paid on 31 May 2024).	2,922	1,461

The Directors recommend a final dividend of 10.0p per share for the year ended 31 December 2024 (2023: final dividend of 5.0p per share, paid on 31 May 2024). Subject to Shareholder approval at the Annual General Meeting to be held on 15 May 2025, the dividend will be payable on 30 May 2025 to Shareholders on the register at the close of business on 2 May 2025. The ex-dividend date will be 1 May 2025. Based on 29,222,180 shares, being the number of shares in issue (excluding shares held in Treasury) at 2 April 2025, being the latest practical date prior to the publication of this report, the total dividend payment will amount to £2,922,000. The proposed dividend will be paid from the revenue reserve.

# 7 Return per share

	2024			2023		
_	Net return £'000	Number of shares <sup>1</sup>	Per share pence	Net return £'000	Number of shares <sup>1</sup>	Per share pence
Revenue return after taxation	2,152	29,222,180	7.4	1,545	29,222,180	5.3
Capital return after taxation	2,193	29,222,180	7.5	183	29,222,180	0.6
Total return after taxation	4,345	29,222,180	14.9	1,728	29,222,180	5.9

<sup>&</sup>lt;sup>1</sup> Weighted average number of ordinary shares, excluding shares held in Treasury, in issue during the year.

at 31 December 2024

8	/estm	

	2024 £'000	2023 £'000
Equity investments	71,899	64,083
Liquidity fund investments	22,287	
Total investments	94,186	64,083
	2024 £'000	2023 £'000
Analysis of investment portfolio movements		
Opening book cost	54,044	60,663
Changes in fair value of investments	10,039	8,620
Opening fair value	64,083	69,283
Movements in the year:		
Purchases at cost	62,102	949
Sales – proceeds	(34,122)	(8,420)
– realised gains on sales	5,559	852
Changes in fair value of investments	(3,436)	1,419
Closing fair value	94,186	64,083
	2024 £'000	2023 £'000
Closing book cost	87,583	54,044
Changes in fair value of investments	6,603	10,039
Closing fair value	94,186	64,083

The Company sold equity investments in the year ended 31 December 2024 for a total of £25,141,000 (2023: £8,420,000). The book cost of these investments when purchased was £19,582,000 (2023: £7,568,000). These investments have been revalued over time and until they were sold any unrealised gains or losses were included in the fair value of investments.

The Company subscribed £31,268,000 to liquidity fund investments in the year ended 31 December 2024 (2023: £nil) and redeemed £8,981,000 (2023: £nil). As at 31 December 2024, the Company held total liquidity fund investments of £22,287,000 (2023: £nil).

Within the equity investments detailed above, there is included the Company's investment in the AVI Japanese Special Situations Fund, a Sub-Fund of Gateway UCITS Funds PLC, as detailed in Note 9, which was valued at £12,987,000 at 31 December 2024 (2023: £nil). As at 31 May 2024, the most recent year end of Gateway UCITS Funds PLC, the amount of net assets of the company was €69,215,000 (31 May 2023: €62,816,000).

Equity investments also includes an unquoted investment in the Volunteer Park Capital Fund SCSp, a Luxembourg Special Limited Partnership, as detailed in Note 9, which was valued at £8,130,000 at 31 December 2024 (2023: £8,249,000). As at 31 December 2023, the most recent audited year end of the Volunteer Park Capital Fund SCSp, the aggregate amount of capital and reserves was US\$44,908,000 (2022: US\$41,251,000). For the year to 31 December 2023 the profit for the year after tax and distributions was US\$3,057,000 (2022: profit US\$2,719,000). Please see Note 19 for additional information on these two investments.

at 31 December 2024

#### 8 Investments - continued

	2024 Total £'000	2023 Total £'000
Analysis of capital gains and losses		
Realised gains on sales	5,559	852
Changes in fair value of investments	(3,436)	1,419
	2,123	2,271

#### Transaction costs

During the year, the Company incurred transaction costs of £39,000 (2023: £1) and £5,000 (2023: £3,000) on purchases and sales of investments respectively. These amounts are included in gains on investments at fair value, as disclosed in the Income Statement on page 44 of these Financial Statements.

# Fair value hierarchy

In accordance with FRS 102, the Company must disclose the fair value hierarchy of financial instruments. The different levels of the fair value hierarchy are as follows:

- 1 The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.
- 2 Inputs other than quoted prices included within level 1 that are observable (developed using market data) for the asset or liability, either directly or indirectly.
- Inputs are unobservable (for which market data is unavailable) for the asset or liability.

