

# Mobius

— INVESTMENT TRUST —

ANNUAL REPORT OF MOBIUS INVESTMENT TRUST PLC  
FOR THE YEAR ENDED 30 NOVEMBER 2022

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2022 Winner of Citywire's  
Best Global Emerging Market Equities Trust



Shortlisted for Investment Week's  
Investment Company of the Year Awards 2022  
in the Global Emerging Markets category

# FINANCIAL HIGHLIGHTS

	As at 30 November 2022	As at 30 November 2021	% change
Net Asset Value per Ordinary share†	134.2p	153.4p	(12.5%)
Share price	131.0p	154.5p	(15.2%)
(Discount)/premium to Net Asset Value per share^	(2.4%)	0.7%	-

† UK GAAP measure

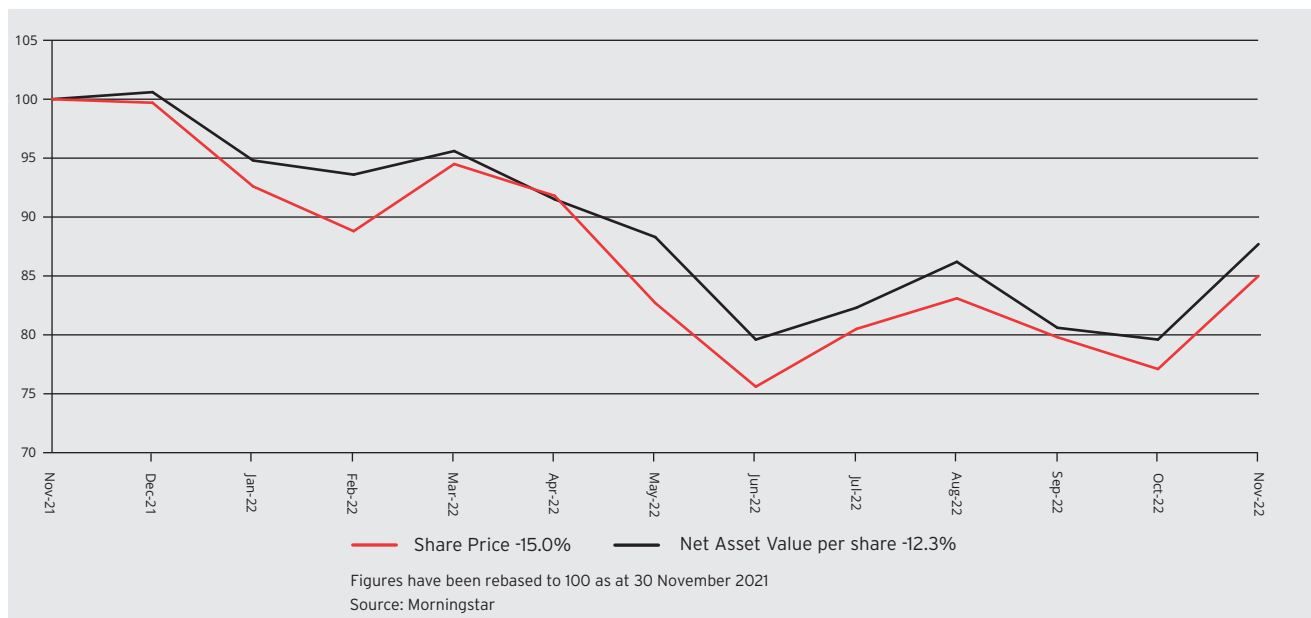
^ Alternative performance measure, see Glossary beginning on page 86.

	Year ended 30 November 2022	Year ended 30 November 2021
Net Asset Value per Ordinary share total return**^	(12.3%)	+44.9%
Share price total return**^	(15.0%)	+50.0%
Ongoing charges*	1.5%	1.5%
Dividend per share - final	1.20p	0.35p

\* Source: Morningstar.

^ Alternative performance measure, see Glossary beginning on page 86.

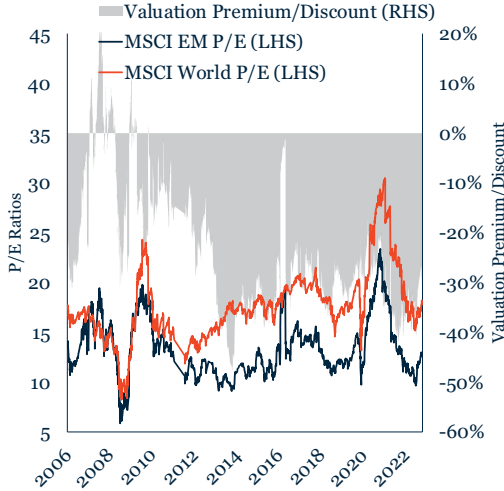
## Total Return Performance for the Year to 30 November 2022^



^ Alternative performance measure, see Glossary beginning on page 86.

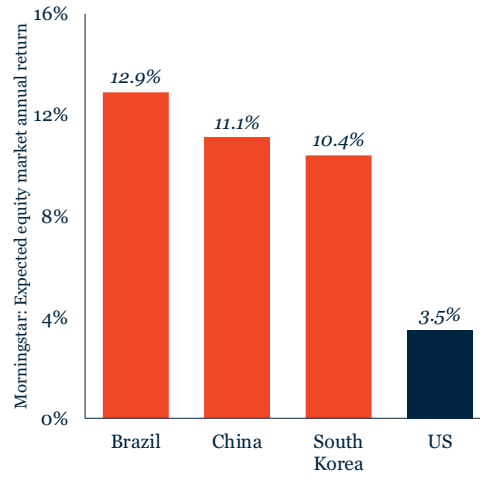
# WHY INVEST IN EMERGING MARKETS

## EM equities are trading at a record discount compared to developed markets

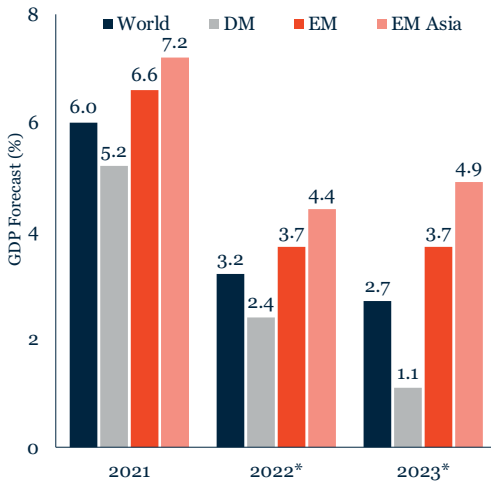


Source: Bloomberg, Morningstar, FT, Data as of 14 February 2023

## Morningstar: EM equity markets expected to deliver the highest returns in the next 10 years

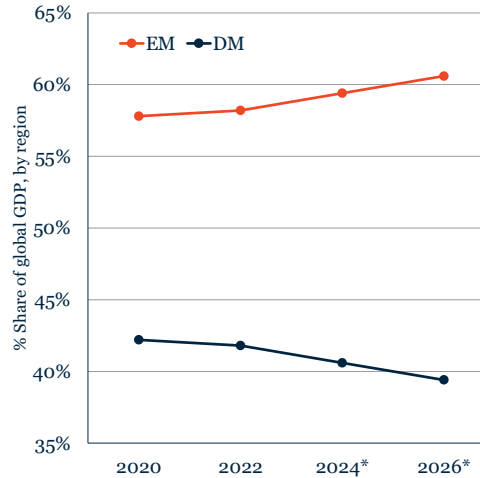


## Economic growth in emerging markets is expected to rebound, as DM GDP is declining

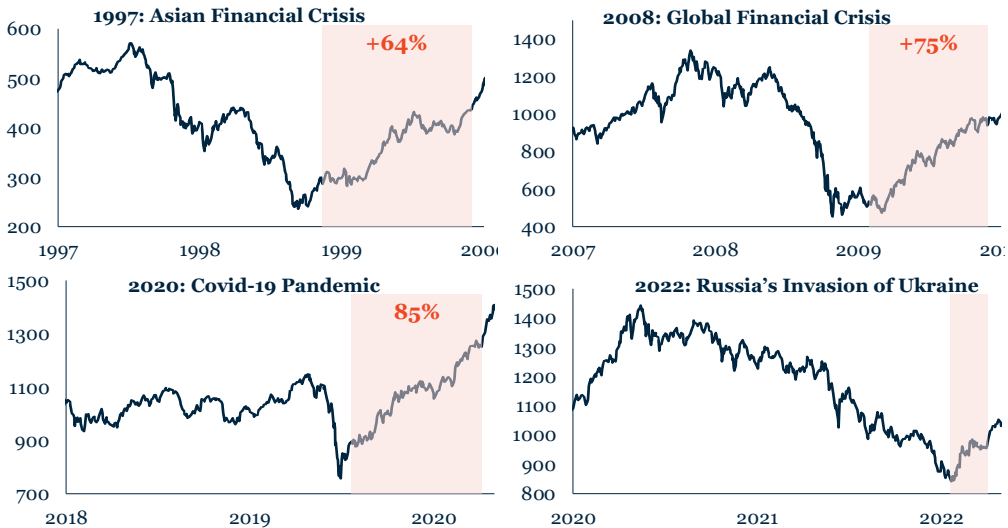


Source: IMF, Statista Data as of 11 October 2022 (latest WEO Database Update)

## Emerging markets' share of the global GDP is expected to increase



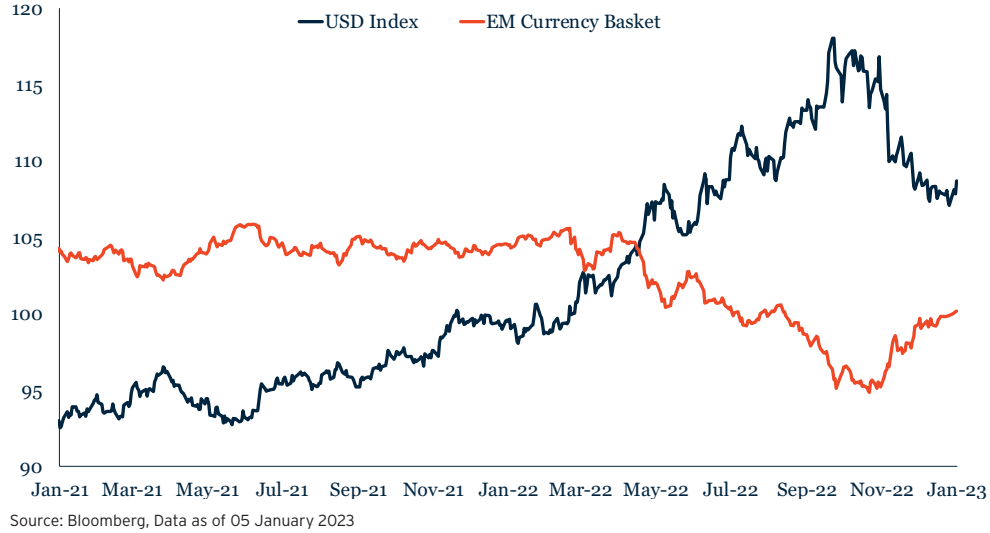
## Following past crises, emerging market equities have delivered strong returns



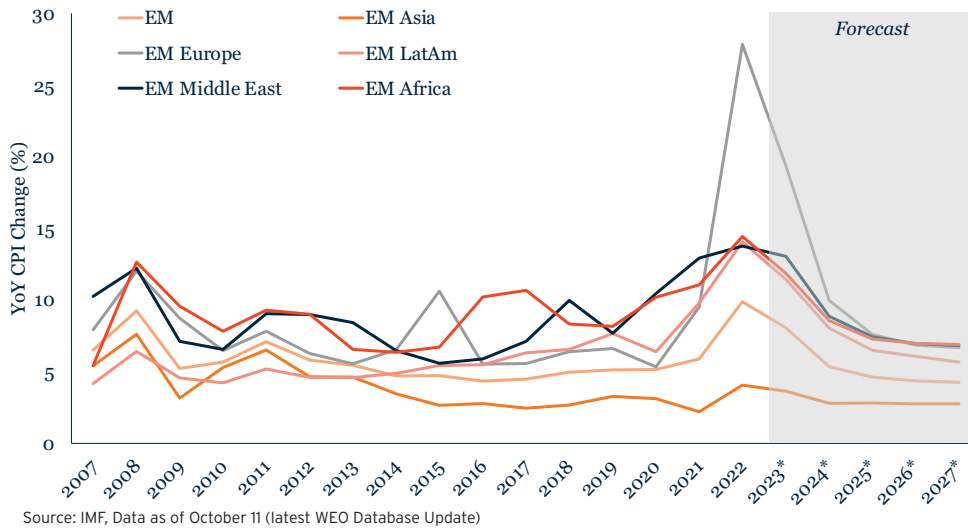
Source: Bloomberg, MSCI EM Index data as of 03 January 2023

# WHY INVEST IN EMERGING MARKETS continued

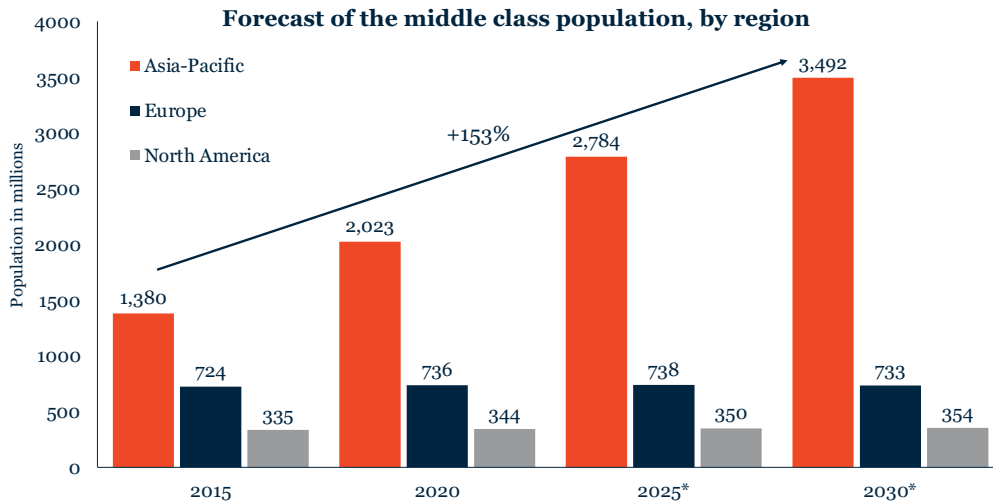
## Emerging markets currencies strengthening as the USD rally is losing steam



## Inflation across emerging market economies has peaked



## The Asian middle class on the rise: Increased domestic demand and spending power in the long run



# WHY INVEST IN MMIT

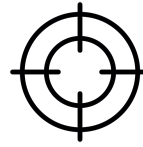
## Unique Strategy With a Focus on Quality and Engagement



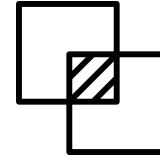
**Strong Performance**  
+44.1% return since inception



**#1 in the Peer Group**  
LSE-listed EM equity trusts



**Concentrated Portfolio**  
22 high-conviction ideas



**High Active Share**  
97% against MSCI EM Index



**Vast Network in EM**  
Curated over 40+ years



**Profitability Leaders**  
14.9% profit margin



**Quality companies**  
-0.8% net debt/EBITDA



**ESG+C® Engagement**  
Tailored to every holding

## Well Positioned for the Recovery

- ❖ China-reopening: Boosting economic activity throughout Asia
- ❖ Recovery in Asia vs. slowing growth in developed markets
- ❖ Record low valuations, especially relative to developed markets
- ❖ EM ahead of DM in the hiking cycle – ripe for cuts in 2023
- ❖ We continue to discover unique, innovative businesses in EM
- ❖ Portfolio well-positioned to benefit from the upcoming recovery
- ❖ Strong earnings potential for 2023 and beyond
- ❖ Portfolio companies: Highly profitable, no leverage, top managers

Source: Mobius Capital Partners LLP, Data as of 31 January 2023, all figures in GBP

# CHAIRMAN'S STATEMENT



## Introduction

As we present to you the Annual Report of Mobius Investment Trust plc ("MMIT", the "Company" or the "Trust") for the period from 1 December 2021 to 30 November 2022, I would like to highlight how unprecedented the year has been in terms of political and economic events. At the time of writing, the tragic earthquake in Turkiye and Syria has resulted in over 30,000 dead and many more injured. As of 7 February 2023, MMIT had three Turkish listed holdings. The investment team has been in touch with these companies. They are not located in an area affected by the earthquake and have confirmed that their staff are safe and their operations unaffected.

The MCP Team visited the country recently and remains in close contact with the investees' managements to receive regular updates on the unfolding of the situation.

In such eventful times shareholders' support has been outstanding and allowed the Trust to continue to deliver successfully on its strategy of obtaining remarkable results compared with its peers. On behalf of the MMIT Board, I would like to thank all our shareholders for the continuous appreciation and commitment to our strategy and our results.

Since MMIT was launched in October 2018, we have seen a series of global events which have started to change many aspects of our societies. The Covid-19 pandemic was about to turn to a close and the world had a glimpse of return to normality when the war in Ukraine started in February 2022. The year 2022 saw global GDP surpassing US\$103 trillion and global population exceeding 8 billion with India overtaking China as the most populous country in the world. The ample liquidity provided by central banks during Covid, accompanied by a re-opening of production facilities hampered by restrictions to the supply-chain linked to China together with the commodities shock from the Ukraine war pushed inflation above target levels. This brought central banks across the globe (with just few exceptions) to rapidly raise interest rates and stop any

quantitative easing to tighten monetary policy. Investors' sentiment fell to its lowest in 30 years to levels last seen only during the financial crisis of 2008.

The resulting world-wide risk-averse attitudes hit developed and emerging markets alike and MMIT was not spared. The net asset value and share price of MMIT on a total return basis decreased by 12.3% and 15.0% respectively over the 12-month period to 30 November 2022. Investors' interest in the strategy remained strong, and the discount averaged only 2.3% over the year. During the period, the Trust operated its first voluntary redemption facility (please see section below) which saw 2.5% of issued share capital redeemed. I would like to thank all our shareholders for this support.

The Board has remained very close to the team at Mobius Capital Partners throughout the year. We have been encouraged by the way they have managed the multiple macro-economic challenges. We have seen them taking, what we believe, were the right decisions for MMIT's investors. They revisited every business case and capitalised on opportunities to add highly innovative companies to the portfolio. Their conservative approach to investing with a focus on fundamental quality – looking for companies with sound balance sheets, little to no debt, strong brands, pricing power and experienced management teams – has meant that companies were generally well positioned to deal with rising interest rates and spiralling inflation. In fact, for some of the companies with substantial exports in US\$ but with expenses in local currencies, the year-end results have been surprisingly positive as the overall cost-base did not catch-up with inflation as fast as the US\$ appreciated against the local currencies.

Furthermore, the diligent focus on governance and the close and regular exchange with management teams as part of the active engagement have saved the Mobius Investment Trust from the big disasters that have hit many of its competitors. MMIT was not exposed to the regulatory crackdown by the Chinese government on the technology and education sectors, it had no exposure to Russia at the time of the Russian invasion and most recently, the team sold one of their Brazilian holdings over strategy and governance concerns months before that company filed for bankruptcy in the wake of an accounting scandal.

I believe it is in times of crisis that one can truly separate the wheat from the chaff. Driven by the team's cautious and differentiated investment approach, MMIT continues to lead the peer group\* since inception and over three years, in terms of share price as well as NAV performance.

\* Please see Glossary beginning on page 86

## CHAIRMAN'S STATEMENT continued

We are now seeing the first signs that last year's headwinds might be turning to tailwinds in 2023. MMIT's portfolio of innovative, quality companies catering to growing trends such as AI, digitisation and renewable energy is already benefitting from the reopening in Asia. During the month of November 2022, the NAV and share price were up by 9.1% and 10.3% respectively. I am cautiously optimistic that we will see this recovery continuing in 2023.

### Performance

The NAV and share price of MMIT on a total return basis decreased by 12.3% and 15.0% respectively over the 12-month period to 30 November 2022, reaching a high of 155.9p on 13 December 2021 and closing at 134.2p. The Investment Manager's Report will provide further details on portfolio and performance. MMIT traded at an average discount to NAV of 2.3% during the period under review, closing at a discount of 2.4% on 30 November 2022. As at the close of business on 24 February 2023, being the latest practical date, the premium of share price to NAV per share stood at 0.25%.

In a challenging year, MMIT has won Citywire's award for Best Global Emerging Market Equities Trust and was shortlisted for Investment Week's Investment Company of the Year Awards 2022 in the Global Emerging Markets category. This recognition reflects the hard work and dedication of the investment management team.

### Dividend

The Company made a revenue profit during the year and, as a result, the Board recommends to shareholders the payment of a dividend which allows the Company to comply with the investment trust rules regarding distributable income. Subject to the investment trust rules, any dividends and distributions will continue to be at the discretion of the Board from time to time.

Subject to shareholders' approval at the forthcoming Annual General Meeting, a final dividend of 1.20p per Ordinary share will be paid on 5 May 2023 to shareholders on the register as of 11 April 2023. The associated ex-dividend date will be 6 April 2023.

### The Board

The governance of the Company remains crucial for effective oversight on the delivery of results. I would like to thank my fellow Board members for their continued support and contributions during the last twelve months.

As already noted in the half-year report, Gyula Schuch was appointed with effect from 1 June 2022 as independent non-executive director of the Company, as a member of the Company's Audit Committee and as Chairman of the Company's Management Engagement and Remuneration Committee.

Also on 1 June 2022, Dr Sophie Robé resigned from the Board with immediate effect in order to focus on her other business interests. The Board thanks Dr Robé for her support and contribution during the years since launch of MMIT and wishes her well for the future.

Following Dr Robé's resignation, Christopher Casey was appointed as Senior Independent Director on 26 July 2022.

### Management Team and Service Providers

As always, MMIT's successful performance is due to the competence of the Mobius Capital Partners ("MCP") team. We are grateful to Mark and Carlos for their leadership and dedication to the success of MMIT: without their vision and experience we could not achieve the results the Company has delivered. Both Mark and Carlos work closely with more junior colleagues who have been with the Trust and working together as a team now for several years and bring competence, knowledge and diversity of views and opinions to the Trust. The enthusiasm of our younger colleagues and their dedication to the work and to the Trust is something that inspires us every day and we are thankful for all their work. They are growing in their roles and bring valuable contributions to the collegial investment process and decision making.

The Trust is also very keen to leverage all the resources it has to stay close to our investors and the Board appreciates the work that Frostrow has done to keep our shareholders updated on performance since inception. Frostrow's work is instrumental in maintaining a close dialogue with investors and hearing their views on our strategy and markets.

As already noted a year ago, Peel Hunt LLP ("Peel Hunt") were appointed as the Company's new Broker on 11 January 2022 following a competitive tender. Peel Hunt are working well with the teams at MCP and Frostrow, as has been shown in the outcome of the redemption exercise which took place in November 2022.



## CHAIRMAN'S STATEMENT continued

### Redemption Facility

The Company operates a voluntary redemption facility which, from now onward, will take place every three years, with the first redemption exercise having taken place in November 2022 for the first time since our 2018 IPO. Through the redemption facility shareholders were able to request the redemption of all or part of their holding of redeemable ordinary shares of nominal value £0.01 each ("Ordinary Shares") for cash.

For the 30 November 2022 Redemption Point, valid redemption requests in respect of 2,767,334 Ordinary Shares had been received, this being 2.5% of the issued share capital, an excellent result which showed that shareholders continue to believe in the ongoing positive outlook for the Company. The Board of Directors approved a calculated Redemption Price of 130.36 pence per Ordinary Share, which was based on the un-audited net asset value at close of business on 29 November 2022, being the most recent net asset value available on 30 November 2022. All shareholders who validly applied to have shares redeemed received this Redemption Price per Ordinary Share.

1,356,317 Ordinary Shares were matched with buyers and sold at the Redemption Price and 1,411,017 Ordinary Shares have been redeemed and cancelled by the Company, and at close of business on 30 November 2022, the Company had 107,548,983 Ordinary Shares in issue. None of the Directors of the Company have redeemed any of their Ordinary Shares under the redemption facility.

Since the Redemption Point on 30 November 2022, as at 20 February 2023, MMIT's net asset value and share price increased by 6% and 7% respectively. Since the year-end, the Company issued 150,000 new Ordinary Shares, bringing the total number of Ordinary Shares to 107,698,983.

### Annual General Meeting

In the year under review we were able to hold our third Annual General Meeting ("AGM") in person for the first time after two years of virtual meetings. Mark Mobius and Carlos Hardenberg presented on the performance of the Company on the occasion. Many shareholders who were not able to attend made use of their voting rights to let us know their agreement with the AGM resolutions. We hope that attendance numbers will go up this year to allow more investors to meet with the Board and the Investment Managers.

The fourth AGM of the Company will take place at 12.00 noon on Wednesday, 26 April 2023 at 25 Southampton Buildings, London WC2A 1AL. The Notice convening the AGM together with explanations of the proposed resolutions can be found

at the end of this document. My fellow Directors and I are looking forward to meeting shareholders at the AGM.

### Outlook

2022 turned out differently from what many economists had projected. The war in Ukraine and China's hard stance on Covid-19 pushed the recovery back, when it had been expected to pick up pace in the second half of 2022.

However, a number of indicators are now pointing towards an improved outlook for 2023, especially for Emerging Asia.

- 1) inflation in the US has slowly been coming down – while it is not yet at desired levels, the fact that it peaked is a signal that
- 2) monetary policy will start to ease;
- 3) China has moved away from zero-Covid with surprising swiftness and determination, and this will spur the recovery, especially in Asia;
- 4) accordingly, growth in emerging Asia is expected to pick up driven by local demand, while growth in Europe and the US is forecast to slow down this year;
- 5) the USD rally has come to a halt amid easing inflation and with the end of the aggressive tightening cycle looming on the horizon.

All of the above, I believe, will benefit emerging markets. In addition, unfavourable sentiment towards the asset class during 2022 has left EM companies trading at record-low valuations compared with developed market peers as well as their own history, offering an attractive entry point.

We are already seeing a reversal in sentiment. After net inflows into the asset class in October, November and December of last year, during January 2023, emerging markets saw the largest monthly inflows in two years.

Challenges remain, with the war in Ukraine not nearing an end, a potential recession looming in the US and Europe, US-China tensions continuing and China struggling with the resurgence of Covid-19 cases. However, given the above-mentioned tailwinds, I believe, emerging markets have the potential to outperform after a long stretch of underperformance. Mobius Investment Trust plc, with its differentiated, active engagement approach and its portfolio of innovative, quality companies catering to growing trends, is well positioned to benefit.

**Maria Luisa Cicognani**  
Chairman

28 February 2023

# INVESTMENT OBJECTIVE AND POLICY

## Investment objective

The Company's investment objective is to achieve long-term capital growth and income returns predominantly through investment in a diversified portfolio of companies exposed directly or indirectly to emerging or frontier markets.

## Investment policy

### Asset allocation

The Company seeks to meet its investment objective by investing in a diversified portfolio of companies exposed directly or indirectly to emerging or frontier markets. The Company invests predominantly in:

- companies incorporated in and/or traded on stock exchanges located in emerging or frontier markets; or
- companies which have the majority of their operations, or earn a significant amount of their revenues in, emerging or frontier markets but are traded on stock exchanges located in developed countries.

The Company focuses on small to mid-cap companies. The Company may invest in pre-IPO and unlisted companies subject to the investment restrictions detailed below.

In pursuing its investment objective, the Company may:

- invest in equity or equity related securities (including preference shares, convertible unsecured loan stock, warrants and other similar securities);
- hedge against directional risk using index futures and/or cash;
- hold bonds and warrants on transferable securities;
- utilise options and futures for hedging purposes and for efficient portfolio management;
- enter into contracts for differences;
- hold participation notes;
- use forward currency contracts; and
- hold liquid assets.

Notwithstanding the above, the Company does not intend to utilise derivatives or other financial instruments to take short positions, nor to increase the Company's leverage in excess of the limit set out in the borrowing policy.

The Company does not track or mirror any index or benchmark and, accordingly, the Company is frequently overweight or underweight in certain investments, or concentrated in a more limited number of sectors, geographical areas or countries, when compared with a particular index or benchmark.

The Company focuses on companies that have:

- a resilient business model and sound management;
- the possibility for operational and environmental, social and governance ("ESG") improvements;
- the potential to improve competitive advantages and cash flow generation; and
- stakeholders that are open to, and have an interest in, positive change.

The Company, through its Investment Manager, seeks to unlock value in investee companies by actively partnering with them through a governance-oriented approach, seeking to act as a catalyst for broader ESG improvements.

The Company does not expect to take controlling interests in investee companies.

The Company seeks to provide shareholders with exposure to a portfolio which is appropriately diversified by geography and sector to achieve an appropriate balance of risk over the long term. The Company's portfolio typically comprises approximately 20 to 30 investments. The Company at all times invests and manages its assets in a manner which is consistent with the objective of spreading and mitigating investment risk.

### Investment restrictions

The Company observes the following investment restrictions, each calculated at the time of investment:

- no more than 10 per cent of Gross Assets are invested in a single company;
- no more than 35 per cent of Gross Assets are invested in companies incorporated in or traded on an exchange in or otherwise primarily exposed to a single emerging or frontier market; and
- no more than 15 per cent of Gross Assets are invested in companies that are not traded on a stock exchange.

In compliance with the Listing Rules, no more than 10 per cent, in aggregate, of Gross Assets may be invested in other investment companies which are listed on the Official List.

### Borrowing

The Company may deploy leverage of up to 20 per cent of Net Asset Value (calculated at the time of borrowing) to seek to enhance long-term capital growth and income returns and for the purpose of capital flexibility. The Company's leverage is expected to primarily comprise bank borrowings but may include the use of derivative instruments and such other methods as the Board may determine.

## INVESTMENT OBJECTIVE AND POLICY continued

### Hedging

The Company's reporting currency and share price quotation is Sterling. However, the Company makes investments denominated in currencies other than Sterling. In addition, the majority of the income from the Company's investments is generated in currencies other than Sterling.

The Company does not intend to hedge currency risk in respect of the capital value of its portfolio or in respect of its Sterling distributions. However, the Company reviews its hedging strategy on a regular basis. The Company does not engage in currency trading for speculative purposes.

### Cash management

Whilst it is the intention of the Company to be fully or near fully invested in normal market conditions, the Company may hold cash on deposit and may invest in cash equivalent investments, which may include short-term investments in money market type funds and tradeable debt securities ("Cash and Cash Equivalents").

There is no restriction on the amount of Cash and Cash Equivalents that the Company may hold and there may be times when it is appropriate for the Company to have a significant cash or cash equivalent position instead of being fully or near fully invested.

## Investment policy commentary

### Borrowing

There was no borrowing during the year under review or after the year end, nor have any derivatives been used.

### Hedging

The Investment Manager does not use currency hedging products but manages currency risk through "natural hedging" by maintaining a geographically diversified portfolio. The Investment Manager closely monitors all portfolio companies on a daily basis and is in a regular dialogue with portfolio companies on a range of issues, including currency hedging. Analysing currency risk is an integral part of the Investment Manager's macroeconomic framework and is fully integrated throughout the investment process.

### Breaches

In the event of a breach of the investment policy set out above and the investment and leverage restrictions set out therein, the Investment Manager shall inform the Board upon becoming aware of the same and if the Board considers the breach to be material, notification will be made to a Regulatory Information Service.

During the year under review, no breaches of the investment policy occurred.

### Changes to the investment policy

No material change will be made to the investment policy without the approval of shareholders by ordinary resolution.

# INVESTMENT PORTFOLIO

as at 30 November 2022

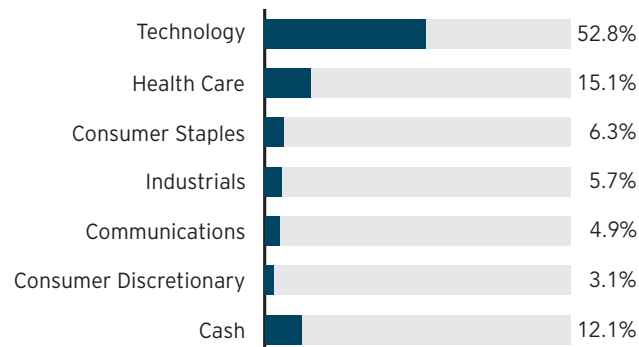
Company	Country	Fair value £'000	% of net assets
EPAM Systems	USA	11,870	8.2
Persistent Systems	India	8,815	6.1
EC Healthcare	China	8,556	5.9
APL Apollo Tubes	India	8,219	5.7
LEENO Industrial	South Korea	8,189	5.7
TOTVS	Brazil	7,967	5.5
eMemory Technology	Taiwan	7,207	5.0
Classys	South Korea	7,100	4.9
Safaricom	Kenya	6,978	4.8
Vietnam Dairy Products	Vietnam	6,023	4.2
Sinbon Electronics	Taiwan	5,975	4.1
Elite Material	Taiwan	5,350	3.7
Zilltek Technologies	Taiwan	4,611	3.2
Mavi Giyim Sanayi Ve Ticaret	Turkiye	4,499	3.1
Logo	Turkiye	4,384	3.1
E Ink Holdings	Taiwan	4,237	2.9
Kangji Medical Holdings	China	3,206	2.2
Clicks Group	South Africa	3,119	2.2
Parade Technologies	Taiwan	3,016	2.1
Metropolis Healthcare	India	2,966	2.1
WIN Semiconductors	Taiwan	2,730	1.9
Pentamaster	Malaysia	1,817	1.3
<b>Total Investments</b>		<b>126,834</b>	<b>87.9</b>
<b>Other Net Assets</b>		<b>17,460</b>	<b>12.1</b>
<b>Total Net Assets</b>		<b>144,294</b>	<b>100.0</b>

## INVESTMENT PORTFOLIO continued

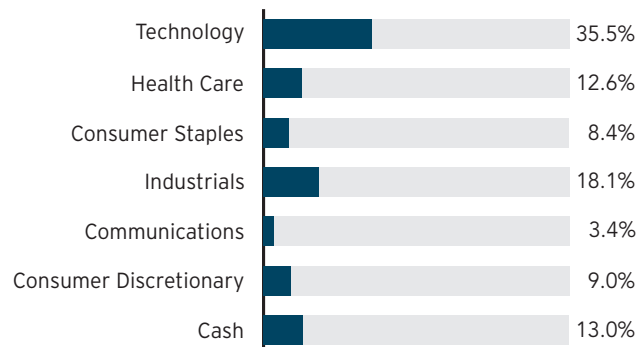
### Portfolio Distribution

#### Sector Breakdown

30 November 2022

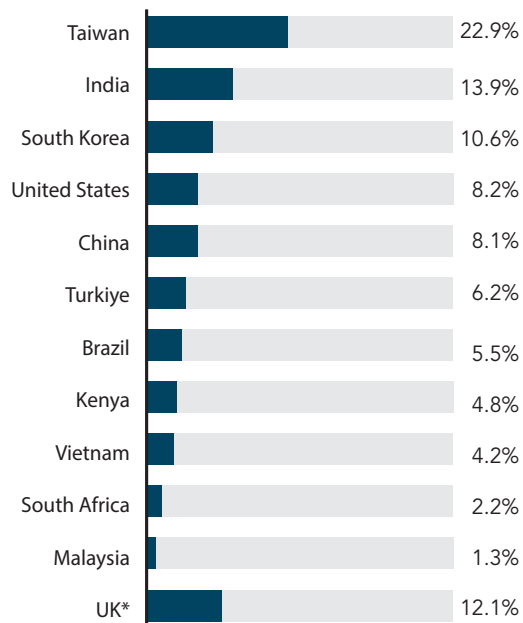


30 November 2021



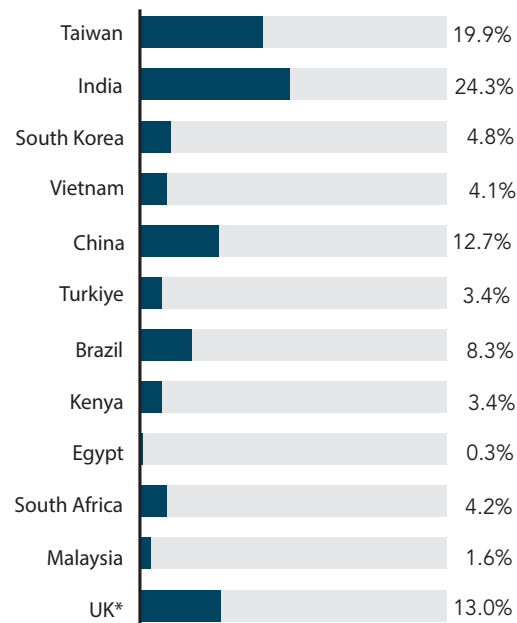
#### Geographical Breakdown

30 November 2022



\*includes uninvested cash

30 November 2021



\*includes uninvested cash

MMIT employs a flexible cash management policy. The aim is to be fully invested while ensuring patient purchases and sales. This can lead to temporarily higher cash levels. At the time of writing, MMIT has started adding two additional high-conviction ideas to the portfolio. These will be disclosed once they have reached target weight.

# INVESTMENT MANAGERS' REVIEW

## Introduction of the Management Team

### Investment Committee

Mobius Capital Partners LLP has been appointed as the Company's Investment Manager. The Investment Manager's Investment Committee makes all investment and divestment decisions in respect of the Company.



**Dr Mark Mobius** is a pioneering investor and has actively managed emerging market funds since 1987. Prior to launching Mobius Capital Partners, Dr Mobius was at Franklin Templeton Investments for more than 30 years, most recently as Executive Chairman of the Templeton Emerging Markets Group. During his tenure, the group expanded assets under management from US\$100 million to over US\$40 billion and launched a number of emerging market and frontier funds focusing on Asia, Latin America, Africa and Eastern Europe. His career and influence have earned him numerous industry awards. Dr Mobius has also been a key figure in developing the international policy for emerging markets.



**Carlos Hardenberg** has invested in emerging markets for over 20 years, having lived in Warsaw, Singapore, Istanbul and London. He spends significant time in Asia, Latin America, Central and Eastern Europe and Africa. For a decade he managed Templeton Frontier Markets Fund, one of the largest frontier markets funds in the industry, as well as a number of global emerging markets funds, including Templeton Emerging Markets Investment Trust ("TEMIT"), a £2.2 billion London listed investment trust.

The Investment Managers' strategy for Mobius Investment Trust plc is supported by a talented team of analysts as well as marketing and operational professionals. The diverse team consists of six nationalities, speaks ten different languages and is 50% female.

All investment team members were either born and raised, or have lived in emerging markets. Their previous experience stretches from venture capital to private and public equity. They have been working together as a team for several years now.

Together the investment team has more than 70 years experience investing in emerging markets. Throughout this time they have built a unique and extensive on-the-ground network of experts which provides an edge during the 360-degree due diligence process.

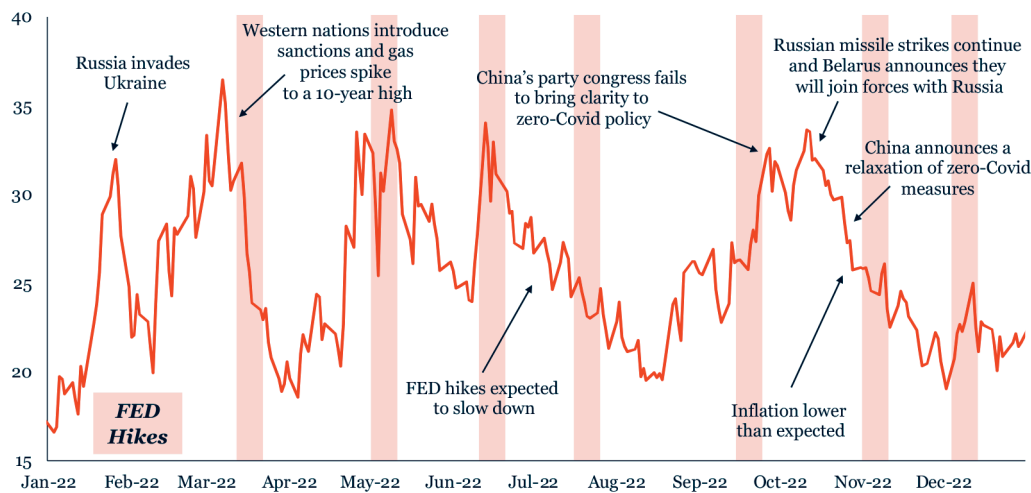
# INVESTMENT MANAGERS' REVIEW *continued*

## Introduction

After an optimistic start, 2022 turned out to be a tumultuous year for investors. Many short-term predictions were proven wrong. Russia invaded Ukraine against the odds, global growth predictions had to be downgraded significantly, inflation forecasts were completely off target, the Fed changed gear on monetary policy faster and more resolutely than anyone had expected, and the US dollar continued its rally against expectations.

All of the above led to significant corrections in emerging and developed markets. The MSCI World was down -10% in 2022, the S&P500 had one of its worst years in history with -10% and tech stocks took an even bigger hit with the NASDAQ tumbling 25%. Emerging markets didn't fare much better. The MSCI EM Index lost 13%. This broad 'risk-off' environment has left EM valuations trading at a multi-decade low, and according to our assessment, a very attractive entry point.

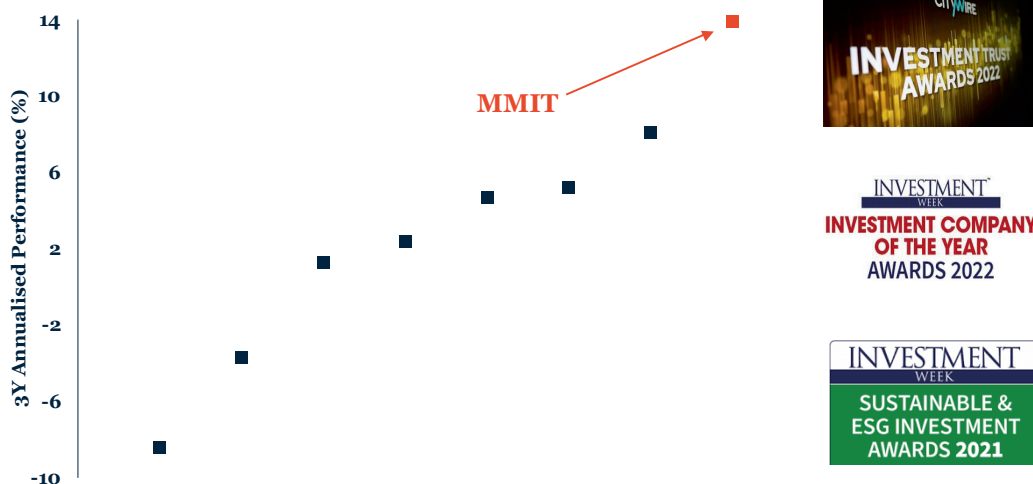
## VIX Index: Ongoing Volatility Throughout 2022



Source: Bloomberg, as of 03 January 2023

The NAV and share price of Mobius Investment Trust plc (MMIT) decreased by 12.3% and 15.0% on a total return basis respectively over the 12-month period to 30 November 2022. This was driven by the unfavourable sentiment towards equities and emerging markets, rather than company fundamentals. NAV performance continues to be strong compared with the peer group. Over three years, MMIT is the best-performing EM Equity Investment Trust listed on the London Stock Exchange.