The fair value measurement of financial instruments as at 31 December 2024, by the level in the fair value hierarchy into which the fair value measurement is categorised is detailed below.

# Financial assets at fair value through profit or loss at 31 December 2024

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments	50,782	35,274	8,130	94,186
	50,782	35,274	8,130	94,186

The Company's level 2 investments at 31 December 2024 comprise its investment in the AVI Japanese Special Situations Fund £12,987,000 and liquidity fund investments of £22,287,000.

# Financial assets at fair value through profit or loss at 31 December 2023

	Level 1	Level 2	Level 3	Total
	£′000	£′000	£′000	£′000
Investments	41,135	14,699	8,249	64,083
	41,135	14,699	8,249	64,083

The Company's level 2 investment at 31 December 2023 was its investment in the Templeton European Long-Short Equity SIF.

at 31 December 2024

#### 8 Investments – continued

# Fair value of Level 3 investments

	31 December 2024 £'000	31 December 2023 £'000
Opening fair value of investments	8,249	7,708
Purchases	43	127
Sales	(710)	_
Changes in fair value of investments	548	414
Closing fair value of investments	8,130	8,249

The Company's level 3 investment is its investment in Volunteer Park Capital Fund SCSp.

# 9 Significant holdings

Management fees payable

Other creditors and accruals

As detailed in Note 8, as at 31 December 2024, the Company owned 25% (2023: 25%) of the net assets of the Volunteer Park Capital Fund SCSp, a Luxembourg Special Limited Partnership. The registered office of Volunteer Park Capital Fund SCSp is 412F, route d'Esch, L-1471 Luxembourg, Grand Duchy of Luxembourg.

As at 31 December 2024, the Company owned 50.9% (2023: nil) of the AVI Japanese Special Situations Fund, a Sub-Fund of Gateway UCITS Funds PLC, whose registered office is 33 Sir John Rogerson's Quay, Dublin 2, Ireland.

The Company had no other holdings of 3.0% or more of the share capital of any portfolio companies.

#### 10 Debtors

	2024 £'000	2023 £'000
Taxation recoverable	289	319
Prepayments and accrued income	112	15
Dividend income receivable	10	21
Rebate income receivable		19
	411	374
1 Creditors: amounts falling due within one year		
	2024	2023
	£′000	£′000
Purchases of investments	1,656	_

31

120

151

32

120

1,808

at 31 December 2024

# 12 Share capital

	Number of shares Ordinary 1p	2024 £'000	Number of shares Ordinary 1p	2023 £'000
Allotted, called-up and fully paid:				
At 1 January	64,509,642	645	64,509,642	645
At 31 December	64,509,642	645	64,509,642	645

The voting rights attached to the Company's shares are detailed in the Directors' Report on page 20.

# **Duration of the Company**

The Company does not have a termination date or the requirement for any periodic continuation vote.

# 13 Own shares held in Treasury

Details of own shares purchased for and sold from Treasury are shown below:

	2024 Number of shares	2023 Number of shares
At 1 January	35,287,462	35,287,462
Shares purchased for Treasury		
At 31 December	35,287,462	35,287,462

During the year ended 31 December 2024, no shares (2023: none) were purchased for Treasury (2023: cost £nil) and no shares were sold from Treasury (2023: none).

# 14 Net asset value per share

The NAV, calculated in accordance with the Articles of Association, is as follows:

	2024	2023
	pence	pence
Share	374.0	364.1

The NAV is based on net assets of £109,295,000 (2023: £106,411,000) and on 29,222,180 (2023: 29,222,180) shares, being the number of shares, excluding shares held in Treasury, in issue at the year end.

at 31 December 2024

# 15 Analysis of financial assets and liabilities

# Interest rate and currency profile

The interest rate and currency profile of the Company's financial assets and liabilities were:

	2024		2023			
	No interest rate exposure £'000	Cash flow interest rate risk exposure £'000	Total £′000	No interest rate exposure £'000	Cash flow interest rate risk exposure £'000	Total £'000
Equity shares						
Sterling	32,780	_	32,780	9,069	_	9,069
Euro	15,572	_	15,572	12,990	_	12,990
US dollar	14,783	-	14,783	28,545	_	28,545
Hong Kong dollar	2,595	-	2,595	_	_	_
Japanese yen	2,261	_	2,261	10,518	_	10,518
South Korean won	1,789	_	1,789	2,961	_	2,961
Swiss franc	1,213	-	1,213	_	_	_
Norwegian krone	906	-	906	_	-	_
Cash at bank and liquidity fund investments						
US dollar	_	29,317	29,317	_	25,904	25,904
Sterling	_	6,951	6,951	_	5,011	5,011
Swiss franc	_	2,304	2,304	_	2,441	2,441
Euro	_	121	121	_	125	125
Japanese yen	_	91	91	_	8,613	8,613
South Korean won	_	9	9	_	11	11
Debtors						
Euro	169	-	169	173	_	173
Swiss franc	118	_	118	143	_	143
US dollar	77	-	77	21	_	21
Sterling	37	_	37	15	_	15
South Korean won	10	_	10	_	_	_
Japanese yen	-	-	-	22	-	22
Creditors						
Norwegian krone	(934)	_	(934)	_	_	_
Euro	(723)	_	(723)	_	_	_
Sterling	(151)		(151)	(151)		(151)
	70,502	38,793	109,295	64,306	42,105	106,411

At 31 December 2024, the Company has undrawn financial commitments relating to its investment in Volunteer Park Capital Fund SCSp of US\$1,195,000, equivalent to £955,000 (2023: US\$1,249,000, equivalent to £981,000).

At 31 December 2024, the Company had no financial liabilities other than the short-term creditors as stated above. The carrying amount on the Balance Sheet approximates the fair value of all financial assets and liabilities.

at 31 December 2024

#### 15 Analysis of financial assets and liabilities - continued

The following exchange rates were used to convert investments, assets and liabilities to the functional currency of the Company which is sterling.

# Foreign Exchange rates against sterling

	2024	2023	Change
US dollar	1.25	1.27	(2)%
Euro	1.21	1.15	5%
Japanese yen	196.65	179.56	10%
South Korean won	1,847.60	1,647.64	12%
Swiss franc	1.14	1.07	7%
Norwegian krone	14.22	_	_
Hong Kong dollar	9.72	_	_

#### 16 Risk analysis

The Company is exposed to various types of risk that are associated with financial instruments. The most important types are price risk, foreign currency risk and liquidity risk.

The Executive Director monitors the financial risks affecting the Company on an ongoing basis within the policies and guidelines determined by the Board. The Directors receive financial information, which is used to identify and monitor risk, quarterly. The Company may enter into derivative contracts to manage risk. A description of the principal risks the Company faces and agreed policies for managing its risk exposures are set out below.

#### Price risk

The Company is exposed to market risk due to fluctuations in the price risk of its equity investments. Price risk arises mainly from uncertainty about future prices of financial instruments used in the Company's business. It represents the potential loss the Company might suffer through holding market positions in the face of price movements. The Executive Director monitors the prices of financial instruments held by the Company on an ongoing basis.

The Executive Director actively monitors market and economic data and reports to the Board, which considers investment policy on a regular basis. The NAV of the Company is issued daily to the London Stock Exchange and is also available on the Company's website at www.globalopportunitiestrust.com.

Details of the Company's investment portfolio as at 31 December 2024 are disclosed in the Portfolio of Investments on page 7.

If the total portfolio valuation fell by 5.0%, on average, from the amount detailed in the Financial Statements as at 31 December 2024, it would have the effect, with all other variables held constant, of reducing the total return before taxation and therefore net assets by £4,709,000 (2023: £3,204,000). An average increase of 5.0% in the investment portfolio valuation would have an equal and opposite effect on the total return before taxation and net assets.

# Foreign currency risk

The functional currency of the Company is sterling. The international nature of the Company's investment activities gives rise to a currency risk which is inherent in the performance of its overseas investments. The Company's overseas income is also subject to currency fluctuations.

It is not the Company's policy to hedge this risk on a continuous basis.

Details of the Company's foreign currency risk exposure as at 31 December 2024 are disclosed in Note 15.

If sterling had strengthened by 5.0% against all other currencies on 31 December 2024, with all other variables held constant, it would have the effect of reducing the total return before taxation and net assets by £3,484,000 (2023: £4,623,000). If sterling had weakened by 5.0% against all other currencies, there would have been an equal and opposite effect on the total return before taxation and net assets.

at 31 December 2024

# 16 Risk analysis – continued

#### Liquidity risk

The Company's policy with regard to liquidity is to ensure continuity of funding. Short-term flexibility is achieved through cash management.