## MMIT – 3Y Performance vs. Peers\*



Source: AIC  
 3-year period to 30 November 2022  
 \* Peer group consists of 8 investment trusts (incl. MMIT) - please see Glossary beginning on page 86.

## INVESTMENT MANAGERS' REVIEW continued

It is important not to lose sight of the long term, especially in volatile times like these. We did not deviate from our strategy to follow short-term trends. We did not jump on the commodity bandwagon, nor did we rotate into value stocks, but we continued to focus on fundamental quality and on sectors that we believe will deliver sustainable growth not only in the short term, but for decades to come.

At the same time, we carefully monitored macro developments and the potential impact on our holdings. Throughout 2022, we revisited each portfolio company in view of the changing macro conditions. In many cases, we were able to visit companies in person again to get an in-depth understanding of the challenges management were facing. During 2022, the team met with the management of MMIT's holdings in Brazil and Turkey. At the time of writing, they have just returned from visiting companies in India and China. What we found is that our focus on fundamental quality – companies with pricing power, strong balance sheets, little to no debt and leading brands and with strong management teams – has meant that companies were generally coping well in an environment of rising interest rates and higher input prices, and are now, we believe, in a strong position to benefit from the recovery once it sets in.

In addition, we used the recent downturn to add some highly innovative businesses to the portfolio. Please see section "Portfolio Overview" below. These companies had been on our watchlist for some time and when valuations reached attractive entry levels during last year's sell-off, we started to buy.

Once again, our focus on improving ESG+ C®\* factors (please see section on Engagement below) and the regular exchange with management teams that comes with it has served as an effective risk management tool. It meant that we had no exposure to Russia or any ex- Soviet states nor eastern Europe when Russia invaded Ukraine. It had also led us to invest very conservatively in China at a time when many of our competitors were hit by the Chinese government's regulatory crackdown. Finally, we recently sold one of our Brazilian holdings, Americanas S.A., over governance and strategy concerns months before an accounting scandal came to light and the company filed for bankruptcy.

There is no doubt that 2023 will be another challenging year with recession looming in Europe and the US. Uncertainties remain about the impact of the Covid resurgence in China, about China-US relations, about the depths of the recession in the West and about the ongoing war in Ukraine, just to name a few issues.

However, one longer-term prediction continues to hold true: a recovery is still to come. A recovery not from one bad year, but a recovery from a pandemic of an unprecedented scale, at least in living memory. As always, markets will price this in first. We have already seen a gradual reversal of fund-flows back into emerging markets and in Q4 2022 calendar year MMIT delivered a NAV return of 6.5%.

\*See Glossary beginning on page 86.

### MSCI EM Index: Rallies Following Crises



Source: Bloomberg, MSCI EM USD Index Data



## INVESTMENT MANAGERS' REVIEW continued

### Performance

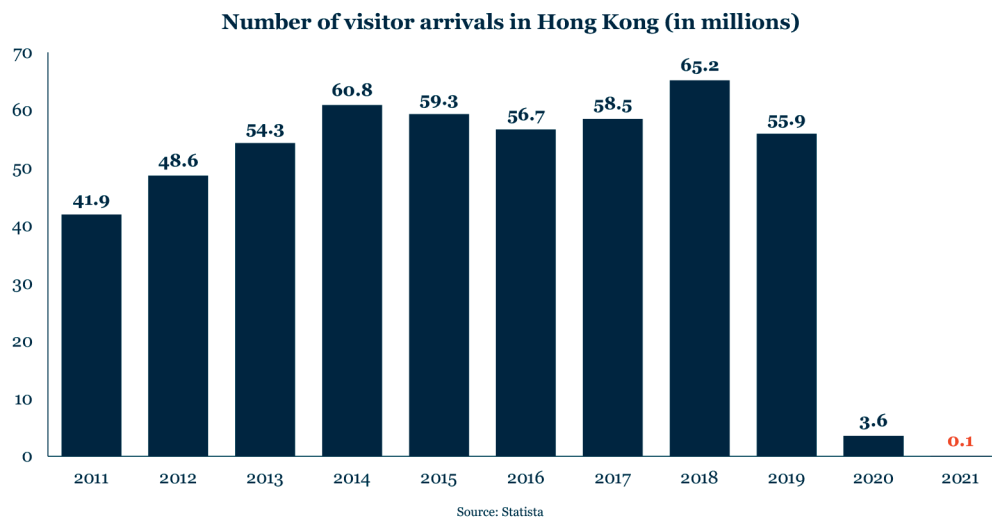
The NAV and share price of MMIT decreased by 12.3% and 15.0% respectively on a total return basis over the 12-month period to 30 November 2022, reaching a high of 155.9p on 13 December 2021 and closing at 134.2p. MMIT traded at an average discount to NAV of 2.3% during the year ended 30 November 2022, closing at a discount of 2.4%. As at 24 February 2023, MMIT traded at a premium of 0.25%.

As mentioned above, the weaker performance was driven by negative sentiment, rather than company fundamentals. In addition, the cyclical downturn in the semiconductor industry with weak demand and high inventories after two years of rapid pandemic-induced growth, also affected performance. However, once again we believe it is important to look beyond 2023 when we expect demand to pick up and the chip industry to resume its growth path.

Over the reporting period, the top three contributors to performance were Turkish apparel brand Mavi (+2.1%), software firm EPAM Systems (+1.9%), and Indian steel tube manufacturer APL Apollo (+1.4%). These companies benefitted significantly from their strong balance sheets during the difficult conditions for trade and economic activity seen in the past year.

Hong Kong-based EC Healthcare (-4.2%), and Taiwanese semiconductor businesses Parade Technologies (-2.7%) and ZillTek Technologies (-1.9%) were the main detractors over the reporting period. EC Healthcare was heavily impacted by China's zero-Covid policy as mainland Chinese were unable to travel to the Hong Kong-based clinics. Since the reversal of China's zero-Covid policy in November 2022, EC Healthcare's share price has more than doubled.

### Hong Kong: Drastic Decline in Tourism



### Portfolio Overview

As of 30 November 2022, MMIT had invested 87.9% of capital, with 22 holdings across 11 countries. The largest geographic exposure was Taiwan (22.9%), followed by India (13.9%) and South Korea (10.6%). The team continues to find the most high-conviction ideas in Asia. The region accounts for over 60% in the portfolio. The largest sector exposure was technology (52.8%), followed by health care (15.1%) and consumer staples (6.3%).

The Trust's technology exposure is well diversified across software, hardware and the semiconductor value chain, and at the same time geographically spread, with companies based in Brazil, India, Kenya, Malaysia, South Korea, Taiwan and Turkey. Furthermore, many companies have geographically diversified production facilities and customers. This is true for the majority of the Trust's Taiwanese holdings. The team continues to monitor the tensions between China-Taiwan very closely and is in regular contact with companies and experts on the ground. We think Chinese military action against Taiwan unlikely at this stage as it would significantly harm China's long-term economic prospects. Stability and growth are the clear priorities for the Chinese leadership in the midterm.

During the reporting period, MCP added three new holdings to the portfolio and exited eight holdings which had reached their target price or where the current environment had significantly changed the business case.

## INVESTMENT MANAGERS' REVIEW continued

In Q1 2022, MCP sold MMIT's shares in Polycab India, an Indian cable manufacturer, as the stock had reached its target price. Since inception, the stock had appreciated by more than 266% in value (in USD terms) and was among the top contributors to performance since inception.

MCP also sold Americanas, a Brazilian e-commerce company over strategy and governance concerns. In January this year, the company was involved in an accounting scandal, the stock price plummeted as a result and the company filed for bankruptcy.

YDUQS, a Brazilian education business, was sold due to a combination of regulatory risk, slow growth, and various deteriorating company-specific factors: high leverage with a declining interest coverage ratio exposed the company to substantial risk, which was reflected in rising debt levels.

During in-person meetings with the management of Brazilian diagnostics company Fleury, it became clear that increasing leverage in a high-interest rate economy and the resulting decrease in balance sheet quality would make future M&A activity more challenging; considering the business model heavily depends on acquisitions, this represented a clear change in MCP's initial investment case and the team decided to sell MMIT's holding in Fleury.

During Q1 2022, MCP started building a position in Classys Inc., a South Korean provider of medical aesthetics devices. With a broad client base – including clinics, hospitals, and beauty salons – Classys has a global market share (ex-US) of 30%, thus leading the market for non-surgical, painless fat reduction instruments. Its 'razor and blade' business model offers continuous gross margin improvements, and high R&D spending ensures a technological edge, as well as a wide product portfolio. While the company benefits from a global footprint already, there is significant potential for market expansion, particularly in the US.

In March 2022, MMIT invested in EPAM Systems, a global leader in digital platform engineering and software development services. Founded in 1993 by a Belarusian engineer, the company is today headquartered in the US. EPAM serves over 600 clients, including several Fortune 500 and Forbes Global 2000 companies. The sudden escalation in conflict between Russia and Ukraine in February 2022 triggered a sell-off in the company's shares as over 50% of employees were at the time located in Ukraine, Belarus, and Russia. This short-term negativity provided an attractive investment opportunity in a quality company for the long term. EPAM committed \$100m to relocate at-risk employees and has already relocated most of its workforce in the affected areas. As a result of their proactiveness, EPAM didn't lose customers and reported stronger-than-estimated results.

In April 2022 MCP built a position in a Taiwanese technology company. E Ink boasts a unique technology, clear pricing power and competitive leadership. Established in 1992, E Ink is the world's largest e-paper manufacturer and produces electronic paper displays with its electrophoretic ink technology. We are particularly interested in their quasi-monopolistic position in this technology and believe that the electronic shelf label (ESL) segment looks especially exciting. The technology is known for its usage in e-readers such as the Amazon Kindle or comparable products, but the application is far wider. E Ink has recently been listed as one of the Asia-Pacific Climate Leaders in 2022 in a report by the Financial Times, Nikkei and Statista.

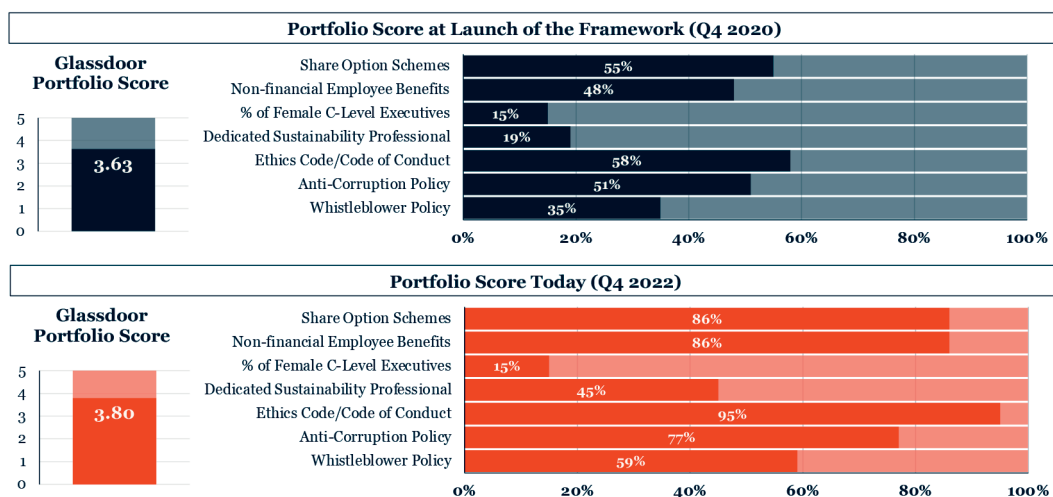
### Engagement

Throughout 2022, MCP saw strong progress on ESG+C® factors among portfolio companies, after having engaged with every single holding. Among the 162 engagement points, discussions around governance factors accounted for almost half (48%) of all touch points. We believe that establishing robust governance standards is key to unlocking further improvements in the environmental, social and culture fields. Almost 80% of holdings have now launched environmental reporting initiatives, with 55% measuring quantitative environmental targets. Upon launch of MCP's proprietary ESG+C® framework, the portfolio's Glassdoor score (a measurement of corporate culture) stood at 3.63%. As of Q4 2022, this has improved to 3.80, with 5 being the highest possible score. Based on the many conversations we have had with management teams in 2022 around ESG+C®, we strongly believe that there are a lot more improvements to come in through 2023.

## INVESTMENT MANAGERS' REVIEW continued

As seen below, a number of MCP's portfolio companies implemented employee share option schemes, introduced non-financial benefits, hired dedicated sustainability professionals and established key policies around anti-corruption and ethics. While this definitely represents a step in the right direction, some companies still have some way to go. MCP is dedicated to working closely with these companies to make improvements going forward.

### Measurable Improvements in Corporate Culture



In the (near) absence of Covid-related travel restrictions, the team was finally able to hold in-person meetings with companies again. In October, MCP spent a whole week in Istanbul to meet with portfolio companies and other exciting new businesses, and spoke with a range of economists, policy experts and local entrepreneurs to get a better picture of the current economic climate and outlook for the new year. We visited the headquarters of Mavi, Turkey's leading denim retailer and one of MCP's best-performing stocks of 2022. We have worked with Mavi on enhancing gender diversity and improving functional expertise within the board, implementing long-term incentives for management, and improving reporting quality. Based on MCP's recommendation, Mavi hired an external sustainability specialist to help set long-term ESG targets for the company. The company published their first sustainability report in 2021. Driven by innovation and technology, Mavi successfully introduced a sustainable fashion line. "All Blue" products are made with organic, recycled and upcycled materials and the manufacturing processes consume less energy, water, and fewer chemicals. The company aims for the whole denim collection to consist of sustainable "All Blue" products by 2030.

In the wake of the tragic earthquake in Turkey, the team continues to monitor the situation very carefully. MCP is in regular contact with portfolio companies and have been assured that employees are safe and operations unaffected by this natural disaster. The team's thoughts are with all of those affected in Turkey and Syria.

Having visited Turkey and Brazil in 2022, MCP is currently planning company visits in China, Hong Kong, Taiwan and India for H1 2023.

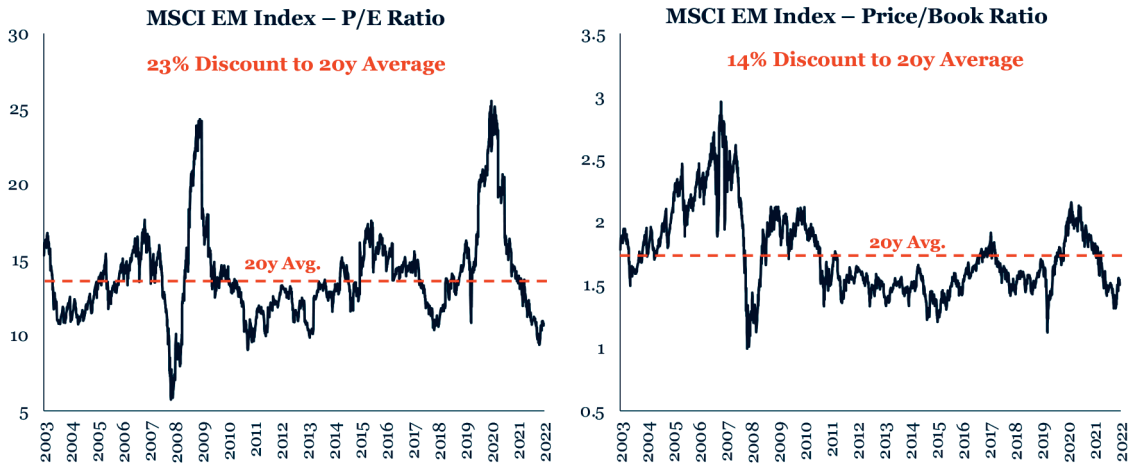
### Outlook: Why the Tide Should Be Turning for Emerging Markets

Emerging market investors have witnessed troubled waters over the past few years: a global pandemic that had a negative impact on trade, consumption and supply chains; increased geopolitical tensions between the US and China; a war in Europe with wide ramifications for global trade and fiscal policies resulting in rising inflation, tighter monetary policy and appreciation of the US dollar. Furthermore, volatile commodity prices that benefitted a few countries but hurt many, and very difficult capital market conditions made it particularly difficult for emerging markets. In summary, all of this has led to very low confidence, record capital outflows and a sell-off in emerging markets. Over the last 10 years, emerging markets have delivered close to negative annualised real returns.

After this prolonged period of weak performance, we now see several indicators suggesting that the tide is turning. First of all, investors should never lose sight of valuations. We are currently witnessing record levels of under-valuations in EM: the present average price to book value at nearly 1.5x is in the 30-year bottom quartile.

## INVESTMENT MANAGERS' REVIEW continued

### EM Valuations

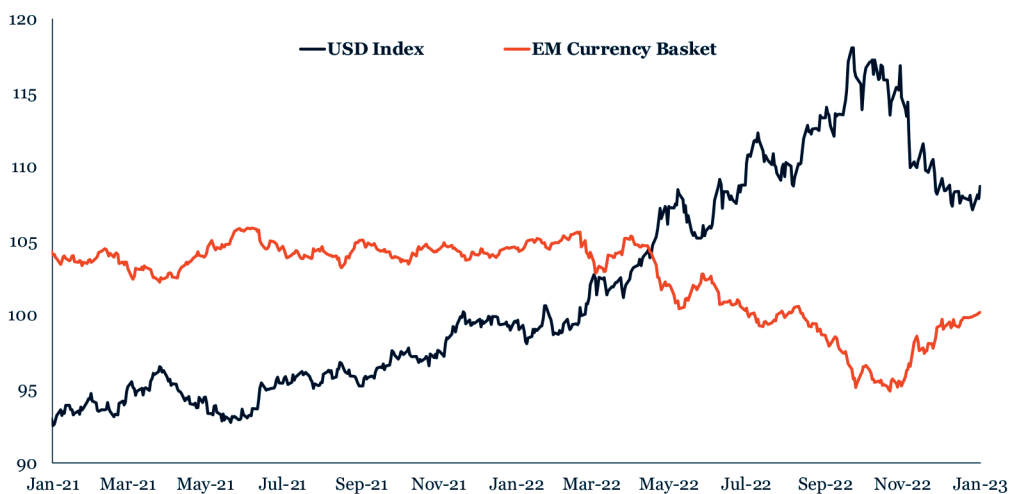


Source: Bloomberg, as of 03 January 2023

Secondly, while the US and certainly Europe will be challenged by a moderate to deep recession in 2023, growth in emerging markets, particularly in Asia, is forecasted to recover to average 4.9% in 2023. This should encourage investors to focus on these growing regions. The radical shift by the Chinese government away from zero-Covid that we have been witnessing in the past two months will have a very positive impact on growth and supply chains. We believe that we are at the beginning of a multi-year earnings growth recovery, and this will be driven by the reopening in Asia. The average EPS growth forecast over three years annualised (CAGR) for the MSCI EM Index is 13% and 15% for MMIT's portfolio.

Furthermore, inflation pressure in the US is moderating. The slowing pace in inflation is a clear indicator that the Fed's rate hiking cycle is nearing its peak and monetary policy is expected to ease. Many emerging markets are ahead of developed markets in the hiking cycle and inflationary pressure, especially in Asia, remains contained. The US dollar rally is losing steam on the back of favourable inflation data, easing the pressure on emerging market currencies, debt and monetary policy.

### EM Currencies Picking Up as USD Rally Loses Steam



Source: Bloomberg, as of 05 January 2023

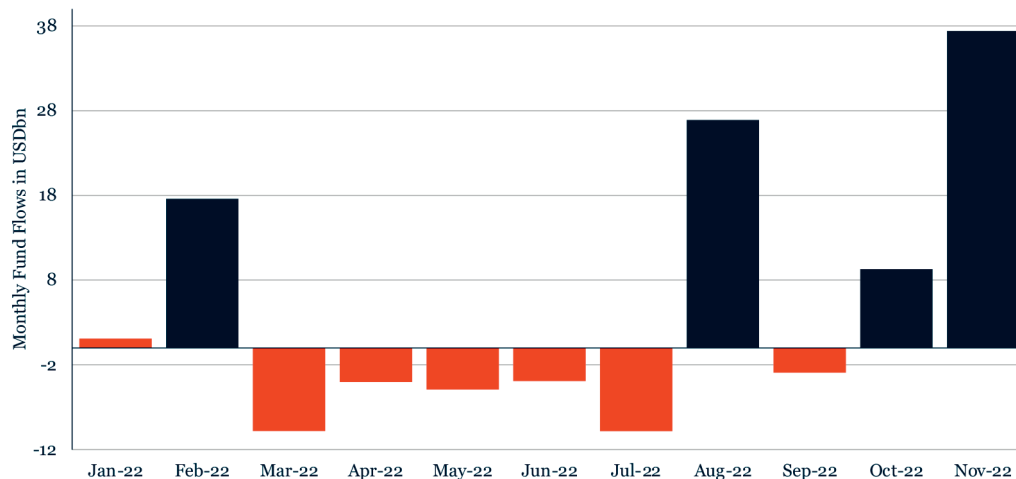
Finally, over the past 20 years, business models in emerging markets have significantly evolved. Investors can find highly innovative companies that are still relatively undiscovered by the market. The new driver in emerging markets is technological innovation in areas including, but not limited to, factory automation, renewable energy, AI or Internet of Things (IOT), as well as digitalisation and modern and efficient service offerings.

## INVESTMENT MANAGERS' REVIEW continued

### Conclusion

The next year no doubt will remain challenging, with recession looming in Europe and the US. However, all of the above will be priced in well in advance and we have already seen a shift in investor sentiment towards emerging markets. After net capital flows to EM during Q4 2022, January 2023 saw the highest portfolio inflows to EM in two years according to the Institute of International Finance, with \$65.7 billion.

### Fund Flows to EM Turning Around



Source: Bloomberg, Institute of International Finance - Capital Flows Tracker  
Data as of December 2022

We have heard many differing opinions about what investors can expect from the coming year. We share the view of Neil Armstrong, the first man on the moon, who once wisely said, "We predict too much for the next year and yet far too little for the next ten." At Mobius Capital Partners, we continue to focus on the long-term potential of our companies which are catering to growing trends like digitalisation, quality health care, factory automation and renewable energy and on creating long-term, sustainable shareholder value for our investors.

**Carlos Hardenberg**  
**Mark Mobius**  
**Mobius Capital Partners LLP**  
Investment Managers

28 February 2023

# BUSINESS REVIEW

## Business Review

The Strategic Report, set out on pages 2 to 35, contains a review of the Company's business model and strategy, an analysis of its performance during the financial year ended 30 November 2022, future developments and details of the principal risks and challenges it faces. The Strategic Report has been prepared solely to provide information to shareholders to enable them to assess how the Directors have performed their duty to promote the success of the Company.

The Strategic Report contains certain forward-looking statements. These statements are made by the Directors in good faith based on the information available to them up to the date of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

Further information on how the Directors have discharged their duty under Section 172 of the Companies Act 2006 can be found on pages 30 to 33.

## Business Model

The Company is an externally managed investment trust and its Ordinary shares are premium listed on the Official List and traded on the main market of the London Stock Exchange.

As an externally managed investment trust all of the Company's day to day management and administrative functions are outsourced to third party service providers. As a result, the Company has no executive Directors, employees or internal operations.

The Board has appointed Mobius Capital Partners LLP to manage its investment portfolio. Company secretarial and administrative services are provided by Frostrow Capital LLP ("Frostrow"). In addition, Frostrow provides the AIFM Directive risk management function on behalf of the AIFM (see page 29 for further details). The Northern Trust Company and Northern Trust Investor Services Limited are the Company's Custodian and Depository, respectively.

Further information, including the remuneration and contractual terms of appointment, of these principal service providers to the Company is set out on page 29.

## Strategy for the Year ended 30 November 2022 and Strategic Review

Throughout the year ended 30 November 2022, the Company continued to operate as an approved investment trust, following its investment objective and policy.

During the year, the Board made all strategic decisions for the Company. Mobius Capital Partners LLP and Frostrow Capital LLP undertook all strategic and administrative activities on behalf of the Board, which retained overall responsibility.

The Board is aware of the continued emphasis on environmental, social and governance ("ESG") matters in recent years. The Investment Manager engages regularly with all portfolio companies to understand and improve their approach to ESG, based on strong evidence that ESG leaders tend to outperform their peers. In addition, the Investment Managers believe that companies with strong corporate cultures provide an additional driver of outperformance in the long term. Details of the Investment Manager's "ESG+C@" approach can be found in the Investment Managers' Review on pages 13 to 20.

## Investment Objective and Policy

The Company's investment objective and policy are set out on pages 9 and 10.

## Dividend Policy

It is the Company's policy to pursue capital growth for shareholders as well as income. Many of the companies in which the Company invests are relatively early-stage businesses to which the Company is committed for the long term. The Company's Investment Manager is drawn to companies with excellent returns on capital with the ability to expand as well as generate dividends.

The Company will comply with the investment trust rules regarding distributable income, which require investment trusts to retain no more than 15% of their income each year. The Company will only pay the minimum dividend required to maintain investment trust status.

## Results and Dividend

The results attributable to shareholders for the year are shown on page 70. In the year ended 30 November 2022, the Company made a revenue profit. Under investment trust rules regarding distributable income, a final dividend must be paid to allow the Company to comply with those rules.

## BUSINESS REVIEW continued

Subject to shareholders' approval at the forthcoming Annual General Meeting, a final dividend of 1.20p per share will be paid on 5 May 2023 to shareholders on the register as of 11 April 2023. The associated ex-dividend date will be 6 April 2023.

### The Board

The Board of the Company comprises Maria Luisa Cicognani (Chairman), Christopher Casey and Gyula Schuch, all of whom are independent non-executive directors.

Dr Sophie Robé resigned as a Director of the Company on 1 June 2022 and Gyula Schuch was appointed as a Director of the Company on the same day.

Mrs Cicognani and Mr Casey served during the whole year under review and, together with Mr Schuch, up to the date of signing this report, and they will stand for re-election and election respectively at the forthcoming Annual General Meeting.

Further information on the Directors can be found on pages 36 and 37.

Information in respect of the Board's diversity policy and Board diversity can be found on pages 44 and 45.

### Board Focus and Responsibilities

With the day to day management of the Company outsourced to service providers the Board's primary focus at each Board meeting is reviewing the investment performance and associated matters, such as, inter alia, future outlook and strategy, gearing, asset allocation, investor relations, marketing, and industry issues.

In line with its primary focus, the Board retains responsibility for all the key elements of the Company's strategy and business model, including:

- Investment Objective and Policy, incorporating the investment guidelines and limits, and changes to these;
- whether the Manager should be authorised to gear the portfolio up to a pre-determined limit;
- review of performance against the Company's KPIs;
- review of the performance and continuing appointment of service providers;
- maintenance of an effective system of oversight, risk management and corporate governance; and
- during the year under review, the Board also oversaw the execution of the redemption facility in November. Further details are given on page 40.

Details of the principal KPIs, along with details of the principal risks, and how they are managed, follow within this Business Review.

The Corporate Governance report, on pages 36 to 61, includes a statement of compliance with corporate governance codes, together with the outline of the internal control and risk management framework within which the Board operates.

Information on the Company's social, community, employee or environmental responsibilities can be found in the Business Review on pages 34 and 35.

### Key Performance Indicators ("KPIs")

The Company's Board of Directors meets at least four times a year. At each quarterly meeting it reviews performance against a number of key measures, as follows:

- Net asset value per share total return\*<sup>^</sup>
- Average discount/premium of share price to net asset value per share over the year<sup>^</sup>
- Ongoing charges ratio<sup>^</sup>

\* Source: Morningstar

<sup>^</sup> Alternative Performance Measure (see Glossary beginning on page 86)

#### Net asset value per share total return\*<sup>^</sup>

The Company is committed to building a long-term investment record and will assess itself by reference to its peers.

The Company's peer group has been defined as a selection of investment companies from the AIC's Global Emerging Markets Sector, that have a similar investment objective to the Company and they are set out in the Glossary beginning on page 86.

Over the year ended 30 November 2022, the Company ranked sixth in its peer group with a net asset value per share total return performance of -12.3% against a peer group average of -8.8%. Subsequent to the year-end, from 1 December 2022 to 31 January 2023, the Company ranked third against its peer group with a net asset value total return of 4.6%; the average for the peer group was 3.1%. The Board continues to monitor this closely.

#### Discount/premium of share price to net asset value per share<sup>^</sup>

The Board believes that an important driver of an investment trust's discount or premium over the long term is investment performance together with a proactive marketing strategy. However, there can be volatility in the discount or premium during the year. Therefore, the Board takes powers each year to buy back and issue shares with a view to limiting the volatility of the share price discount or premium.

During the year ended 30 November 2022, between January and April, 450,000 new ordinary shares were issued by the Company. New shares will only be issued at a premium to the Company's cum income net asset value ("NAV") per share at the time of issuance. During the year, the Company's shares traded at an average discount of

<sup>^</sup> Alternative Performance Measure (see Glossary beginning on page 86)

## BUSINESS REVIEW continued

2.3%, but for some of the time the shares traded at a premium to NAV per share, so that share issuances were possible. Since the year-end, a further 150,000 Ordinary Shares were issued.

The Directors will consider repurchasing ordinary shares when the average one-month discount at which the Ordinary Shares have traded exceeds 5% of the net asset value per ordinary share. To date, however, feedback from shareholders has continued to indicate a preference for narrowing the discount through generating natural demand. As at 24 February 2023, the Company's shares traded at a premium of 0.25% to the net asset value per Ordinary Share and no shares have been bought back.

### Average discount of share price to net asset value per Ordinary Share<sup>^</sup> during the year

30 November 2022	30 November 2021
2.3%	2.7%
Peer group average discount 12.6%	Peer group average discount 9.1%

<sup>^</sup> Alternative Performance Measure (see Glossary beginning on page 86)

On 30 November 2022, the Company also undertook its first redemption exercise during which redemption requests in respect of 2,767,334 Ordinary Shares, or 2.5% of issued share capital, were received. 1,356,317 Ordinary Shares were matched with buyers and sold at the agreed redemption price and 1,411,017 ordinary shares were redeemed and cancelled by the Company. For more details, please see page 40.

### Ongoing charges ratio<sup>^</sup>

The Board continues to be conscious of expenses and works hard to maintain a sensible balance between high quality service and costs.

Over the year ended 30 November 2022 the ongoing charges ratio was 1.5%. This ongoing charges ratio compares with the average of the Company's peer group of 1.1%. One of the main reasons for MMIT's higher than average ongoing charges ratio is the fact that most companies in the peer group are larger than MMIT, so that expenses will be paid out of larger total assets, making them seem smaller in comparison.

### Ongoing charges ratio<sup>^</sup>

Year ended	Year ended
30 November 2022	30 November 2021
1.5%	1.5%
Peer group average 1.1%	Peer group average 1.2%

<sup>^</sup> Alternative Performance Measure (see Glossary beginning on page 86)

### Prospects

The Board continues to support fully the Investment Managers' strategy of investing in a high conviction portfolio across emerging and frontier markets with an active ownership approach. The Board firmly believes that this strategy will continue to deliver strong investment returns over the long term. This is supported by the Company's performance which, since launch to 30 November 2022, has provided a NAV total return of 37.8% and a share price total return of 31.6%, compared with average peer group returns of 16.1% and 12.5% respectively.

## Principal Risks, Emerging Risks and Risk Management

The Board considers that the risks detailed within this report are the principal risks to the delivery of its strategy that are currently facing the Company.

The Board is responsible for the ongoing identification, evaluation and management of the principal risks faced by the Company. The Audit Committee on behalf of the Board, has established a process for the regular review of these risks and their mitigation. This process accords with the UK Corporate Governance Code and the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.

During the year ended 30 November 2022, the Audit Committee, on behalf of the Board, has again carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity. The Committee also considered the controls available to mitigate the inherent risks and whether additional controls or actions were required to bring the residual risk down to an acceptable level. The Committee was satisfied with the controls that are in place for the Company. The Committee was reassured that all service providers of the Company had adequate measures to ensure that no operational issues would arise out of post-Covid-19 hybrid working practices and that cyber and IT risks were properly addressed.

Further details as well as a summary of the Company's approach to risk and how principal risks and uncertainties were dealt with during the year under review, are set out overleaf on pages 24 to 28.



## BUSINESS REVIEW continued

### Principal Risks and Uncertainties

#### Investment Risks (including financial risks)

##### Market, Foreign Exchange and Fiscal Risk in Emerging and Frontier Markets

By the nature of its activities, the Company's portfolio is exposed to fluctuations in market prices (from both individual security prices and foreign exchange rates) and due to the exposure to emerging markets world-wide, in which the portfolio companies operate, it is expected to have higher volatility than the wider market. As such investors should be aware that by investing in the Company they are exposing themselves to this risk.

Furthermore, by nature of its emerging markets portfolio, the Company is exposed to fiscal and legal risk in the various countries where investments are held.

Events like the Covid-19 pandemic and the war in Ukraine also had an impact on markets, although this was not just restricted to emerging markets but was a global phenomenon.

### Key Mitigations

The Board has appointed Mobius Capital Partners LLP to manage the portfolio within the remit of the investment objective and policy. The investment policy limits ensure that the portfolio is diversified, reducing the risks associated with individual stocks and markets. Furthermore, foreign exchange risk is being considered when making investment decisions. Frostrow Capital LLP monitors compliance with the investment policy on a daily basis.

The Board on an ongoing basis, through monthly and quarterly reporting from Frostrow Capital LLP and Mobius Capital Partners LLP, monitors exposure to investments, performance, and compliance with the investment objective and policy.

At each Board meeting Mobius Capital Partners LLP provide an explanation of investment decisions, the make-up of the investment portfolio and the investment strategy.

The Company also employs specialist tax advisers in some jurisdictions to ensure that all tax laws, tax rules and tax regulations are adhered to.

##### Portfolio Risk

The performance of the Company's portfolio is influenced by a number of factors, including the quality of the initial investment decision; the quality of the management team of the investee company and the ability of that team to implement its business strategy successfully; and the success of the Investment Managers in building an effective working relationship with the management of each investee company in order to agree and implement value-creation strategies.

The Investment Managers, Mobius Capital Partners LLP, have put in place a rigorous investment process which ensures disciplined investment selection and portfolio management. This includes detailed due diligence and portfolio reviews as well as active engagement with investee companies, in particular on environmental, social, governance and cultural ("ESG+C") matters.

The AIFM, Mobius Capital Partners LLP, has delegated its risk management function to Frostrow Capital LLP.

##### Counterparty Risk

In addition to market and foreign currency risks, discussed above, the Company is exposed to credit risk arising from the use of counterparties. If a counterparty were to fail, the Company could be adversely affected through either delay in settlement or loss of assets. The most significant counterparty the Company is exposed to is The Northern Trust Company, the Company's Custodian, which is responsible for the safekeeping of the Company's assets. Under the terms of the contract with the Custodian the Company's investments are required to be segregated from The Northern Trust Company's own assets.

Counterparty risk is managed by the Board through:

- reviews of the arrangements with, and services provided by, the Custodian to ensure that the security of the Company's custodial assets is being maintained;
- ensuring cash is only held at banks that have been identified as reputable and of high credit quality. The Northern Trust Company has a credit rating of Aa2 (Moody's), AA- (Standard and Poor's) and AA (Fitch Ratings); and
- monitoring of the Custodian, including reviews of internal control reports and sub-custodial arrangements, as appropriate.

Further information on other financial risks, can be found in note 14 to the Financial Statements beginning on page 79.

## BUSINESS REVIEW continued

### Principal Risks and Uncertainties

### Key Mitigations

#### Strategic Risks

##### Strategy Implementation Risk

The Company is subject to the risk that its long-term strategy and its level of performance fail to meet the expectations of its shareholders.

- A robust and sustainable corporate governance structure has been implemented with the Board being responsible for continued delivery for shareholders.
- Experienced emerging and frontier markets investment managers have been retained to deliver the strategy.
- There is healthy dialogue between the Board and the Investment Managers as well as challenge from the Board when felt necessary.

##### Investment Management Key Person Risk

There is a risk that the individual(s) responsible for managing the Company's portfolio may not be able to continue in their roles.

The Board manages this risk by:

- appointing an Investment Manager who operates a team environment such that the loss of any individual should not impact service levels;
- receiving regular reports from the Investment Manager, such reports include any significant changes in the make-up of the team supporting the Company;
- meeting the wider team, outside the designated lead manager, at both physical and virtual Board meetings and at the Investment Manager's offices;
- outside regular Board meetings the Chairman is in regular contact with senior representatives of the Investment Manager; and
- delegating to the Management Engagement and Remuneration Committee responsibility to perform an annual review of the service received from the Investment Manager, including, *inter alia*, the team supporting the lead manager and succession planning.

The Board is satisfied that the Company's Investment Managers are able to positively address any challenges, as the two senior managers are working with a team of very skilled, more junior analysts who are taking over increasing responsibilities and who are able to step up if needed.

##### Shareholder Relations Risk

The Company is also exposed to the risk that investment strategy and performance are not properly communicated to shareholders.

In managing this risk the Board:

- reviews the Company's investment objective and policy and Mobius Capital Partners LLP's investment approach in relation to the investment performance, market and economic conditions and the operation of the Company's peers;
- regularly discusses the Company's future development and strategy;
- engages regularly with larger shareholders through MCP, Frostrow and the brokers and is available to all shareholders at the AGM;
- undertakes a regular review of the level of the Company's share price discount/premium to net asset value per share and consideration is given to ways in which share price performance may be enhanced, including the effectiveness of marketing, share issuance and share buy-backs, where appropriate;
- reviews an analysis of the shareholder register at each Board meeting and is kept informed of shareholder sentiment; and
- undertakes a redemption exercise every three years to give shareholders the option to redeem their shares at net asset value if they are not happy with their shareholding in the Company.

## BUSINESS REVIEW continued

### Principal Risks and Uncertainties

### Key Mitigations

#### Operational Risks

##### Service Providers Risk

The Board is reliant on the systems of the Company's service providers and as such disruption to, or a failure of, those systems could lead to a failure to comply with corporate governance requirements, law and regulations, leading to reputational damage and/or financial loss to the Company. This encompasses disruption or failure caused by cyber crime or continued hybrid working practices following the Covid-19 pandemic and covers dealing, trade processing, administrative services, financial and other operational functions.

To manage these risks the Board:

- ensures that all major service agreements are in line with best practice and reviews performance against these terms annually, taking action as needed;
- receives a monthly report from Frostrow Capital LLP, which includes, *inter alia*, details of compliance with applicable laws and regulations;
- reviews internal control reports and key policies, including the disaster recovery procedures, of its service providers;
- maintains a risk matrix with details of risks to which the Company is exposed, the approach to those risks, key controls relied on and the frequency of the controls operation;
- receives updates on pending changes to the regulatory and legal environment and progress towards the Company's compliance with such changes;
- has considered the increased risk of cyber-attacks and has received reports and assurance from its service providers regarding the controls in place; and
- has considered the major service providers' business continuity procedures and resilience and is satisfied that all service providers are able to provide good service levels regardless of whether staff are working remotely or in the office.

#### Macro Risks

##### Geopolitical Risk

The geopolitical risk to the Company is closely monitored by the Board.

Significant political and economic change in the countries where MMIT invests, and those countries' degree of interconnection with the rest of the world, and also other global events might lead to volatile markets impacting the Company's performance and reduced investor appetite for the Company's shares.

To manage this risk, the Board:

- monitors compliance with the Company's investment policy;
- undertakes a regular review of the markets the Company is invested in and receives regular reports from the investment managers;
- insists on macroanalysis as a vital part of the investment process;
- consults regularly with the investment team on political and economic risk factors; and
- favours a cautious and analysis-based approach by the investment team when it comes to investing in countries with volatile economic and political conditions.

##### UK Regulatory Risk

The regulatory environment in which the Company operates changes materially, affecting the Company's modus operandi.

The Board monitors regulatory change with the assistance of the Company's AIFM, Frostrow and external professional advisers to ensure that the Board is aware of any likely changes in the regulatory environment and will be able to adapt as required.

## BUSINESS REVIEW continued

### Principal Risks and Uncertainties

### Key Mitigations

#### UK Legal Risk

The Company and/or the Directors fail to comply with legal requirements in relation to FCA dealing rules and procedures, the AIFMD, the Listing Rules, the Companies Act 2006, relevant accounting standards, the Bribery Act 2010, the Criminal Finances Act 2017, the Association of Investment Companies ("AIC") Statement of Recommended Practice ("SORP"), GDPR, tax regulations or any other applicable regulations.

The Board monitors regulatory change with the assistance of its AIFM/Investment Managers and external professional advisers to ensure compliance with applicable laws and regulations including the Companies Act 2006, the AIFM Rules, the Corporation Tax Act 2010 ("Section 1158"), the Market Abuse Regulation ("MAR"), the Disclosure Guidance and Transparency Rules ("DTRs") and the FCA's Listing Rules.

The Board reviews compliance reports and internal control reports provided by its service providers, as well as the Company's financial statements and revenue forecasts.

The Depositary reports twice yearly to the Audit Committee, confirming that the Company has been managed in accordance with the AIFMD, the Articles and with investment restrictions and leverage limits.

The Directors attend seminars and conferences to keep up to date on regulatory changes and receive industry updates from the Company Secretary. The Company Secretary also presents a quarterly report on changes in the regulatory environment, including AIC updates, and how changes have been addressed.

#### Governance Risk

Poor adherence to corporate governance best practice or errors or irregularities in published information could lead to censure and/or result in reputational damage to the Company.

The Board reviews all information supplied to shareholders and Frostrow's marketing activity at each meeting.

Details of the Company's compliance with corporate governance best practice, including information on relationships with shareholders, are set out in the Corporate Governance Report on pages 36 to 52.

#### ESG and Climate Change Risk

ESG risks and climate change could have an adverse impact on the portfolio companies' operational performance, affecting their investment value over the short or medium term.

At every Board meeting, the Board receives ESG+C<sup>®</sup> updates, which include information on any climate change related engagement, from the Investment Managers together with monthly portfolio updates. The Board challenges the Investment Manager on ESG matters to ensure that the portfolio companies are acting in accordance with the Board's ESG approach.