Investments in private markets are more difficult to value than those in public markets. The valuations of the Company's interests in private markets used to calculate the NAV (which is calculated and published on a daily basis) will be based on the Company's 'fair values' of those interests, applying valuation techniques which are consistent with the International Private Equity and Venture Capital Valuation Guidelines. Such estimates, and any NAV published by the Company, may vary (in some cases materially) from realised or realisable values. Such private market investments are likely to be formally valued on a quarterly basis but this will depend on the nature of the specific investments.

Investments in private markets are less liquid than those in public markets. There may not be a secondary market for interests in private market investments. Such illiquidity may affect the Company's ability to vary its portfolio or dispose of or liquidate part of its portfolio, in a timely fashion (or at all) and at satisfactory prices in response to changes in economic or other conditions. If the Company were required to dispose of or liquidate an investment on unsatisfactory terms, it may realise less than the value at which the investment was previously recorded, which could result in a decrease in NAV.

There may be restrictions on the transfer of interests in private markets investments that mean that the Company will not be able to freely transfer its interests. For instance, the sale or transfer of interests in private market investments may be subject to the consent or approval of the issuer or (other) holders of the relevant interests, and obtaining such consent or approval cannot be guaranteed. Contractual restrictions on transfer may exist in shareholder agreements or the issuer's constitutional documents. Accordingly, if the Company were to seek to exit from any of its investments in private market investments, the sale or transfer of interest may be subject to delays or additional costs, or may not be possible at all.

Investments in illiquid assets may impact on the Company's ability to buy back its shares.

Liquidity risk is not considered to be significant as the Company's assets comprise mainly of readily realisable securities which, it is believed, can be sold freely to meet funding requirements if necessary. Securities listed on a recognised stock exchange have been valued at bid prices and exchange rates ruling at the close of business on 31 December 2024. In certain circumstances, the market prices at which investments are valued may not represent the realisable value of those investments, taking into account both the size of the Company's holding and the frequency with which such investments are traded.

Liquidity fund investments may be redeemed daily on demand, with same day or next day settlement under normal market conditions.

The maturity profile of the Company's financial liabilities, including creditors, is as follows:

	As at	As at
	31 December	31 December
	2024	2023
	£′000	£′000
In one year or less	1,808	151
	1,808	151

at 31 December 2024

# 16 Risk analysis - continued

#### Other risks

Other risks the Company is exposed to that are associated with financial instruments are credit risk, interest rate risk and gearing risk.

A description of these other risks is set out below.

#### **Credit risk**

Credit risk is the risk of financial loss to the Company if the contractual party to a financial instrument fails to meet its contractual obligations.

The carrying amounts of financial assets best represent the maximum credit risk exposure at the Balance Sheet date.

Investment transactions are carried out with a large number of brokers whose creditworthiness is reviewed by the Executive Director and Sub-Advisor. Transactions are ordinarily undertaken on a delivery versus payment basis whereby the Company's custodian bank ensures that the counterparty to any transaction entered into by the Company has delivered on its obligations before any transfer of cash or securities away from the Company is completed.

Cash is only held at banks and in liquidity funds that have been identified by the Board as reputable and of high credit quality.

The maximum exposure to credit risk as at 31 December 2024 was £39,204,000 (2023: £42,479,000). The calculation is based on the Company's credit risk exposure, being any liquidity fund investments, cash at bank and short-term deposits and debtors, as at 31 December 2024 and this may not be representative of the year as a whole. None of the Company's assets are past due or impaired.

#### Interest rate risk

The Company's assets and liabilities, excluding short-term debtors and creditors, may comprise financial instruments which include investments in fixed income securities.

Details of the Company's interest rate exposure as at 31 December 2024 are disclosed in Note 15. Surplus cash can be invested in liquidity funds and time deposits.

If interest rates had reduced by 0.25% (2023: 0.25%) from those obtained as at 31 December 2024 it would have the effect, with all other variables held constant, of decreasing the total return before taxation and therefore net assets on an annualised basis by £97,000 (2023: £105,000). If there had been an increase in interest rates of 0.25% (2023: 0.25%) there would have been an equal and opposite effect in the total return before taxation and net assets. The calculations are based on cash at bank and short-term deposits as at 31 December 2024 and these may not be representative of the year as a whole.

# Gearing risk

Gearing can be used to enhance long-term returns to Shareholders. The Company is permitted to employ gearing should the Board feel it appropriate to do so, subject to the Alternative Investment Fund Regulations 2013, up to a maximum of 25% of total assets.