MMIT invests in companies that have the potential to improve, and benefit from, environmental, social and corporate governance factors. As part of their engagement the team at MCP actively supports portfolio companies in improving their ESG-performance. Engagement is tailored and consists of constructive advice to portfolio companies on a range of ESG issues including the reduction of greenhouse gas emissions (GHG emissions) and an improvement in the CDP score as an indicator of a company's environmental sustainability. Furthermore, the investment strategy uses screening against an exclusion list of companies in which investments may not be made, taking ESG criteria into account.

Mobius Capital Partners LLP is a signatory to the UK Stewardship Code and actively engages with portfolio companies on ESG+C<sup>®</sup> matters including climate change.

Details of the Investment Managers' ESG+C<sup>®</sup> approach can be found in the Investment Managers' Review on pages 13 to 20 and on the Investment Managers' website at [www.mobiuscapitalpartners.com](http://www.mobiuscapitalpartners.com).

Mobius Capital Partners published their first active engagement report in Q2 2022. This report provided more detail on MCP's customised ESG+C<sup>®</sup> engagement approach, action points raised with portfolio companies as well as outcomes from engagement. The report is available for download on the manager's website: [www.mobiuscapitalpartners.com](http://www.mobiuscapitalpartners.com).

## BUSINESS REVIEW continued

### Emerging Risks

The Company has carried out a detailed assessment of its emerging and principal risks. The International Risk Governance Council's definition of an "emerging" risk is one that is new, or is a familiar risk in a new or unfamiliar context or under new context conditions (re-emerging). Failure to identify emerging risks may cause reactive actions rather than being proactive and, in a worst case scenario, could cause the Company to become unviable or otherwise fail or force the Company to change its structure, objective or strategy.

The Audit Committee reviews a risk register at its half-yearly meetings. Emerging risks are discussed in detail as part of this process to try to ensure that emerging as well as well-known risks are identified and mitigated as far as possible. Any emerging risks and mitigations are added to the risk register.

The experience and knowledge of the Directors are useful in these discussions, as are update papers and advice received from the Board's key service providers such as the AIFM and Investment Manager and the Company's broker. In addition, the Company is a member of the AIC, which provides regular technical updates, draws members' attention to forthcoming industry and regulatory issues and advises on compliance obligations.

During the year, the Board identified as an emerging risk the deteriorating economic environment in many countries, which may impact portfolio investments and, potentially, the Company's service providers. This risk includes the cost of living crisis, increased energy costs and food supply difficulties from a country macro level down to every household and business.

Whilst it is not possible to mitigate the above emerging risks directly, the Board regularly reviews the premium and discount levels and considers ways in which share price performance may be enhanced to prevent MMIT becoming unattractive to shareholders. The Investment Managers, Frostrow and the Brokers are in regular contact with larger investors to ensure that MMIT's objective is still in line with shareholders' objectives. There are also regular updates for all shareholders by way of factsheets, annual and half-yearly reports and other documentation on the Company's website.

### Long-Term Viability Statement

In accordance with the UK Corporate Governance Code, the Directors have carefully assessed the Company's position and prospects as well as the principal risks stated on pages 24 to 27 and have formed a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next five financial years. The Board has chosen a five-year horizon

in view of the long-term nature and outlook adopted by the Investment Manager when making investment decisions.

To make this assessment and in reaching this conclusion, the Audit Committee has considered the Company's financial position and its ability to liquidate its portfolio and meet its liabilities as they fall due:

- the portfolio is principally comprised of investments traded on major international stock exchanges. Based on current trading volumes, 98.6% of the current portfolio could be liquidated within 30 trading days with 93.0% in seven days or less under normal market conditions and there is no expectation that the nature of the investments held within the portfolio will be materially different in future;
- 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; and
- the Company has no employees, only its non-executive Directors. Consequently, it does not have redundancy or other employment related liabilities or responsibilities.

The Audit Committee, as well as considering the potential impact of the Company's principal risks on pages 24 to 27 and various severe but plausible downside scenarios, has also considered the following assumptions in considering the Company's longer-term viability:

- there will continue to be demand for investment trusts;
- the Board and the Investment Manager will continue to adopt a long-term view when making investments;
- the Company invests principally in the securities of listed companies in emerging markets to which investors will wish to continue to have exposure;
- regulation will not increase to a level that makes running the Company uneconomical; and
- the performance of the Company will continue to be satisfactory.

The continuing uncertainty in the global economy, the ongoing war in Ukraine as well as Covid-19 related lockdowns in some countries, have created significant supply chain disruption and inflationary pressures worldwide. These were factored into the key assumptions made by assessing their impact on the Company's key risks and whether the key risks had increased in their potential to affect the normal, favourable and stressed market conditions. As part of this review the Board considered the impact of a significant and prolonged decline in the Company's performance and prospects. This included a range of plausible downside scenarios such as reviewing the effects of substantial falls in investment values and the impact of the Company's ongoing charges ratio, which were the subject of stress testing and reverse stress testing.

## BUSINESS REVIEW continued

Furthermore, the Audit Committee again considered the operational resilience of the Company's service providers, and thereby the operational viability of the Company. During the year under review, some meetings were still held online, and all key service providers were contacted with regard to their business continuity systems as well as their IT and cyber security systems to prevent fraudulent activity of any kind. No issues were raised and the Audit Committee was reassured that all key service providers were operating well and to their normal high service standards while ensuring the safety of their employees by enabling them to work remotely.

The Directors confirm, therefore, that they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities in full over the coming five years.

### Principal Service Providers

#### Investment Manager

Mobius Capital Partners LLP is the Alternative Investment Fund Manager ("AIFM") for the Company pursuant to an Investment Management Agreement dated 10 September 2018 (the "IMA"). The investment management fee payable to the AIFM is calculated at an annual rate of 1.0% of the lower of (i) Net Asset Value; and (ii) Market Capitalisation (the "Fund Value") up to and including £500 million; of 0.85% of the Fund Value over £500 million and up to and including £1 billion; and of 0.75% of the Fund Value over £1 billion. The management fee is payable in arrears monthly. There are no provisions for the payment of a performance fee.

The IMA may be terminated by either party by giving to the other not less than 12 months' notice in writing.

#### Manager, Company Secretary and Administrator

Frostrow Capital LLP ("Frostrow") acts as the Company's Operational Manager, Company Secretary and Administrator. It is an independent provider of services to the investment companies sector and currently has 15 investment company clients whose assets totalled approximately £20 billion as at the date of this report.

Company secretarial, marketing, and administrative services are provided by Frostrow under an Administration and Management Services Agreement dated 10 September 2018.

A management service fee of 0.225% of the lower of (i) Net Asset Value and (ii) Market Capitalisation (= the Fund Value) of the Company, charged monthly in arrears, is payable, up to a Fund Value of £250 million. Frostrow's fees will reduce from 0.225% to 0.20% on Fund Value of the Company in the range of £250 million to £500 million, and to 0.175% on that part of the Fund Value in excess of £500 million. The agreement may be terminated by either the Company or Frostrow on six months' written notice.

Furthermore, Frostrow provides the AIFM Directive risk management function on behalf of the AIFM under a delegation agreement with Mobius Capital Partners LLP ("MCP"). This delegation of the risk management function may be terminated by either Frostrow or the AIFM, MCP, on two months' written notice.

Further details of the fees payable to Mobius Capital Partners LLP and Frostrow Capital LLP are set out in note 3 to the Financial Statements on page 75.

#### Depositary and Custodian

Northern Trust Investor Services Limited is the Company's Depositary, having been appointed by the Board and Mobius Capital Partners LLP with effect from 1 October 2021, taking over from Northern Trust Global Services SE following the UK's departure from the EU and an internal reorganisation within Northern Trust.

Under the Depositary Agreement, an annual fee of 0.015% per annum charged on the Net Asset Value is payable, subject to a minimum annual fee of £25,000. The Depositary Agreement may be terminated upon six months' written notice from the Company or the Investment Manager to the Depositary or the Depositary to the Company and the Investment Manager.

The Northern Trust Company provides global custody services to Mobius Investment Trust plc.

#### Corporate Broker

Peel Hunt LLP ("Peel Hunt") was appointed as the Company's broker with effect from 11 January 2022, taking over from Jefferies International Limited following a review undertaken by the Management Engagement and Remuneration Committee.

### Investment Manager and Manager Evaluation and Re-Appointment

The review of the performance of Mobius Capital Partners LLP as Investment Manager and Frostrow as Manager, Company Secretary and Administrator is a continuous process carried out by the Board with a formal evaluation being undertaken each year. As part of this process the Board monitors the services provided by the Investment Manager and the Manager and receives regular reports and views from them. The Board also receives comprehensive performance measurement reports to enable it to determine whether or not the performance objective set by the Board is being met.

The Board believes the continuing appointment of Mobius Capital Partners LLP and Frostrow Capital LLP, under the terms described above, is in the interests of shareholders. In coming to this decision, the Board also took into consideration the following additional reasons:

## BUSINESS REVIEW continued

- the quality and depth of experience of Mobius Capital Partners LLP and the level of performance of the portfolio in absolute terms and relative to the Company's peer group since launch; and
- the quality and depth of experience of the management, administrative and company secretarial team that Frostrow allocates to the Company.

### Company Promotion

The Company has appointed Frostrow to promote the Company's shares to professional investors in the UK. As investment company specialists, the Frostrow team provides a continuous, pro-active marketing, distribution and investor relations service that aims to promote the Company by encouraging demand for the shares.

Frostrow actively engages with professional investors, typically discretionary wealth managers, some institutions and a range of execution-only platforms. Regular engagement helps to attract new investors and retain existing shareholders and, over time, results in a stable share register made up of diverse, long-term holders.

Frostrow arranges and manages a continuous programme of one-to-one meetings with professional investors around the UK. These include regular meetings with "gate keepers", the senior points of contact responsible for their respective organisations' research output and recommended lists. The programme of regular meetings also includes autonomous decision makers within large multi-office groups, as well as small independent organisations. Some of these meetings involve Mobius Capital Partners, but most of the meetings do not, which means the Company is being actively promoted while the Investment Manager concentrates on the portfolio.

The Company also benefits from involvement in the regular professional investor seminars run by Frostrow in major centres, notably London and Edinburgh, or webinars which are focused on buyers of investment companies. During the year under review, a total of 214 investor meetings and five investor seminars were held during which MMIT was discussed.

Frostrow produces many key corporate documents, monthly factsheets, annual and half-yearly reports. Company information and invitations to investor events, including updates from the Investment Manager on portfolio and market developments, are regularly emailed to a growing database, overseen by Frostrow, consisting of professional investors across the UK.

Frostrow maintains close contact with all the relevant investment trust broker analysts who publish and distribute research on the Company to their respective professional investor clients and, during the year under review, particularly those from Peel Hunt.

The Company continues to benefit from regular press coverage, with articles appearing in respected publications that are widely read by both professional and self-directed private investors. The latter typically buy their shares via retail platforms, which account for a significant proportion of the Company's share register.

Finally, during the redemption exercise a specialist PR agency, Camarco PR, was appointed to support engagement with shareholders.

### Stakeholder Interests and Board Decision-Making (Section 172 Statement)

Under reporting regulations and the AIC Code, the Directors are required to explain how they have discharged their duties under Section 172 of the Companies Act 2006 in promoting the success of the Company for the benefit of the members as a whole. This includes the likely consequences of the Directors' decisions in the long term and how they have taken wider stakeholders' needs into account.

The Directors aim to act fairly as between the Company's shareholders. The Board's approach to shareholder relations is summarised in the Corporate Governance Report beginning on page 36. The Chairman's Statement beginning on page 6 provides an explanation of actions taken by the Directors during the year to achieve the Board's long-term aim of ensuring capital growth and income returns predominantly through investment in a diversified portfolio of companies operating in emerging or frontier markets.

As an externally managed investment trust, the Company has no employees, customers, operations, or premises. Therefore, the Company's key stakeholders (other than its shareholders) are considered to be its service providers. The need to foster business relationships with the service providers and maintain a reputation for high standards of business conduct are central to the Directors' decision-making as the Board of an externally managed investment trust. The Directors believe that fostering constructive and collaborative relationships with the Company's service providers will assist in their promotion of the success of the Company for the benefit of all shareholders.

The Board engages with representatives from its service providers throughout the year. Representatives from Mobius Capital Partners and Frostrow are in attendance at each Board meeting. As the Investment Manager and the Company Secretary and Administrator respectively, the services they provide are essential to the long-term success of the Company.

Further details are set out overleaf:

## BUSINESS REVIEW continued

<b>Who?</b> <b>STAKEHOLDER GROUP</b>	<b>Why?</b> <b>THE BENEFITS OF ENGAGING WITH THE COMPANY'S STAKEHOLDERS</b>	<b>How?</b> <b>HOW THE BOARD, THE INVESTMENT MANAGER AND ADMINISTRATOR HAVE ENGAGED WITH THE COMPANY'S STAKEHOLDERS</b>
<b>Investors</b>	<p>Clear communication of the Company's strategy and the performance against the Company's objective can help the share price trade at a narrower discount or a wider premium to its net asset value per share which benefits shareholders.</p> <p>New shares can be issued to meet demand without net asset value per share dilution to existing shareholders. Increasing the size of the Company can benefit liquidity as well as spread costs.</p> <p>In an effort to control the discount at which shares trade to their net asset value per share, the Company can buy back shares if the Board considers this to be in the best interest of the Company and shareholders as a whole. Shares can either be held in "treasury" or cancelled. Any shares held in treasury can later be sold back to the market if conditions permit. The Company does not currently hold any shares in treasury.</p> <p>Once every three years, the Company also offers a redemption facility through which shareholders may request the redemption of all or part of their holding of redeemable ordinary shares ("Ordinary Shares") for cash.</p>	<p>The Investment Manager, Frostrow and the Company's broker, on behalf of the Board, complete a programme of investor relations throughout the year.</p> <p>An analysis of the Company's shareholder register is provided to the Directors at each Board meeting along with marketing reports from Frostrow. The Board reviews and considers the marketing plans on a regular basis. Reports from the Company's broker are submitted to the Board on investor sentiment and industry issues.</p> <p>Key mechanisms of engagement include:</p> <ul style="list-style-type: none"> <li>● the Annual General Meeting;</li> <li>● the Company's website which hosts reports, video interviews with the Investment Managers and monthly factsheets;</li> <li>● one-on-one investor meetings and online webinars;</li> <li>● should any significant votes be cast against a resolution, proposed at the Annual General Meeting, the Board will engage with Shareholders in order to understand the reasons behind the votes against;</li> <li>● the Board will explain in its AGM results announcement the actions it intends to take to consult with shareholders in order to understand the reasons behind any significant votes against resolutions; and</li> <li>● following the consultation, an update will be published no later than six months after the AGM and the Annual Report will detail the impact the Shareholder feedback has had on any decisions the Board has taken and any actions or resolutions proposed.</li> </ul> <p>At each meeting the Board reviews movements in the Company's shareholder register. There are regular interactions and engagement with shareholders, including at the AGM. Regular feedback from shareholders is received from Frostrow and the Company's broker.</p> <p>Following the redemption exercise in November 2022, valid redemption requests were received for a total of 2,767,334 ordinary shares (representing 2.5% of the issued share capital). Of these, 1,356,317 Ordinary Shares were matched with buyers and sold at the Redemption Price and 1,411,017 Ordinary Shares were redeemed and cancelled by the Company.</p>



## BUSINESS REVIEW continued

<b>Who?</b> STAKEHOLDER GROUP	<b>Why?</b> THE BENEFITS OF ENGAGING WITH THE COMPANY'S STAKEHOLDERS	<b>How?</b> HOW THE BOARD, THE INVESTMENT MANAGER AND ADMINISTRATOR HAVE ENGAGED WITH THE COMPANY'S STAKEHOLDERS
<b>Investment Manager</b>	<p>Engagement with the Company's Investment Manager is necessary to evaluate their performance against the Company's stated strategy and to understand any risks or opportunities this may present. The Board ensures that the Investment Manager's environmental, social and governance ("ESG") approach is in line with standards elsewhere and is in line with the Board's expectations.</p> <p>Engagement also helps ensure that Investment Management costs are closely monitored and remain competitive.</p>	<p>The Board meets regularly with the Company's Investment Manager throughout the year both formally at the scheduled Board meetings and informally as needed. The Board also receives monthly performance and compliance reporting.</p> <p>The Board further receives regular updates from the Investment Manager concerning engagement on ESG+C<sup>®</sup> matters with the companies within the portfolio.</p> <p>The Investment Manager's attendance at each Board meeting provides the opportunity for the Investment Manager and Board to further reinforce their mutual understanding of what is expected from both parties.</p>
<b>Service Providers</b>	<p>The Company contracts with third parties for other services including: depositary, investment accounting &amp; administration as well as company secretarial and registrars. The Company ensures that the third parties to whom the services have been outsourced complete their roles in line with their service level agreements, thereby supporting the Company in its success and ensuring compliance with its obligations.</p>	<p>The Board and Frostrow engage regularly with other service providers both in one-to-one meetings and via regular written reporting. Representatives from service providers are asked to attend Board and Audit Committee meetings when deemed appropriate. This regular interaction provides an environment where topics, issues and business development needs can be dealt with efficiently and collegiately.</p>
<b>Portfolio Companies</b>	<p>Gaining a deeper understanding of the portfolio companies and their strategies as well as incorporating consideration of ESG factors into the investment process assists in understanding and mitigating risks of an investment as well as identifying future potential opportunities.</p>	<p>Active engagement on ESG+Culture issues with the aim of improving operations, ESG-standards and performance, and thereby catalysing a re-rating of the investee's stock price, lies at the heart of the Investment Manager's strategy. The Investment Manager individually tailors engagement on ESG+C<sup>®</sup> issues to the portfolio company and its respective sector. In addition to ESG factors, MCP places a high emphasis on understanding a company's corporate culture. The Board strongly supports the team in this undertaking and has been keeping in close and regular contact with the Investment Manager to understand the progress portfolio holdings are making along their individual action plans.</p> <p>Regular visits or video calls are being undertaken between the Investment Managers and portfolio companies.</p> <p>On the occasion of the 2022 Investor Day, two portfolio companies were invited to present their respective businesses to shareholders, and talk about their experience of working with the Mobius Capital Partners team on improving ESG+C<sup>®</sup> issues.</p>

## BUSINESS REVIEW continued

### What?

#### WHAT WERE THE KEY TOPICS OF ENGAGEMENT?

##### Key topics of engagement with investors

- Ongoing dialogue with shareholders concerning the strategy of the Company, performance, the portfolio and ESG issues.
- Impact on market volatility on the performance of the Company.
- Share price performance and the widening of investment company sector discounts.

### Outcomes and actions

#### WHAT ACTIONS WERE TAKEN, INCLUDING PRINCIPAL DECISIONS?

- The Investment Managers, Frostrow and the broker meet regularly with shareholders and potential investors to discuss the Company's strategy, performance, the portfolio and any ESG+Culture issues which might be raised. At the 2022 AGM, and following two years of larger gatherings not being allowed due to Covid-19, Directors were able for the first time to have face-to-face interactions with shareholders who attended the meeting. The Investment Managers also gave a presentation and shareholders were able to ask questions.
- Shareholders are provided with performance updates via the Company's website as well as the usual financial reports and monthly factsheets.
- The Board reviews the Company's share price discount/premium on a regular basis and has share buy-back and issuance policies as well as a redemption facility by which investors may redeem their shares every three years.

##### Key topics of engagement with the Investment Manager on an ongoing basis

- Portfolio composition, performance, outlook and business updates as well as ESG engagement with portfolio companies.
- Team composition.
- The impact of market volatility upon their business.

- Updates are received by the Board at every Board meeting.
- The Board is kept well informed about the team composition at MCP and the Investment Manager gives regular updates on new team members.
- The unique network of external experts and consultants in Emerging Markets built over decades of investing in this space enables the Investment Manager to buy in project-specific, high-quality know-how while allowing the core team to remain lean, agile and highly motivated.
- The Board has received regular updates from the Investment Manager throughout the year.

##### Key topics of engagement with Other Service Providers

- The Directors have frequent engagement with the Company's other service providers through the annual cycle of reporting and due diligence meetings or site visits by Frostrow. This engagement is completed with the aim of maintaining an effective working relationship and oversight of the services provided.

- Following a benchmarking exercise, Peel Hunt LLP was appointed as the Company's new broker with effect from 11 January 2022.
- Reviews of the Company's service providers during the year have been positive and the Directors believe that their continued appointment is in the best interests of the Company.

##### Key topics of engagement with Portfolio Companies

The Investment Managers, on behalf of the Board, have engaged with a number of portfolio companies:

- in order to address ESG matters including climate change and, in particular, to understand the risks faced by portfolio companies and how they can be addressed.
- in order to achieve good governance overall, as good governance means that board and management of portfolio companies are aware and proactive in their approach to all environmental and social issues.

- The Investment Managers are aware that trusts perceived to be falling behind in ESG and climate change concerns will be downrated by investors. This issue therefore makes up an important part of the risk assessment when looking at possible investments.
- For the Investment Managers good governance is the best way to ensure best value for shareholders. To this end, environmental and social factors as well as governance are discussed in meetings with managements.

## BUSINESS REVIEW continued

### Responsible and Sustainable Investing

It is the Board's view that, in order to achieve long-term success, companies need to maintain high standards of corporate governance and corporate responsibility. More information is given in the Investment Managers' Review on pages 13 to 20.

The Investment Manager's customised engagement acts as one of the key features in the investment process and includes an Action Plan targeted at ESG and operational issues identified in the individual holdings. The Investment Manager believes this customised engagement will lead to an enhancement in ESG+C<sup>®</sup> positioning, operational improvements, and attractive returns to investors following a stock rerating. Throughout the year, the Board followed the progress on engagement closely.