The use of gearing is likely to lead to volatility in the NAV, meaning that a relatively small movement either down or up in the value of the Company's total investments may result in a magnified movement in the same direction of the NAV. The greater the level of gearing, the greater the level of risk and likely fluctuation in the share price.

At the year end, the Company had no gearing (2023: nil).

at 31 December 2024

#### 17 Capital management policies

The Company's investment objective is to provide shareholders with an attractive real long-term total return by investing globally in asset classes. The portfolio is managed without reference to the composition of any stock market index. In pursuing this objective, the Board has a responsibility for ensuring the Company's ability to continue as a going concern. This involves the ability to: issue and buy back share capital within limits set by the shareholders in general meeting; borrow monies in the short and long term; and pay dividends to shareholders out of current year revenue earnings as well as out of brought-forward revenue reserves.

The Company's capital is set out in the Balance Sheet on page 45.

The Company's objectives for managing capital are the same as the previous year and have been complied with throughout the year.

#### 18 Transactions with the Sub-Advisor

Information with respect to transactions with the Sub-Advisor is detailed in Note 3 and in the Strategic Report on page 13.

# 19 Related party transactions

Details in respect of the Directors' remuneration are set out in Note 4 and in the Directors' Remuneration Report on page 23.

Dr Sandy Nairn is the Executive Director of the Company and is a substantial shareholder.

The Company has invested in Volunteer Park Capital Fund SCSp ("VPC"). The Alternative Investment Fund Manager of VPC is Goodhart Partners LLP ("Goodhart"). Goodhart Partners S.a.r.l. is the general partner to VPC and is 100% owned by Goodhart.

The Company has invested in AVI Japanese Special Situations Fund ("AVI JSS"). The sub-investment manager of AVI JSS is Asset Value Investors Ltd. ("AVI"). AVI is an affiliate of Goodhart which maintains a minority interest in AVI of less than 25%.

Goodhart was appointed to provide sub-investment management services to the Company with effect from 31 May 2023.

Dr Nairn is the sole controller of a company which holds a significant shareholding of more than 25% but not more than 50% in Goodhart and may be a beneficiary of the management fees and carried interest payable to Goodhart-related companies, with respect to the investments noted above. Given Dr Nairn's interests in Goodhart, it was agreed with him, in March 2023, that his salary would be reduced (such reduction equalling the entire salary, if necessary) by his share (through his minority interest in Goodhart) of amounts credited in the same period in respect of (i) any carried interest on co-investments made by the Company alongside Goodhart and (ii) any partnership profit allocations attributable to Goodhart's net profits on fees earned with respect to the investments noted above.

# CORPORATE INFORMATION

#### **Board of Directors**

Charles (Cahal) Dowds (Chair) Hazel Cameron Katie Folwell-Davies Dr Sandy Nairn

#### **Executive Director**

Dr Sandy Nairn

#### **Sub-Advisor**

Goodhart Partners LLP Queensland House 393 Strand London WC2R OLT

www.goodhartpartners.com

# **Administrator, Company Secretary and Registered Office**

Juniper Partners Limited 28 Walker Street Edinburgh EH3 7HR

email: cosec@junipartners.com

#### **Broker**

Cavendish Capital Markets Limited One Bartholomew Close London EC1A 7BL

# **Custodian and Banker**

JP Morgan Chase Bank 25 Bank Street Canary Wharf London E14 5JP

#### **Independent Auditor**

Johnston Carmichael LLP 7-11 Melville Street Edinburgh EH3 7PE

# Registrar

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

Tel: 0370 889 4069

email: web.gueries@computershare.co.uk

www.investorcentre.co.uk

#### **Solicitors**

Dickson Minto W.S. 16 Charlotte Square Edinburgh EH2 4DF

# **Company Details**

Incorporated in Scotland Company Registration No: SC259207

ISIN: GB0033862573 3386257 Sedol: GOT

LEI: 2138005T5CT5ITZ7ZX58

#### Website

Ticker:

www.globalopportunitiestrust.com

An investment company as defined under section 833 of the Companies Act 2006.

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



# SHAREHOLDER INFORMATION

#### Investing in the Company

The Company's shares are traded on the London Stock Exchange and can be bought or sold through a stockbroker or financial adviser. The shares are eligible for inclusion in Individual Savings Accounts ('ISAs') and Self-Invested Personal Pensions ('SIPPs'). The Company's shares are available on various share trading platforms.