### The Investment Managers' ESG+C<sup>®</sup> Policy

The Investment Managers' ESG Policy can be found on their website at [www.mobiuscapitalpartners.com](http://www.mobiuscapitalpartners.com) and it explains how ESG and corporate culture factors are being assessed all through the investment process as follows:

- an initial recommendation by the Investment Committee;
- establishment of an ESG+C<sup>®</sup> action plan and engagement with companies;
- monitoring, measuring and reporting ESG+C<sup>®</sup> improvement; and
- exercising voting rights.

In particular, the ESG Policy states that Mobius Capital Partners are strongly convinced that companies with higher ESG standards generally have a lower cost of capital, more efficient operational performance, greater protection of minority investors' interests, lower business risk and higher shareholder distributions, all of which positively influence a company's valuation.

Quarterly ESG factsheets can also be found on the Investment Managers' website, giving a breakdown of investment companies' disclosure of

- **environmental targets** such as environmental reporting, quantitative environmental targets and Carbon Disclosure Project Portfolio Company scores. The Carbon Disclosure Project increases environmental transparency and accountability of companies and enables progress tracking. The scoring ranges from A, A-to B, B-to C, C-to D, D-and F.
- **social targets** such as employee training initiatives and reporting on Sustainable Development Goals in

the fields of Industry, Innovation and Infrastructure, Good Health and Wellbeing, and Decent Work and Economic Growth.

- **governance targets** such as gender equality and female directors, Board independence, sustainability reporting, Global Reporting Initiative Compliant reporting, dedicated Investor Relations professionals and others.
- **corporate culture targets** such as a Code of Conduct, share option schemes, non-financial employee benefits, anti-corruption and whistleblower policies, dedicated sustainability professionals and gender equality among C-level executives.

### Taskforce for Climate-Related Financial Disclosures ("TCFD")

The Company notes the TCFD recommendations on climate-related financial disclosures. The Company is an investment trust with no employees, internal operations or property and, as such, it is exempt from the Listing Rules requirement to report against the TCFD framework.

The Investment Manager reports on portfolio companies' Carbon Disclosure Project (CDP) Scores as part of their quarterly ESG+C reporting. CDP's disclosure platform provides the mechanism and a first step towards reporting in line with the TCFD recommendations. In addition, the team engages with every portfolio holding on the adoption of the TCFD recommendations.

The risks associated with climate change represent an increasingly important issue and the Board and the Investment Managers are aware the transition to a low-carbon economy will affect all businesses, irrespective of their size, sector or geographic location. Therefore, no company's revenues are immune and the assessment of such risks must be considered within any effective investment approach.

### Integrity and Business Ethics

The Company is committed to carrying out business in an honest and fair manner. In carrying out its activities, the Company aims to conduct itself responsibly, ethically and fairly, including in relation to social and human rights issues.

The Board has adopted a zero-tolerance approach to instances of bribery and corruption. Accordingly, it expressly prohibits any Director or associated persons when acting on behalf of the Company from accepting, soliciting, paying, offering or promising to pay or authorise any payment, public or private, in the United Kingdom or abroad to secure any improper benefit from themselves or for the Company.

## BUSINESS REVIEW continued

The Board applies the same standards to its service providers in their activities for the Company.

A copy of the Company's Anti Bribery and Corruption Policy can be found in the Corporate Information section of the Company's website on [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com). The policy is reviewed annually by the Audit Committee.

In response to the implementation of the Criminal Finances Act 2017, the Board also adopted a zero-tolerance approach to the criminal facilitation of tax evasion. A copy of the Company's policy on preventing the facilitation of tax evasion can be found in the Corporate Information section of the Company's website [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com). The policy is reviewed annually by the Audit Committee.

The Board's expectations are that its principal service providers have appropriate governance policies in place.

### Modern Slavery Act 2015

The Company does not provide goods or services in the normal course of business, and as a financial investment vehicle does not have customers. The Directors do not therefore consider that the Company is required to make a statement under the Modern Slavery Act 2015 in relation to slavery or human trafficking.

The Company's suppliers are typically professional advisers and the Company's supply chains are considered to be low risk in this regard.

In light of the nature of the Company's business there are no relevant human rights issues and the Company does not have a human rights policy.

### Looking to the Future

The Board concentrates its attention on the Company's investment performance and Mobius Capital Partners LLP's investment approach and on factors that may have an effect on this approach.

The Board monitors the performance of the Company's net asset value compared with its peer group.

The Board is regularly updated by Frostrow Capital LLP and Peel Hunt LLP on wider investment trust industry issues and regular discussions are held concerning the Company's future development and strategy.

A review of the Company's year ended 30 November 2022, its performance and the outlook for the Company can be found in the Chairman's Statement on pages 6 to 8 and in the Investment Manager's Review on pages 13 to 20.

The Company's overall strategy remains unchanged.

For and on behalf of the Board of Directors

**Maria Luisa Cicognani**

Chairman

28 February 2023

# BOARD OF DIRECTORS



**Maria Luisa Cicognani**  
Independent Non-Executive Chairman

Appointed to the Board on 5 September 2018

Remuneration per annum: £37,000\*

Shareholding in the Company: 71,740\*

#### Skills and Experience:

Maria Luisa has over 25 years' experience with significant knowledge of the banking sector, emerging markets and corporate governance issues. Between 1993 and 2005, she worked at the European Bank for Reconstruction and Development, ultimately as Head of the Bank Equity group, before holding senior positions with Merrill Lynch and Renaissance Capital, Mediobanca, Azimut Global Counselling in Italy and Azimut International Holding in Luxembourg. Since 2016 she has been senior adviser to a number of financial institutions and investors as well as non-executive director in listed companies.

Maria Luisa holds a *magna cum laude* Bachelor's degree in Business and Administration from Bocconi University in Italy and a Master's degree in Japanese Economy and Business from the International University of Japan.

#### Other Appointments:

Maria Luisa is non-executive chairman of Arafa Holding in Cairo and a non-executive director of Eurizon Capital SgR.

#### Standing for re-election

Yes



**Christopher Casey**  
Independent Non-Executive Director, Chairman of the Audit Committee and Senior Independent Director

Appointed to the Board on 5 September 2018

Remuneration per annum: £32,000\*

Shareholding in the Company: 10,000\*

#### Skills and Experience:

Christopher has extensive experience as a non-executive director and audit committee chairman of public companies, in particular investment trusts.

Previously he was chairman, independent non-executive director and audit committee chairman of China Polymetallic Mining Limited until 2016, independent non-executive director and audit committee chairman of Latchways plc until 2015 and independent non-executive director and audit committee chairman of Eddie Stobart Logistics plc, until August 2020.

Christopher's career spans over 40 years and he was previously an audit partner at KPMG before moving to transaction services, providing due diligence assistance to private equity and corporate clients. He graduated from Oxford University in 1977 with a degree in Politics, Philosophy and Economics.

#### Other Appointments:

Christopher is also a non-executive director and chairman of The European Smaller Companies Trust plc, non-executive director and audit committee chairman of BlackRock Sustainable American Income Trust plc and Life Settlements Assets plc as well as non-executive director of CQS Natural Resources Growth and Income plc.

#### Standing for re-election

Yes

## BOARD OF DIRECTORS continued

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**Gyula Schuch**

Independent Non-Executive Director and Chairman of the Management Engagement and Remuneration Committee

Appointed to the Board on 1 June 2022

Remuneration per annum: £27,000\*

Shareholding in the Company: none\*

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**Skills and Experience:**

Gyula has over 25 years' experience in investment banking. Formerly, he was Managing Director of EEMEA and LATAM Equities at HSBC Bank plc, Global Banking and Markets in London and Managing Director and Co-Head of EEMEA and LATAM Equities at HSBC Securities (USA) Inc in New York. Previously, he worked for HVB Capital Markets New York and CA-IB Securities New York Inc.

He holds a Master of Business Administration degree from the University of Business Administration and Economics in Vienna.

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**Other Appointments:**

Gyula is currently Equity Partner at Ithuba Capital, a management-owned independent investment bank and regional advisory firm with headquarters in Vienna.

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**Standing for election**

Yes

\* Information as at 30 November 2022.

# REPORT OF THE DIRECTORS

The Directors present this Annual Report on the affairs of the Company together with the audited financial statements and the Independent Auditors' Report for the year ended 30 November 2022.

In accordance with the requirement for the Directors to prepare a Strategic Report and an enhanced Directors' Remuneration Report for the year ended 30 November 2022, the following information is set out in the Strategic Report: a review of the business of the Company including details of its objective, strategy and business model, future developments, details of the principal risks and uncertainties associated with the Company's activities (including the Company's financial risk management objectives and policies), information regarding community, social, employee and human rights and environmental issues.

Information about Directors' interests in the Company's ordinary shares is included within the Annual Report in the Remuneration section of the Directors' Remuneration Report.

The Corporate Governance Statement on pages 43 to 52 forms part of this Directors' Report.

## Business and Status of the Company

The Company is registered as a public limited company in England and Wales (Registered Number: 11504912) and is an investment company within the terms of Section 833 of the Companies Act 2006 (the "Act"). Its Ordinary shares are premium listed on the Official List of the UK Listing Authority and traded on the main market of the London Stock Exchange, which is a regulated market as defined in Section 1173 of the Act.

The principal activity of the Company is to carry on business as an investment trust. The Company has been granted approval from HM Revenue & Customs as an investment trust under sections 1158 and 1159 of the Corporation Taxes Act 2010. The Company will be treated as an investment trust company subject to the Company's continued compliance with applicable laws and regulations. The Directors do not envisage any change in this activity in the future.

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

## Alternative Performance Measures

The Financial Statements on pages 70 to 82 set out the required statutory reporting measures of the Company's financial performance. In addition, the Board assesses the Company's performance against a range of criteria which are viewed as particularly relevant for investment trusts, which are summarised and explained in greater detail in

the Strategic Report, under the heading 'Key Performance Indicators' on pages 22 and 23.

The Directors believe that these measures enhance the comparability of information between reporting periods and aid investors in understanding the Company's performance. The measures used for the year under review have remained consistent with the prior period.

Definitions of the terms used and the basis of calculation adopted are set out in the Glossary beginning on page 86.

## Annual General Meeting ("AGM")

**THE FOLLOWING INFORMATION TO BE DISCUSSED AT THE FORTHCOMING ANNUAL GENERAL MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the action you should take, you should seek advice from your stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or transferred all of your ordinary shares in the Company, you should pass this document, together with any other accompanying documents, including the form of proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.**

Resolutions relating to the following items of special business will be proposed at the forthcoming AGM.

**Resolution 10:** Authority to allot shares up to approximately 20% of the ordinary shares in issue.

**Resolution 11:** Authority to issue new shares or sell shares from Treasury for cash, up to approximately 20% of the Company's issued ordinary shares at a price per share not less than the net asset value per share, and to disapply pre-emption rights in respect of those shares.

**Resolution 12:** Authority to buy back up to 14.99% of shares in issue at the time of the AGM, either for cancellation or for placing into Treasury.

**Resolution 13:** Authority to hold general meetings (other than AGMs) on at least 14 days' notice.

The full text of the resolutions can be found in the Notice of Annual General Meeting on pages 89 to 92. Explanatory notes regarding the resolutions can be found on pages 93 to 95. Ordinary resolutions require that more than 50% of the votes cast at the relevant meeting be in favour of the resolution for it to be passed. Special resolutions require that at least 75% of the votes cast be in favour of the resolution for it to be passed.

## REPORT OF THE DIRECTORS continued

### Recommendation

The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings, details of which are set out on page 59.

### AGM Arrangements

The AGM will be held on Wednesday, 26 April 2023. In case of any problems, arrangements will be made for shareholders to attend via a webinar, view the Investment Manager's presentation online and ask questions in advance. Shareholders are encouraged to view the Company's website, [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com) for further information nearer the time. Questions can be submitted to the Company Secretary at [info@frostrrow.com](mailto:info@frostrrow.com).

Shareholders are strongly encouraged to exercise their votes in respect of the meeting in advance by returning their forms of proxy. This will ensure that all shareholders' votes are registered in the event that attendance is not possible or restricted or if the meeting is postponed. Further details about the voting process can be found in the Notice of Meeting on page 91.

### Articles of Association

Amendment of the Company's Articles of Association requires a special resolution to be passed by shareholders.

### Directors

The current Directors of the Company are listed on pages 36 and 37. Maria Luisa Cicognani and Christopher Casey both served as Directors throughout the year to 30 November 2022 and up to the date of this report.

Dr Sophie Robé resigned as a Director on 1 June 2022, and Gyula Schuch was appointed as a Director and as the Chairman of the Management Engagement and Remuneration Committee on the same day. He served up to the date of this report.

No other person was a director during any part of the year or up to the approval of this report.

### Directors' Conflicts of Interest

Directors report on actual or potential conflicts of interest at each Board meeting. Any Director with a potential conflict would be excluded from any related discussion.

### Directors' and Officers' Liability Insurance Cover

Directors' and Officers' liability insurance cover was maintained by the Board during the year ended 30 November 2022. It is intended that this policy will continue for the year ending 30 November 2023 and subsequent years.

### Directors' Indemnities

Subject to the provisions of applicable UK legislation, the Company provides an indemnity for Directors in respect of costs incurred in the defence of any proceedings brought against them and also liabilities owed to third parties, in either case arising out of their positions as Directors of the Company. This was in place throughout the financial year under review and up to the date of the approval of this report. The indemnities are qualifying third party provisions for the purposes of the Companies Act 2006.

A copy of each deed of indemnity is available for inspection at the Registered Office of the Company during normal business hours and will be available for inspection at the Annual General Meeting.

### Directors' Fees

Reports on Directors' Remuneration and also the Directors' Remuneration Policy are set out on pages 58 to 61.

### Appointment and Replacement of Directors

Unless otherwise determined by the Company by ordinary resolution, the number of Directors shall not be less than two.

### Directors' Interests

The beneficial interests in the Company of the Directors, and of the persons closely associated with them, are set out on page 59 of this Annual Report.

### Capital Structure

As at 30 November 2022, there were 107,548,983 redeemable ordinary shares of 1p each (2021: 108,510,000 ordinary shares) and 50,000 management shares of £1 each in issue.

All ordinary shares rank equally for dividends and distributions. Each shareholder is entitled to one vote on a show of hands and, on a poll, to one vote for every ordinary share held. Details of the substantial holders of ordinary shares in the Company are listed on page 41.



## REPORT OF THE DIRECTORS continued

The management shares do not carry a right to receive notice of, or attend or vote at, any general meeting of the Company unless no other shares are in issue at that time. The management shares are entitled to receive, in priority to any payment of a dividend on any other class of share, a fixed cumulative dividend of 0.01% per annum on their nominal amount. On a return of capital (including on a winding up) the holders of the management shares shall only receive an amount up to the capital paid up on such management shares. The management shares are not redeemable.

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

Details of the voting rights in the Company's shares at the date of this Annual Report are given in Note 2 to the Notice of the Annual General Meeting on page 91.

### Share Issues and Buybacks

The Directors currently have the authority to issue shares up to an aggregate nominal amount equal to 10% of the issued share capital of the Company. They also have the authority to issue shares, or sell Treasury shares, up to an aggregate nominal amount equal to 10% of the issued share capital for cash, without pre-emption rights applying. These authorities will expire at the AGM to be held on 26 April 2023, when resolutions to renew and increase them to 20% of the Company's issued share capital will be proposed.

Furthermore, at the last AGM held on 19 May 2022, the Directors were granted authority to repurchase up to 16,333,104 Ordinary shares, being 14.99% of the Company's issued share capital. This authority will also expire at the forthcoming AGM, when a resolution to renew it will be proposed.

As set out in MMIT's prospectus, the Company may buy back shares when the share price discount to the net asset value per share rises above 5%, at the Board's discretion. The Company's share issuance policy allows the issuance of new shares at a small premium to the net asset value per share on a regular basis acting as a premium management tool.

As at 30 November 2022, the number of ordinary shares in issue was 107,548,983. 450,000 ordinary shares were issued during the year and no shares were bought back. 1,411,017 ordinary shares were redeemed following the redemption exercise undertaken during the year, as described below.

Since the year-end 150,000 new Ordinary Shares were issued, bringing the total number of Ordinary Shares to 107,698,983.

### Treasury Shares

The Company may make market purchases of its own shares for cancellation or for holding in Treasury where it is considered by the Board to be cost effective and positive for the management of the Company's capital base to do so. During the year, and since the year end, no shares were purchased for, or held in, Treasury.

Shares would only be re-issued from Treasury at a price representing a premium to net asset value per share.

### Redemption Facility

As set out in the prospectus, the Company has a redemption facility through which shareholders are entitled to request the redemption of all or part of their holding of ordinary shares on a periodic basis. The first redemption point for the ordinary shares was on 30 November 2022 and each subsequent redemption point will fall on 30 November every third year thereafter. The Directors have absolute discretion to operate the periodic redemption facility on any given Redemption Point and to accept or decline in whole or part any redemption request.

The terms of the redemption facility are set out in the Company's Articles of Association and were summarised in the Company's IPO prospectus.

On 4 October 2022, the Company issued a regulatory announcement reminding shareholders of the upcoming redemption point and setting out the process for redemption. The deadline for redemption requests was 2 November 2022. By that date, valid redemption requests in respect of a total of 2,767,334 were received, representing 2.54% of issued share capital at the time. On the day of the Redemption Point, 30 November 2022, the redemption price based on the Company's NAV as at 29 November 2022 was calculated. The redemption price was announced on the London Stock Exchange on 1 December 2022. 1,356,317 Ordinary Shares were matched with buyers and sold at the Redemption Price and 1,411,017 Ordinary Shares were redeemed and cancelled by the Company.

Shareholders' specific redemption requests were satisfied through approximately 51% of the ordinary shares being redeemed and cancelled by the Company, and, approximately 49% being matched with and sold to buyers.

The Board and the Investment Managers believe that the Company's investment case remains highly compelling and therefore did not redeem their shares.

## REPORT OF THE DIRECTORS continued

### Substantial Interests in Share Capital

As at 30 November 2022 and 31 January 2023, being the latest practicable date before publication of the Annual Report, the Company was aware of the following substantial interests in the voting rights of the Company:

Shareholder	30 November 2022	
	Number of ordinary shares held	% of issued share capital
Allan & Gill Gray Foundation	16,108,850	14.78
Joseph Bernhard Mark Mobius	15,617,092	14.34
Hargreaves Lansdown, stockbrokers (EO)	9,736,792	8.93
Interactive Investor (EO)	8,282,424	7.60
Columbia Threadneedle Investments	5,425,000	4.98
Connor Broadley	3,773,257	3.47
JM Finn, stockbrokers	3,729,398	3.42
AJ Bell, stockbrokers (EO)	3,494,579	3.21
Charles Stanley	3,456,986	3.17

EO = Execution only

Shareholder	31 January 2023	
	Number of ordinary shares held	% of issued share capital
Allan & Gill Gray Foundation	16,008,850	14.89
Joseph Bernhard Mark Mobius	15,617,092	14.52
Hargreaves Lansdown, stockbrokers (EO)	9,727,901	9.04
Interactive Investor (EO)	8,537,090	7.94
Columbia Threadneedle Investments	5,425,000	5.04
Connor Broadley	4,552,821	4.24
A.I.M. Overseas PTC	4,500,000	4.18
JM Finn, stockbrokers	3,740,698	3.48
AJ Bell, stockbrokers (EO)	3,703,425	3.44
Charles Stanley	3,498,315	3.26

EO = Execution only

Interests of the lead investment managers in the shares of the Company as at 30 November 2022:

Mark Mobius (see also above)	15,617,092	14.34
Carlos Hardenberg	940,000	0.87

### Beneficial Owners of Ordinary Shares - Information Rights

The beneficial owners of ordinary shares who have been nominated by the registered holder of those shares to receive information rights under Section 146 of the Companies Act 2006 are required to direct all communications to the registered holder of their shares rather than to the Company's registrar, Computershare, or to the Company directly.

### Political Donations

The Company has not made any political donations in the past, nor does it intend to do so in the future.

### Corporate Governance

The Corporate Governance report, which includes the Company's Corporate Governance policies is set out on pages 43 to 52.

### Global Greenhouse Gas Emissions for the Year ended 30 November 2022

The Company is an investment trust, with neither employees nor premises, nor has it any financial or operational control of the assets which it owns. It has no greenhouse gas emissions to report from its operations nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, including those within the Company's underlying investment portfolio. Consequently, the Company consumed less than 40,000 kWh of energy during the year in respect of which the Directors' Report is prepared and therefore is exempt from the disclosures required under the Streamlined Energy and Carbon Reporting criteria.

### Common Reporting Standard ("CRS")

CRS is a global standard for the automatic exchange of information commissioned by the Organisation for Economic Cooperation and Development and incorporated into UK law by the International Tax Compliance Regulations 2015. CRS requires the Company to provide certain additional details to HMRC in relation to certain shareholders. The reporting obligation began in 2016 and will be an annual requirement going forward. The Registrars, Computershare Investor Services, have been engaged to collate such information and file the reports with HMRC on behalf of the Company.

## REPORT OF THE DIRECTORS continued

### Listing Rule 9.8.4

Listing Rule 9.8.4 requires the Company to include certain information, more applicable to traditional trading companies, in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures to be made in this regard.

### Going Concern

The content of the Company's portfolio, trading activity, the Company's cash balances and revenue forecasts, and the trends and factors likely to affect the Company's performance are reviewed and discussed at each Board meeting.

The Board has considered a detailed assessment of the Company's ability to meet its liabilities as they fall due, including stress tests and reverse stress tests which modelled the effects of substantial falls in markets and significant reductions in market liquidity on the Company's NAV, its cash flows and its expenses. Further information is provided in the Audit Committee report beginning on page 54.

Based on the information available to the Directors at the date of this report, including the results of these stress tests, the conclusions drawn in the Viability Statement on pages 28 and 29, the Company's cash balances, and the liquidity of the Company's listed investments, the Directors are satisfied that the Company has adequate financial resources to continue in operation for a period of at least the next 12 months from when the Financial Statements are authorised for issue and that, accordingly, it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

In reaching these conclusions and those in the Viability Statement, the stress testing conducted also featured consideration of the long-term effects of the continuing uncertainty created by the increase in global inflation and rising interest rates, together with the consequences of the war in Ukraine and the subsequent long-term effects on economies and international relations.

### Other Statutory Information

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

- The rules on the appointment and replacement of directors are set out in the Company's articles of association (the "Articles"). A change to the Articles would be governed by the Companies Act 2006.
- Subject to the provisions of the Companies Act 2006, to the Articles, and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. The powers shall not be limited by any special powers given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors. The Directors' powers to buy back and issue shares, in force at the end of the year, are recorded in the Directors' Report.

There are no agreements:

- (i) to which the Company is a party that might affect its control following a takeover bid; and/or
- (ii) between the Company and its Directors concerning compensation for loss of office.

By order of the Board  
**Frostrow Capital LLP**  
Company Secretary  
28 February 2023

# CORPORATE GOVERNANCE

## The Board and Committees

Responsibility for effective governance lies with the Board. The governance framework of the Company reflects the fact that as an investment company it has no employees and outsources portfolio management to Mobius Capital Partners LLP and Company management, company secretarial, marketing and administrative services to Frostrow Capital LLP.

### The Board

Independent Chairman - Maria Luisa Cicognani

Two additional non-executive Directors, all considered independent.

The Board has appointed Christopher Casey as Senior Independent Director.

Key responsibilities:

- to provide leadership and set strategy, values and standards within a framework of prudent effective controls which enable risk to be assessed and managed;
- to ensure that a robust corporate governance framework is implemented; and
- to challenge constructively and scrutinise the performance of all outsourced activities.

### Management Engagement and Remuneration Committee

Chairman  
Gyula Schuch

All Independent Directors

Key responsibilities:

- to review regularly the contracts, performance and remuneration of the Company's principal service providers;
- to set the remuneration policy of the Company; and
- to determine and agree with the Board the remuneration of the Directors. Where appropriate, the Committee will consider both the need to judge the position of the Company relative to other companies regarding the remuneration of Directors and the need to appoint external remuneration consultants.

### Audit Committee

Chairman  
Christopher Casey\*

All Independent Directors

(The Chairman of the Board is also a member of the Committee)

Key responsibilities:

- to monitor the integrity of the Company's Annual Report and financial statements and of the half-yearly report;
- to oversee the risk and control environment and financial reporting; and
- to review the performance of the Company's external Auditors and to set their remuneration.

\* The Directors believe that Christopher Casey has the necessary recent and relevant financial experience to chair the Company's Audit Committee.

Copies of the full terms of reference, which clearly define the responsibilities of each Committee, can be found on the Company's website at [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com). They can also be obtained from the Company Secretary and will be available for inspection at the AGM.

Given the small size of the Board, the Company does not have a Nomination Committee. Instead, all duties of a Nomination Committee such as the annual consideration of Directors' performance and the skills possessed collectively by the Board as well as the consideration of new appointments, are performed by the Board as a whole.

## CORPORATE GOVERNANCE continued

### Corporate Governance Report

The Company is committed to the highest standards of corporate governance and the Board is accountable to shareholders for the governance of the Company's affairs.

The Board of Mobius Investment Trust plc has considered the principles and recommendations of the AIC Code of Corporate Governance published in February 2019 (the "AIC Code"). The AIC Code addresses all the principles set out in the UK Corporate Governance Code (the "UK Code"), as well as setting out additional provisions on issues that are of specific relevance to the Company.

The Board considers that reporting against the principles and provisions of the AIC Code (which has been endorsed by the Financial Reporting Council) will provide better information to shareholders. By reporting against the AIC Code, the Company meets its obligations under the UK Code (and associated disclosure requirements under paragraph 9.8.6 of the Listing Rules) and as such does not need to report further on issues contained in the UK Code that are irrelevant to the Company as an externally-managed investment company, including the provisions relating to the role of the chief executive, executive directors' remuneration and the internal audit function.

The AIC Code is available on the AIC's website [www.theaic.co.uk](http://www.theaic.co.uk) and the UK Code can be viewed on the Financial Reporting Council's website [www.frc.org.uk](http://www.frc.org.uk). The AIC Code includes an explanation of how the AIC Code adapts the principles and provisions set out in the UK Code to make them relevant for investment companies.

The Company has complied with the principles and provisions of the AIC Code.

The Corporate Governance Statement on pages 43 to 52 forms part of the Report of the Directors on pages 38 to 42.

### The Board

The Board is responsible for the effective governance and the overall management of the Company's affairs. The governance framework of the Company reflects the fact that as an investment company it outsources portfolio management services to Mobius Capital Partners LLP and company secretarial, administration, marketing and risk management services to Frostrow Capital LLP.

The Board's key responsibilities are to set the strategy, values and standards; to provide leadership within a controls framework which enable risks to be assessed and managed; to challenge constructively and scrutinise performance of all outsourced activities; and to review regularly the contracts, performance and remuneration of the Company's principal service providers and Investment Manager. The Board is responsible for all matters of direction and control of the

Company, including its investment policy, and no one individual has unfettered powers of decision.

The role of the Board is to promote the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society.

### Board Leadership and Purpose

#### Purpose and Strategy

The Board assesses the basis on which the Company generates and preserves value over the long term. The Strategic Report describes how opportunities and risks to the future success of the business have been considered and addressed, the sustainability of the Company's business model and how its governance contributes to the delivery of its strategy.

The Company's Objective and Investment Policy are set out on pages 9 to 10.

The purpose and strategy of the Company are described in the Strategic Report on page 21.

Strategy issues and all material operational matters are considered at Board meetings.

#### Board Culture

The Board aims to fully enlist differences of opinion, unique vantage points and areas of expertise. The Chairman encourages open debate to foster a supportive and co-operative approach for all participants. Strategic decisions are discussed openly and constructively.

The Board aims to be open and transparent with shareholders and other stakeholders and for the Company to conduct itself responsibly, ethically and fairly in its relationships with service providers. It is the Board's belief that this contributes to the greater success of the Company, as well as being an appropriate way to conduct relations between parties engaged in a common purpose.

#### Diversity Policy

The Board supports the principle of Boardroom diversity. The Company's policy is that the Board and its committees should be comprised of directors who collectively display the necessary balance of professional skills, experience, length of service and industry knowledge and that appointments to the Board and its committees should be made on merit, against objective criteria, including diversity in its broadest sense.

The objective of the policy is to have a broad range of approaches, backgrounds, skills, knowledge and experience represented on the Board. The Board believes that this will make the Board and its committees more effective at

## CORPORATE GOVERNANCE continued

promoting the long-term sustainable success of the Company and generating value for shareholders by ensuring there is a breadth of perspective among the Directors and the challenge needed to support good decision making. To this end, achieving a diversity of perspectives and backgrounds on the Board and its committees will be a key consideration in any director search process.

The gender balance of two men and one woman, as at the date of this report, is in line with the recommendations of Lord Davies' reports on Women on Boards. The Board is aware that gender representation objectives have been set for FTSE 350 companies and that targets concerning ethnic diversity have been recommended for each FTSE 100 board to have at least one director of colour by 2021 and for each FTSE 250 board to have the same by 2024.

The Board will not display any bias for age, gender, race, sexual orientation, religion, ethnic or national origins, disability, or educational, professional or socio-economic background in considering the appointment of its Directors.

### Board Diversity

The Board is supportive of the FCA's recently updated Listing Rules (LR 9.8.6R(9)) to encourage greater diversity on listed company boards to the effect that:

- (i) at least 40% of the individuals on its board are women;
- (ii) at least one of the senior board positions is held by a woman; and
- (iii) at least one individual on the board is from a minority ethnic background.

The FCA's disclosure requirements apply to financial years starting on or after 1 April 2022, so are not yet applicable to the Company but will serve as guidelines when appointing new directors.

The Board has chosen to align its diversity reporting reference date with the Company's financial year end and proposes to maintain this alignment for future reporting periods. The Company has met one of the three targets on board diversity as at its chosen reference date, 30 November 2022: the senior position of Chairman of the Board is held by a woman.

The relatively small size of the Company's Board, and therefore more infrequent vacancies and opportunities for recruitment, make achieving diversity on the Board a more challenging, but ongoing process. As succession planning of the Board progresses over future years, the Company will continue to strive for increased diversity on its Board through its Diversity Policy. Further details on the Company's appointment process can be found under Appointments to the Board on the following page.

As required under LR 9.8.6R(10), further details in respect of the three targets outlined above as at 30 November 2022 is disclosed below:

	No. of Board members	Percentage	Number of senior positions*
Men	2	66.6%	1 (Audit Chair and SID)
Women	1	33.3%	1 (Chair of Board)
Other	-	-	-
Not specified/ prefer not to say	-	-	-
White British or other White (including minority-white groups)	3	100.0%	2
Any other ethnic group	-	-	-

\* As an externally managed investment company, the Company has no executive directors, employees or internal operations. The Board has therefore excluded the columns relating to executive management from the table above. In addition, the senior positions on the Company's Board of the chief executive and the chief financial officer are not applicable to the Company. In the absence of the aforementioned roles, the Board considers the Chair of the Audit Committee to also be a senior position on the Board. Christopher Casey currently serves as both Senior Independent Director ("SID") and Chair of the Audit Committee.

In order to collect the data required to fulfil the disclosures, the Board agreed that self-reporting by the individuals concerned was the most appropriate method. The following two questions were posed and 'Not specified /prefer not to say' could be recorded in response:

1. For the purposes of the Listing Rules disclosures, how should you be categorised; and
2. Please advise your ethnicity.

It should be noted that, although all current Board members are "White British or other White", diversity is provided through different nationalities, with one Board member being Italian, one British and one Austrian.

### Directors' Independence

The Board consists of three non-executive Directors, each of whom is independent of Mobius Capital Partners LLP and the Company's other service providers. No member of the Board is a Director of another investment company managed by Mobius Capital Partners LLP, nor has any Board member been an employee of the Company, Mobius Capital Partners LLP or any of the Company's service providers. Maria Luisa Cicognani and Christopher Casey were appointed on 5 September 2018 and Gyula Schuch was appointed on 1 June 2022. All Directors will retire at

## CORPORATE GOVERNANCE continued

the Company's AGM and seek to be re-elected or elected respectively by shareholders. Further details regarding the Directors can be found on pages 36 and 37.

The Board carefully considers the various guidelines for determining the independence of non-executive Directors, placing particular weight on the view that independence is evidenced by an individual being independent of mind, character and judgement. All Directors are presently considered to be independent. Each Director has signed a letter of appointment to formalise the terms of their engagement as a non-executive Director, copies of which are available on request from the Company Secretary and at the AGM.

### Directors' Other Commitments

During the year, none of the Directors took on an increase in total commitments. Brief biographical details of the Directors, including details of their significant commitments, can be found on pages 36 and 37. All of the Directors consider that they have sufficient time to discharge their duties. When appointing new Directors, the Board takes into account other demands on the Directors' time. Any additional external appointments are not undertaken without prior approval of the Board.

### Directors' Interests

The beneficial interests of the Directors in the Company are set out on page 59 of this Annual Report.

### Meetings

The Board meets formally at least five times each year. Representatives of Mobius Capital Partners LLP attend all meetings at which investment matters are discussed; representatives from Frostrow are in attendance at each Board meeting. The Chairman encourages open debate to foster a supportive and co-operative approach for all participants.

The Board has agreed a schedule of matters specifically reserved for decision by the Board. This includes establishing the investment objectives, strategy, the permitted types or categories of investments, the markets in which transactions may be undertaken, the amount or proportion of the assets that may be invested in any category of investment or in any one investment, and the Company's share issuance and share buyback policies.

The Board, at its regular meetings, undertakes reviews of key investment and financial data, revenue projections and expenses, analyses of asset allocation, transactions and performance comparisons, share price and net asset value performance, marketing and shareholder communication strategies, the risks associated with pursuing the investment strategy, peer group information and industry issues.

The Chairman is responsible for ensuring that the Board receives accurate, timely and clear information. Representatives of Mobius Capital Partners LLP and Frostrow report regularly to the Board on issues affecting the Company.

The Board is responsible for strategy and has established an annual programme of agenda items under which it reviews the objectives and strategy for the Company at each meeting.

### Meeting Attendance

The table below sets out the number of scheduled Board and Committee meetings held during the year ended 30 November 2022 and the number of meetings attended by each Director.

	Board	Audit Committee	Management Engagement & Remuneration Committee
Number of meetings	(5)	(2)	(1)
Maria Luisa Cicognani	5	2	1
Christopher Casey	5	2	1
Gyula Schuch <sup>1</sup>	3	1	1
Sophie Robé <sup>2</sup>	2	1	-

<sup>1</sup> Gyula Schuch was appointed as a Director on 1 June 2022.

<sup>2</sup> Sophie Robé resigned as a Director on 1 June 2022.

In addition to the scheduled Board and Committee meetings, Directors attended a number of ad hoc Board and Committee meetings to consider matters such as the approval of regulatory announcements, share issuances, Board changes and the Redemption exercise.

### Board Composition and Succession

The Directors have performed a full skills review during the year and have decided that currently, all skills and experience necessary to run the Company effectively are represented on the Board.

The Board seeks to ensure that it is well-balanced and refreshed regularly by the appointment of new directors with the skills and experience necessary, in particular, to replace those lost by directors' retirements. To this end, a composition and succession plan has been approved to ensure that the Board is comprised of members who collectively:

- i. display the necessary balance of professional skills, experience, length of service and industry/Company knowledge; and

## CORPORATE GOVERNANCE continued

- ii. are fit and proper to direct the Company's business with prudence and integrity; and provide policy guidance on the structure, size and composition of the Board (and its Committees) and the identification and selection of suitable candidates for appointment to the Board (and its Committees).

The composition and skills of the Board are reviewed annually and at such other times as circumstances may require in order to fill any possible gaps in skills and experience. Selecting the best candidates, irrespective of background, is paramount.

The Board will ensure that a robust recruitment process is undertaken for all director appointments to deliver fair and effective selection outcomes. Independent advisors may be appointed to aid directors' recruitment and to help mitigate the risk of self-selection from a narrow pool of candidates. The Board will ensure that any search agency used has no connection with the Company or any of the Board members and that the appropriate disclosure is made in the next annual report.

Following an extensive recruitment process, Gyula Schuch was appointed as a non-executive Director of the Company on 1 June 2022. No search agency had been involved, but input on possible candidates had been received from the Directors themselves and various industry contacts. Following a number of interviews, the consensus had been to offer a position as independent, non-executive Director of MMIT to Gyula Schuch, who had extensive experience in emerging markets and capital markets, and M&A, as well as a good understanding of asset management products and a strong understanding of Board governance.

Where the Board appoints a new Director during the year or after the year-end and before the notice of annual general meeting has been published, that Director will stand for election by shareholders at the next Annual General Meeting.

Subject to there being no conflict of interest, all Directors are entitled to vote on candidates for the appointment of new Directors and to recommend to shareholders the re-election of Directors at the Annual General Meeting.

### Chairman and Senior Independent Director ("SID")

The current Chairman, Mrs Cicognani, is deemed by her fellow independent Board members to be independent and to have no conflicting relationships. Her biography and other appointments are detailed on page 36 and the Board considers that she has sufficient time to commit to the Company's affairs as necessary.

Mr Casey is the Senior Independent Director, having taken over from Dr Robé following her resignation. His biography and other appointments are detailed on page 36 and the Board considers that he has sufficient time to commit to the Company's affairs as necessary.

### Responsibilities of the Chairman and the SID

The Chairman's primary role is to provide leadership to the Board, assuming responsibility for its overall effectiveness in directing the Company. The Chairman is responsible for:

- taking the chair at general meetings and Board meetings, conducting meetings effectively and ensuring that all Directors are involved in discussions and decision making;
- setting the agenda for Board meetings and ensuring the Directors receive accurate, timely and clear information for decision-making;
- taking a leading role in determining the Board's composition and structure;
- overseeing the induction of new directors and the development of the Board as a whole;
- leading the annual board evaluation process and assessing the contribution of individual directors;
- supporting and also challenging the Investment Manager (and other suppliers where necessary);
- ensuring effective communications with shareholders and, where appropriate, stakeholders; and
- engaging with shareholders to ensure that the Board has a clear understanding of shareholders' views.

The Senior Independent Director ("SID") serves as a sounding board for the Chairman and acts as an intermediary for other Directors and shareholders. The SID is responsible for:

- working closely with the Chairman and providing support;
- leading the annual assessment of the performance of the Chairman;
- holding meetings with the other non-executive Directors without the Chairman being present, on such occasions as necessary;
- carrying out succession planning for the Chairman's role;
- working with the Chairman, other Directors and shareholders to resolve major issues; and
- being available to shareholders and other Directors to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication (i.e. through the Chairman or the Investment Manager).



## CORPORATE GOVERNANCE continued

### Policy on Director Tenure

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

The Board's policy on tenure is that continuity and experience are considered to add significantly to the strength of the Board and, as such, no limit on the overall length of service of any of the Company's Directors, including the Chairman, has been imposed. When considering the length of an individual Director's service, the Board will do so in the context of the average length of tenure of the Board as a whole. In view of its non-executive nature, the Board considers that it is not appropriate for the Directors to be appointed for a specific term, although new Directors are appointed with the expectation that they will serve for a minimum period of three years subject to shareholder approval.

All of the Company's Directors will seek re-election at each Annual General Meeting, regardless of their length of tenure.

### Board Evaluation

An evaluation of the Board and its Committees as well as the Chairman and the individual Directors is carried out annually. In addition to evaluations carried out by the Board collectively, the Management Engagement and Remuneration Committee on behalf of the Board considers annually whether an external evaluation should be undertaken by an independent agency. For the year under review, this was not considered necessary.

The Chairman acts on the results of the Board's evaluation by recognising the strengths and addressing the weaknesses of the Board and recommending any areas for development. If appropriate, the Chairman will propose that new members are appointed to the Board or will seek the resignation of Board Directors.

During the year ended 30 November 2022, the performance of the Board, its committees and individual Directors (including each Director's independence) was again evaluated through a formal assessment process led by the Chairman. This involved the circulation of a Board and Committee evaluation checklist, tailored to suit the nature of the Company, followed by discussions between the Chairman and each of the Directors. The performance of the Chairman was evaluated by the other Directors under the leadership of the Senior Independent Director.

As part of the Board evaluation discussions, each of the Directors also assessed the overall time commitment of their external appointments and it was concluded that all Directors have sufficient time to discharge their duties. This conclusion was reached on the basis that most external appointments, especially for Mr Casey, are non-executive roles which are far less time-consuming than full-time executive positions in a trading company would be.

The Chairman is satisfied that the structure and operation of the Board continues to be effective and relevant and that there is a satisfactory mix of skills, experience and knowledge. The Board has considered the position of all the Directors including the Chairman as part of the evaluation process and believes that it would be in the Company's best interests to propose them for re-election and election respectively.

### Training and Advice

New appointees to the Board are provided with a full induction programme. The programme covers the Company's investment strategy, policies and practices. The Directors are also given key information on the Company's regulatory and statutory requirements as they arise including information on the role of the Board, matters reserved for its decision, the terms of reference of the Board Committees, the Company's corporate governance practices and procedures and the latest financial information. It is the Chairman's responsibility to ensure that the Directors have sufficient knowledge to fulfil their role.

On an ongoing basis, and further to the annual evaluation process, the Company Secretary will make arrangements for Directors to develop and refresh their skills and knowledge in areas which are mutually identified as being likely to be required, or of benefit to them, in carrying out their duties effectively. Directors will endeavour to make themselves available for any relevant training sessions which may be organised for the Board.

The AIC holds regular Director Roundtable events throughout the year, which are designed to cover the latest issues and regulatory developments affecting the investment company sector. The Director Roundtables are open to all member investment company directors.

### Conflicts of Interest

Company Directors have a statutory obligation to avoid a situation in which they (and connected persons) have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company.

In line with the Companies Act 2006, the Board has the power to sanction any potential conflicts of interest that may arise and impose such limits or conditions that it

## CORPORATE GOVERNANCE continued

thinks fit. A register of interests and external appointments is maintained and is reviewed at every Board meeting to ensure that all details are kept up to date. Should a conflict arise, the Board has the authority to request that the Director concerned abstains from any relevant discussion, or vote. Appropriate authorisation will be sought prior to the appointment of any new directors or if any new conflicts or potential conflicts arise.

No conflicts of interest arose during the year under review.

### Matters Reserved for Decision by the Board

The Board has adopted a schedule of matters reserved for its decision. This includes, *inter alia*, the following:

- Decisions relating to the strategic objectives and overall management of the Company, including the appointment or removal of the Investment Manager and other service providers, establishing the investment objectives, strategy and performance comparators, the permitted types or categories of investments and the proportion of assets that may be invested in them.
- Requirements under the Companies Act 2006, including the approval of the half-year and annual financial statements, the recommendation of the final dividend (if any), the appointment or removal of the Company Secretary and determining the policy on share issuance and buybacks.
- Matters relating to certain Stock Exchange requirements and announcements, the Company's internal controls, and the Company's corporate governance structure, policies and procedures.
- Matters relating to the Board and its Committees, including the terms of reference and membership of the committees, and the appointment of directors (including the Chairman and the SID).