# **Frequency of NAV Publication**

The Company's NAV is released daily to the London Stock Exchange and published on the Company's website at www.globalopportunitiestrust.com.

# **Portfolio Updates**

The Company's portfolio holdings report, detailing a list of all investments, including sectoral and geographical analyses, is released on a monthly basis to the London Stock Exchange. It is also published on the Company's website at **www.globalopportunitiestrust.com**.

#### **Share Price and Sources of Further Information**

The Company's share price is quoted daily in the Financial Times under "Investment Companies". Previous day closing price, daily NAV and other portfolio information is published on the Company's website at **www.globalopportunitiestrust.com**. Other useful information on investment trusts, such as prices, NAVs and company announcements, can be found on the websites of the London Stock Exchange at www.londonstockexchange.com and the AIC at www.theaic.co.uk.

# **Shareholder Information and Events**

The Company's website contains a vast amount of information such as details of shareholder meetings, factsheets, articles written by Dr Nairn as well as the Annual and Interim Reports. You can access this information via **www.globalopportunitiestrust.com** or by scanning the below QR Code.



You can also subscribe to receive these updates direct to your e-mail either by subscribing via the website or by scanning the QR Code below.



#### **Share Register Enquiries**

The register for the shares is maintained by Computershare Investor Services PLC. In the event of queries regarding your holding, please contact the Registrar on 0370 889 4069 or email: web.queries@computershare.co.uk. Changes of address can be made online by signing-in or registering at www.investorcentre.co.uk or by contacting the Registrar by telephone. Alternatively, you can notify changes in name and/or address in writing to the Registrar, supported by appropriate documentation, at the address shown on the inside front cover. You can check your shareholding and find practical help on transferring shares or updating your details at www.investorcentre.co.uk.

# **Dividend Payments Direct to Your Bank** Shareholders may choose to receive dividend payments directly into their bank accounts instead of by

directly into their bank accounts instead of by cheque. Shareholders wishing to do so should contact the Registrar.

# **Key Dates**

Half-year end
Half-yearly results announced
August
Financial year end
Annual results announced
April
Annual General Meeting
Annual dividend paid
May
May

# GLOSSARY OF TERMS AND ALTERNATIVE PERFORMANCE MEASURES

#### Alternative Performance Measures ('APM')

APMs are defined as being a 'financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable accounting framework.'

The APMs where detailed below as indicated with an \* are used by the Board to assess the Company's performance against a range of criteria and are viewed as particularly relevant for an investment trust.

#### **Alternative Investment Fund**

An Alternative Investment Fund ('AIF') is a collective investment undertaking, including investment compartments of such an undertaking, which (1) raises capital from a number of investors, with a view to investing it in accordance with a defined investment policy for the benefit of those investors; and (2) does not require authorisation under the UCITS regime.

#### **Self-Managed Investment Company**

An investment company whose assets are managed by its own team of managers or by the directors of the company, rather than by an external fund manager.

# **Small Registered Alternative Investment Fund Manager**

A Small Registered Alternative Investment Fund Manager does not carry on a regulated activity in respect of its activities as an Alternative Investment Fund Manager for an AIF for which it is entitled to be registered. It is, however, required to comply with certain requirements under the Alternative Investment Fund Managers Directive ('AIFMD') (which mainly relate to reporting).

#### **Benchmark Index**

An index or other measure against which the performance of an investment company is compared or its objectives are set. The Company has no stated benchmark index.

#### **Discount or Premium\***

The amount, expressed as a percentage, by which the Company's share price is less than (discount) or greater than (premium) the net asset value per share of the Company.

	31 December 2024	31 December 2023
Closing NAV per share (a)	374.0p	364.1p
Closing share price (b)	286.0p	298.0p
(Discount)/Premium $c = (b - a) \div a$ (c)	(23.5)%	(18.2)%

# **Earnings per Share**

Earnings per share are calculated by dividing the net return attributable to equity shareholders by the weighted average number of shares in issue excluding shares held in Treasury.

# Middle Market Share Price

The middle market share price is the mid-point between the buy and the sell prices of the Company's shares.

#### Net Asset Value ('NAV') per share

The value of the Company's net assets (total assets less total liabilities) divided by the number of shares in issue excluding shares held in Treasury.

# GLOSSARY OF TERMS AND ALTERNATIVE PERFORMANCE MEASURES

# continued

#### **NAV/Share Price Total Return\***

NAV/Share price total return measures the increase/(decrease) in NAV per share/share price including any dividends paid in the period, which are assumed to be reinvested at the time that the share price is quoted ex-dividend.

	NAV	Share price
Net asset value per share/share price as at 31 December 2023 (pence)	364.1	298.0
Net asset value per share/share price as at 31 December 2024 (pence)	374.0	286.0
Change in the period (%)	2.7	(4.0)
Impact of dividend reinvested (%) <sup>†</sup>	1.4	1.6
Total Return for the Period (%)	4.1	(2.4)

<sup>&</sup>lt;sup>†</sup> A dividend of 5.0p per share was paid on 31 May 2024 for the financial year ended 31 December 2023. A dividend of 5.0p per share was paid on 31 May 2023 for the financial year ended 31 December 2022.

# **Ongoing Charges Ratio\***

The sum of the management fee and all other administrative expenses, including 'synthetic' expenses of investment in other funds, expressed as a percentage of the average monthly net assets.

	2024	2023
Management fee (£000)	141	163
Other expenses (£000)	591	653
Non-recurring costs (£000)	-	(68)
Ongoing charges (£000) (a)	732	748
Average net assets (£000) (b)	107,904	105,809
Ongoing charges ratio excl. synthetic expenses (%) (a/b)	0.68	0.71
Synthetic expenses	0.15	0.17
Ongoing charges ratio inc. synthetic expenses (%)	0.83	0.88

# **Total Assets**

A measure of the size of an investment company. The total value of all assets held, less current liabilities, including income for the current year.

#### **Total Return**

The combined effect of any dividends paid, together with the rise or fall in the share price or NAV. Total return statistics enable the investor to make performance comparisons between investment trusts with different dividend policies. Any dividends (after tax) received by a shareholder are assumed to have been reinvested in either additional shares of the investment trust at the time the shares go ex-dividend (the share price total return) or in the assets of the investment trust at its net asset value per share (the net asset value total return). Total return per share statistics are calculated on the basis of the weighted average number of shares in issue, excluding shares held in Treasury.

# **Treasury Shares**

Ordinary shares of the Company that have been repurchased by the Company and not cancelled but held in Treasury. These shares do not pay dividends, have no voting rights, and are excluded from the NAV per share calculation. Treasury shares can be sold at a later date to investors to raise new funds.

# **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Global Opportunities Trust plc (the 'Company') will be held at the offices of Juniper Partners Limited, 28 Walker Street, Edinburgh EH3 7HR on Thursday, 15 May 2025 at 12 noon.

Shareholders will be asked to consider and, if thought fit, pass resolutions 1 to 11 which will be proposed as ordinary resolutions, and resolutions 12 to 14, which will be proposed as special resolutions:

- That the audited Financial Statements of the Company for the year ended 31 December 2024 together with the Directors Report and Independent Auditor's Report be received.
- 2. That the Directors' Remuneration Policy be approved.
- 3. That the Directors' Remuneration Report for the year ended 31 December 2024 be approved.
- 4. That a final dividend of 10.0p per ordinary share be paid in respect of the financial year ended 31 December 2024.
- 5. That Hazel Cameron be re-elected as a Non-Executive Director of the Company.
- 6. That Cahal Dowds be re-elected as a Non-Executive Director of the Company.
- 7. That Katie Folwell-Davies be re-elected as a Non-Executive Director of the Company.
- 8. That Dr Sandy Nairn be re-elected as an Executive Director of the Company.
- 9. That Johnstone Carmichael LLP be re-appointed as Auditor of the Company.
- 10. That the Directors be authorised to agree the remuneration of the Auditor.

# Authority to allot new shares

11. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the 'Act'), in substitution for and to the exclusion of any outstanding authority previously conferred on the Directors under Section 551 of the Act, to allot equity securities in the capital of the Company up to a maximum aggregate nominal amount of £97,407, being approximately one-third of the issued share capital of the Company (excluding Treasury shares) as at 2 April 2025 provided that this authority shall expire at the

conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement as if the authority hereby conferred had not expired.

# Authority to disapply pre-emption rights on allotment of relevant securities

- 12. That the Directors of the Company be and are hereby granted power pursuant to Section 570 and/ or Section 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 11 or by way of a sale of Treasury shares, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities up to an aggregate nominal amount of £29,222, being approximately 10% of the issued share capital of the Company (excluding Treasury shares) as at 2 April 2025; and
  - in addition to the authority referred to in (a) above, an offer of equity securities by way of a rights issue or open offer to ordinary shareholders in proportion as nearly as may be practicable to their existing holdings subject to such limits or restrictions or other arrangements as the Directors may deem necessary or expedient to deal with any Treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws or requirements of, any territory or the requirements of any regulatory body or stock exchange or any other matter; provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority hereby conferred had not expired.

# NOTICE OF ANNUAL GENERAL MEETING – continued

# Authority to repurchase the Company's ordinary shares

- 13. That the Company be and is generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the 'Act') to make one or more market purchases (within the meaning of Section 693 of the Act) of ordinary shares provided that:
  - (a) the maximum aggregate number of shares that may be purchased is 4,380,404 ordinary shares, being 14.99% of the issued share capital of the Company (excluding Treasury shares) as at 2 April 2025 or, if lower, such number as is equal to 14.99% of the issued number of ordinary shares at the date of passing the resolution;
  - (b) the minimum price which may be paid shall be one penny per ordinary share;
  - (c) the maximum price (excluding the expenses of such purchase) which may be paid for each ordinary share is the higher of:
    - (i) 105% of the average middle market quotations for such ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is purchased; and
    - (ii) the higher of the price of the last independent trade in ordinary shares and the highest current independent bid for such shares on the London Stock Exchange; and
  - (d) unless renewed, the authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, prior to such expiry, enter into a contract to purchase shares which will or may be completed or executed wholly or partly after such expiry.

#### **Notice of General Meeting**

14. That a General Meeting other than the Annual General Meeting may be called on not less than 14 clear days' notice.

Shareholders are encouraged to vote in favour of all resolutions by Form of Proxy and to appoint the chair of the meeting to ensure their vote counts. Details of how to complete and submit a Form of Proxy by post or online can be found in the Notes to the Notice of the Annual General Meeting.

By order of the Board

#### **Juniper Partners Limited**

**Company Secretary** 

Registered Office: 28 Walker Street Edinburgh EH3 7HR

3 April 2025

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- 1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to exercise all or any of her/his rights to attend, speak and vote at the AGM. A member can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by her/him. A proxy need not be a member of the Company. Completion and submission of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
- 2. In order to be a valid appointment of proxy, the Form of Proxy and the original (or a certified true copy) of any power of attorney or other authority, if any, under which the Form of Proxy is signed must be received by post, by courier or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 13 May 2025 at 12 noon (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting).
- 3. Electronic proxy voting is available for this meeting. Members can submit their proxy online at www.investorcentre.co.uk/eproxy by following the instructions provided. Please note that any electronic communication sent to the Company or to Computershare Investor Services PLC that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Computershare Investor Services PLC's conditions of use as set out on its website.
- 4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/ she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/ she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

- 6. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 7. The vote 'Withheld' is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 8. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged not less than 48 hours prior to the time of the Meeting (excluding non-working days) as specified in the Notice of Annual General Meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
- 9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent ID (3RA50) no later than 48 hours (excluding non-working days) as specified in the Notice of Annual General Meeting and any adjournment. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING – continued

- 11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 13. Resolutions 1 to 11 are proposed as ordinary resolutions which, to be passed, require more than half of the votes cast to be in favour of the resolution. Resolutions 12 to 14 are proposed as special resolutions which, to be passed, require at least three-quarters of the votes cast to be in favour of the resolution.
- 14. Biographical details of the Directors seeking election and re-election can be found on page 19 of the Annual Report and Financial Statements.

- 15. The Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the Annual General Meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable, in the interests of the Company or the good order of the meeting, that the question be answered or if to do so would involve the disclosure of confidential information.
- 16. Shareholders are also invited to submit their questions to the Board in advance of the Annual General Meeting and the answers to these questions will be posted on the Company's website after the meeting. Please submit questions to the Board using the email address cosec@junipartners.com.
- 17. As at 2 April 2025 (being the last practicable date prior to the publication of this document) the total number of Ordinary shares in issue and the total number of voting rights was 29,222,180.
- 18. If you have disposed of your holding in the Company, the Notice of Annual General Meeting should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
- 19. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.globalopportunitiestrust.com
- 20. Should you have any queries about voting or require a paper copy of the Form of Proxy, please contact Computershare Investor Services PLC whose contact details can be found on page 64 of the Annual Report and Financial Statements.



# Contact

Global Opportunities Trust PLC 28 Walker Street Edinburgh EH3 7HR

e-mail: cosec@junipartners.com www.globalopportunitiestrust.com