Day-to-day investment management is delegated to Mobius Capital Partners LLP and operational management is delegated to Frostrow Capital LLP.

The Board takes responsibility for the content of communications regarding major corporate issues even if Mobius Capital Partners and Frostrow act as spokesman. The Board is kept informed of relevant promotional material that is issued by Mobius Capital Partners.

### Risk Management and Internal Controls

The Board has overall responsibility for the Company's risk management and internal control systems and for reviewing their effectiveness. The Company applies the guidance published by the Financial Reporting Council on internal controls. Internal control systems are designed to manage, rather than eliminate, the risk of failure to achieve the business objective and can provide only reasonable and not absolute assurance against material misstatement or loss. These controls aim to ensure that the assets of the Company are safeguarded, that proper accounting records are maintained and that the Company's financial information is reliable. The Directors have a robust process for identifying, evaluating and managing the significant risks faced by the Company, which are recorded in a risk matrix. The Audit Committee, on behalf of the Board, considers each risk as well as reviewing the mitigating controls in place. Each risk is rated for its "likelihood" and "impact" and the resultant numerical rating determines its ranking into 'Principal/Key', 'Significant' or 'Minor'. This process was in operation during the year and continues in place up to the date of this report. The process also involves the Audit Committee receiving and examining regular reports from the Company's principal service providers. The Board then receives a detailed report from the Audit Committee on its findings. The Directors have not identified any significant failures or weaknesses in respect of the Company's internal control systems.

Information on the Company's financial, strategic, operational and macro risk management can be found in the Strategic Report on pages 23 to 27.

An overview of the Internal Controls structure of the Company and its service providers is shown overleaf.

## CORPORATE GOVERNANCE continued

## Internal Controls Structure

The Board has a responsibility for establishing and assessing internal controls to ensure the Company operates effectively, efficiently and within the risk appetites set by the Board. As the Company relies on third-party service providers for all of its operations, it obtains regular reports from these counterparties on the nature and effectiveness of controls within these organisations.

The Company's principal service providers are the Investment Manager, Mobius Capital Partners, the Company Secretary, administrator, and risk manager, Frostrow Capital, and its custodian and depository, Northern Trust. The Board receives regular reporting on compliance with the control environment and assesses the effectiveness of the internal controls through review of the assurance reports from each of these organisations.

In addition, the Company retains a number of secondary providers who report regularly to the Board. These include the registrar, broker and financial adviser and legal adviser. The services provided by these firms are not integral to the Company's operating model and internal controls and so the reporting they provide to the Board on their operations is less stringent.

The Management Engagement Committee formally evaluates the performance and service delivery of all third-party service providers at least annually and the Audit Committee evaluates the performance of the Company's external auditor annually, following the completion of the annual audit process.

PricewaterhousesCoopers LLP  
(Statutory Auditor)

### Principal third-party service providers

The Directors

- receive regular reporting at meetings;
- review the assurance report produced by each organisation;
- receive additional reporting on the control environment from each of the principal third party service providers; and
- formally evaluate their performance on an annual basis.

### Secondary third-party service providers

The Directors

- receive regular reporting on their activities at meetings; and
- formally evaluate their performance on an annual basis.

## Board of Directors

Entirely independent and non-executive

### Sub-committees:

- Audit Committee
- Management Engagement & Remuneration Committee

### Frostrow Capital LLP

(Company Secretary, Fund Administrator and Risk Manager)

#### Reporting

- Balance sheet
- Liquidity and gearing
- Income forecasts
- Portfolio valuation
- Portfolio transactions
- Investment limits and restrictions (monthly)
- Compliance with investment policy and guidelines (monthly)
- Compliance report (quarterly)
- Effectiveness of control environment (annually)

### Northern Trust

(Depository and Custodian)

#### Reporting

- Depository's Report (semi-annually)
- Effectiveness of control environment (semi-annually)
- Presentation from the Depository and Custodian (annually)

### Mobius Capital LLP

(Investment Management)

#### Reporting

- Investment performance update at each meeting
- Internal Control Report (quarterly)
- Compliance Report (quarterly)
- Effectiveness of control environment (annually)
- Portfolio attribution

Computershare Investor  
Services PLC  
(Registrar)

Stephenson Harwood LLP  
(Legal Adviser)

Peel Hunt LLP  
(Corporate Broker)

## CORPORATE GOVERNANCE continued

### Engagement with Stakeholders

As an externally managed investment trust, the Company does not have employees. Its main stakeholders therefore comprise a small number of service providers and its shareholders.

The AIC Code requires the Directors to explain their statutory duties as stated in sections 171-177 of the Companies Act 2006. Under section 172, directors have a duty to promote the success of the Company for the benefit of its members as a whole and, in doing so, have regard to the consequences of any decisions in the long term, as well as having regard to the Company's stakeholders amongst other considerations. The Board's report on its compliance with section 172 of the Companies Act 2006 is contained within the Strategic Report on pages 30 to 33.

### Relationship with the Investment Manager

At each Board meeting, representatives from the Investment Manager are in attendance to present verbal and written reports covering their activity, portfolio and investment performance over the preceding period, and compliance with the applicable rules and guidance of the FCA and the UK Stewardship Code. The Investment Managers also seek approval for specific transactions which they are required to refer to the Board.

Ongoing communication with the Board is maintained between formal meetings. The Board and the Investment Manager operate in a supportive, co-operative and open environment.

The Management Engagement and Remuneration Committee evaluates the Investment Manager's performance and reviews the terms of the Investment Management Agreement at least annually. The outcome of this year's review is described on pages 29 and 30.

### Relationship with Other Service Providers

Representatives from Frostrow are in attendance at each Board meeting to address questions on the Company's operations, administration and governance requirements.

The Management Engagement and Remuneration Committee monitors and evaluates all of the Company's other service providers, including Frostrow, and also the Custodian, the Registrars and the Brokers.

At a review in September 2021, the Committee decided that a new broker should be appointed following a benchmarking exercise. The new broker, Peel Hunt LLP, was appointed with effect from 11 January 2022.

At its most recent review, in September 2022, the Committee concluded that all service providers were

performing well and should be retained on their existing terms and conditions.

### Relations with Shareholders

A detailed analysis of the substantial shareholders in the Company is provided to the Directors at each Board meeting. Representatives of Mobius Capital Partners LLP and Frostrow Capital LLP regularly meet with institutional shareholders and private client asset managers to discuss strategy and to understand their issues and concerns and, if applicable, to discuss corporate governance issues. The results of such meetings are reported at the following Board meeting.

Regular reports from the Company's corporate stockbroker are submitted to the Board on investor sentiment, industry issues and trends.

The Company aims to provide shareholders with a full understanding of the Company's investment objective, policy and activities, its performance and the principal investment risks by means of informative annual and half-yearly reports. This is supplemented by the daily publication of the net asset value of the Company's shares through the London Stock Exchange. The Company's website, [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com) is regularly updated and provides useful information about the Company, including the Company's financial reports, monthly factsheets, quarterly Manager's commentaries and announcements. The Company also held several webinars for investors.

Shareholders wishing to communicate with the Chairman, or any other member of the Board, may do so by writing to the Company, for the attention of the Company Secretary at the offices of Frostrow Capital LLP. Subject to any new Covid-19 restrictions, all shareholders are encouraged to attend the Annual General Meeting, where they are given the opportunity to question the Chairman, the Board and representatives of Mobius Capital Partners LLP. The Directors welcome the views of all shareholders and place considerable importance on communications with them.

### UK Stewardship Code and Exercise of Voting Powers

The Board and the Investment Manager support the UK Stewardship Code, issued by the FRC, which sets out the principles of effective stewardship by institutional investors. The Company's investment portfolio is managed by Mobius Capital Partners LLP who have extensive experience with emerging markets and who have a strong commitment to effective stewardship.

The Board has delegated discretion to Mobius Capital Partners LLP to exercise voting powers on its behalf in respect of shares owned by the Company.

## CORPORATE GOVERNANCE continued

### Nominee Share Code

Where the Company's shares are held via a nominee company name, the Company undertakes:

- to provide the nominee company with multiple copies of shareholder communications, so long as an indication of quantities has been provided in advance; and
- to allow investors holding shares through a nominee company to attend general meetings, provided the correct authority from the nominee company is available.

Nominee companies are encouraged to provide the necessary authority to underlying shareholders to attend, speak and vote at the Company's general meetings.

### Significant Holdings and Voting Rights

Details of the shareholders with substantial interests in the Company's shares, the Directors' authorities to issue and repurchase the Company's shares, and the voting rights of the shares are set out in the Report of the Directors on page 41.

### Company Secretary

The Board has direct access to the advice and services of the Company Secretary, Frostrow, which is responsible for ensuring that the Board and Committee procedures are followed and that the Company complies with applicable regulations. The Company Secretary is also responsible to the Board for ensuring timely delivery of information and reports and that statutory obligations of the Company are met.

### Independent Professional Advice

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

Legal advice was sought during the year in respect of the Redemption Facility, and in respect of the appointment of Peel Hunt as the new brokers, when a review of Peel Hunt's engagement letters was undertaken. Furthermore, Mr Schuch's appointment letter and deed of indemnity were reviewed by the Company's lawyers.

### Audit, Risk and Internal Control

The Statement of Directors' Responsibilities on page 53 describes the Directors' responsibility for preparing this annual report.

The Audit Committee Report, beginning on page 54, explains the work undertaken to allow the Directors to make this statement and to apply the going concern basis of accounting. It also sets out the main roles and responsibilities and the work of the Audit Committee throughout the year, and describes the Directors' review of the Company's risk management and internal control systems.

A description of the principal risks facing the Company and an explanation of how they are being managed is provided in the Strategic Report on pages 24 to 27.

The Board's assessment of the Company's longer-term viability is set out in the Business Review on pages 28 and 29.

### Remuneration

The Directors' Remuneration Report beginning on page 58 sets out the levels of remuneration for each Director and explains how Directors' remuneration is determined.

#### Frostrow Capital LLP

Company Secretary  
28 February 2023

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

## In respect of the Annual Report and the Financial Statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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

## Directors' Confirmations

The Directors consider that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the 'Board of Directors' on pages 36 to 37 confirm that, to the best of their knowledge:

- the Company's Financial Statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 102, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Report of the Directors is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board of Directors and signed on its behalf by

**Maria Luisa Cicognani**  
Chairman

28 February 2023

# AUDIT COMMITTEE REPORT

for the year ended 30 November 2022

## Introduction from the Chairman

I am pleased to present my fourth formal report to shareholders as Chairman of the Audit Committee, for the year ended 30 November 2022.

## Role, Composition and Meetings

The role of the Committee is to ensure that shareholder interests are properly protected in relation to the application of financial reporting and internal control principles, risk management and to assess the effectiveness of the audit. The Committee's role and responsibilities are set out in full in its terms of reference which are available for review on the Company's website at [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com).

Due to the small size of the Board, the Audit Committee comprises the whole Board (all Directors are independent and non-executive), including the Chairman of the Company. In accordance with the terms of reference of the Committee, the Chairman of the Board may be a member of the Committee, but may not act as the Committee Chairman.

The Committee has sufficient recent and relevant financial experience and, as a whole, has competence relevant to the sector in which the Company operates. I am also the audit committee chairman of various other listed companies and was, previously, an audit partner at KPMG LLP.

The other Committee members have a combination of financial, investment and other relevant experience gained throughout their careers. The experience of the members of the Committee can be assessed from the Directors' biographies set out on pages 36 and 37.

The Committee met twice during the year under review and once more since the year-end. Attendance by each Director during the year is shown in the table on page 46.

## Responsibilities of the Audit Committee

As Chairman of the Committee I can confirm that the Committee's main responsibilities during the year are set out below, together with brief descriptions of how these responsibilities are being discharged.

1. **To review the Company's half-year and annual financial statements** together with announcements and other filings relating to the financial performance of the Company. In particular, the Committee assesses whether the financial statements are fair, balanced and understandable, allowing shareholders to assess the Company's strategy, investment policy, business model, financial performance and financial position at each period-end.

2. **To review the risk management and internal control processes** of the Company and its key service providers. As part of this review the Committee assesses the appropriateness of the Company's anti-bribery and corruption policy and also its policy on the prevention of the facilitation of tax evasion. The Committee also reviews the internal controls in place at the Company's AIFM and Investment Manager, its Registrar and its Depositary and undertakes a full review of the Company's risk register.
3. **To recommend the appointment and removal of the external Auditors**, and agreeing the scope of their work and their remuneration, reviewing their independence and the effectiveness of the audit process. Also, to be responsible for the selection process of the external Auditors.
4. **To consider any non-audit work to be carried out by the Auditors**. The Audit Committee reviews the need for non-audit services to be performed by the Auditors in accordance with the Company's non-audit services policy, and authorises such on a case-by-case basis having given consideration to the cost effectiveness of the services and the objectivity of the Auditors (see page 56 for further information).
5. **To consider the need for an internal audit function**. Since the Company delegates its day-to-day operations to third parties and has no employees, the Committee has determined there is no requirement for such a function.
6. **To ensure compliance with Section 1158 of the Corporation Tax Act 2010**, by obtaining confirmation that the Company continues to meet the regulatory requirements.

## Significant Issues Considered by the Audit Committee during the Year

In summary, additional to the Committee's core responsibilities, the main matters arising in relation to 2022 were:

- The Committee is aware of the increase in fraudulent activity over the last three years exploiting organisations, as a result of the Covid-19 pandemic, together with the cost of living crisis. Following an assessment and identification of types of fraud that the Company could be exposed to, it was believed that the Company's key service providers had adequate, robust controls in place to mitigate the event of any fraudulent activity.
- The Committee noted the consultation published by the Department of Business, Energy and Industrial Strategy on restoring trust in audit and corporate

## AUDIT COMMITTEE REPORT continued

governance, and will continue to monitor the timescale for implementation of these proposals.

These matters were discussed by the Committee and any recommendations were fully considered and recommendations were then made to the Board.

### Internal Controls and Risk Management

The Directors have identified main areas of risk as described in the Strategic Report on pages 24 to 27. They have set out the actions taken to evaluate and manage these risks. The Committee reviews the various actions taken and satisfies itself that they are sufficient: in particular the Committee reviews the Company's schedule of key risks at each meeting and requires amendments to both risks and mitigating actions if necessary.

The Board has overall responsibility for the Company's risk management and systems of internal controls and for reviewing their effectiveness. In common with the majority of investment trusts, investment management, accounting, company secretarial and custodial services have been delegated to third parties. The effectiveness of the internal controls is assessed on a continuing basis by the Company Secretary, the Investment Manager and the Depositary. Each maintains its own systems and the Committee receives regular reports from them. The Committee is satisfied that appropriate systems have been in place for the year under review.

### Meetings and Business

Representatives of Frostrow and the Investment Manager attended each of the Committee's meetings and reported as to the proper conduct of business in accordance with the regulatory environment in which the Company and the Investment Manager operate. The Committee also met the Auditors twice during the year.

In addition to the formal Audit Committee meetings as Audit Committee Chairman, I maintain ongoing, less formal communications with the Investment Manager, Frostrow and the Company's auditors as need dictates.

The following matters were dealt with at the meetings:

#### February 2022

- Consideration and review of the annual results and the Auditors' report to the Committee;
- Approval of the Annual Report and Financial Statements;
- Review of the Depositary's Report for the period ended 30 November 2021;
- Review of the Investment Manager's internal controls;
- Review of the relevant internal controls reports of Frostrow, the Depositary and the Registrar;

- Review of the policies and procedures for the detection of fraud and cyber security and the measures for these put in place by the key service providers;
- Review of the Company's risk matrix;
- Review of the Company's policies in respect of anti-bribery and corruption as well as anti-tax evasion;
- Review of the Company's Non-Audit Services Policy;
- Evaluation of the Committee's effectiveness.

#### July 2022

- Consideration and review of the half-yearly report and financial statements;
- Approval of the half-yearly report;
- Review of the Committee's terms of reference;
- Review of the Investment Manager's Systems and Controls Report as well as the Investment Manager's Compliance Monitoring Review;
- Review of the Depositary's Report for the six months ended 31 May 2022;
- Review of the key service providers' ongoing business resilience, in particular in respect of financial crime, cyber crime and information security;
- Review of the Company's risk matrix;
- Approval of the Auditors' engagement letter and review of their plan for the 2023 audit.

### Annual Report and Financial Statements

The Annual Report and the Financial Statements as a whole, are the responsibility of the Board. The Directors' Responsibility Statement is contained on page 53. The Board looks to the Committee for advice in relation to the Financial Statements both as to their form and content, and on any specific areas requiring judgement.

Although the Committee did not identify any significant issues as part of its review of the Annual Report and Financial Statements, it paid particular attention to:

#### Accounting Policies

The Accounting policies, as set out on pages 73 to 75, have been applied throughout the year. In light of there being no unusual transactions during the year or other possible reasons, the Committee found no reason to change any of the policies.

#### Existence of Investments

Reassurance was sought from the Depositary concerning the safekeeping of the Company's investments.



## AUDIT COMMITTEE REPORT continued

### *Valuation of Investments*

The Committee reviewed the robustness of the Administrator's processes in place for recording investment transactions as well as ensuring the valuation of investments is in accordance with adopted accounting policies.

### *Recognition of Revenue from Investments*

The Committee received assurance that all dividends receivable, including special dividends, had been accounted for appropriately.

### *Going Concern*

Having considered the Company's financial position, the Committee satisfied itself that it is appropriate for the Board to present the Financial Statements on the going concern basis.

### *Long-term Viability*

The Committee satisfied itself that it is appropriate for the Board to make the statement on pages 28 and 29, that they have a reasonable expectation that the Company will be able to continue its operations over the next five years.

### *Taxation*

The Committee confirmed the position of the Company in respect of compliance with investment trust status and satisfied itself that the Company continues to meet the eligibility conditions.

The Committee also monitored closely the position with regard to the reclamation of withholding tax and the payment of other capital taxes. The Company employs a number of specialist local agents (in jurisdictions such as Taiwan and India) to assist in the process.

### *Internal Audit*

Since the Company delegates its day-to-day operations to third parties and has no employees, the Committee again determined that there is no requirement for such a function.

### **Half-year Financial Statements**

The Committee reviewed the half-year financial statements of the Company as well as the half-year results announcement before recommending their approval to the Board.

## **External Auditors**

### **The Audit**

The nature and scope of the audit for the year, together with PricewaterhouseCoopers LLP's audit plan, were considered by the Committee on 26 July 2022. The Committee then met PricewaterhouseCoopers LLP on 21 February 2023 to formally review the outcome of the audit and to discuss the limited issues that arose. The

Committee also discussed the presentation of the Annual Report with the Auditors and sought their perspective.

### **Independence and Effectiveness**

In order to fulfil the Committee's responsibility regarding the independence of the Auditors, the Committee reviewed:

- the senior audit personnel in the audit plan for the year,
- the Auditors' arrangements concerning any potential conflicts of interest,
- the extent of any non-audit services, and
- the statement by the Auditors that they remain independent within the meaning of the regulations and their professional standards.

In order to consider the effectiveness of the audit process, the Committee reviewed:

- the Auditors' fulfilment of the agreed audit plan,
- the report arising from the audit itself, and
- feedback from the Company's Manager.

A summary of the Company's policy on the provision of non-audit services by the Auditors to the Company can be found below.

The Committee is satisfied with the Auditors' independence and the effectiveness of the audit process, together with the degree of diligence and professional scepticism brought to bear.

### **Appointment and Tenure**

PricewaterhouseCoopers LLP were appointed as the Auditors of the Company shortly after the incorporation of the Company. Ms Colleen Local has been the Engagement Leader allocated to the Company by PricewaterhouseCoopers LLP since the audit for the year ended 30 November 2021.

In accordance with the current legislation, the Company is required to instigate a tender process for Auditors at least every 10 years and will have to change its auditor after a maximum of 20 years. In addition, the nominated Engagement Leader will be required to rotate after serving a maximum of 5 years with the Company; it is therefore anticipated that Ms Local will serve as Engagement Leader until completion of the audit process the year ended 30 November 2025. The Company has complied throughout the year ended 30 November 2022 with the provisions of the Statutory Audit Services Order 2014, issued by the Competition and Markets Authority ("CMA Order").

The re-appointment of PricewaterhouseCoopers LLP as Auditors to the Company will be submitted for shareholder approval, together with a separate Resolution to authorise the Committee to determine the remuneration of the Auditors, at the AGM to be held on 26 April 2023.

## AUDIT COMMITTEE REPORT continued

### Non-Audit Services

The Company operates on the basis whereby the provision of all non-audit services by the Auditors has to be pre-approved by the Audit Committee, in accordance with MMIT's Non-Audit Services Policy. Such services are only permissible where no conflicts of interest arise, the service is not expressly prohibited by audit legislation, where the independence of the Auditors is not likely to be impinged by undertaking the work and the quality and the objectivity of both the non-audit work and audit work will not be compromised. In particular, non-audit services may be provided by the Auditors if they are inconsequential or would have no direct effect on the Company's financial statements and the audit firm would not place significant reliance on the work for the purposes of the statutory audit.

During the year under review, PricewaterhouseCoopers LLP have carried out no non-audit work.

### Effectiveness of the Committee

A formal internal Board review which included reference to the Audit Committee's effectiveness, was undertaken by the Chairman of the Company during the year. As part of the evaluation, the Committee reviewed the following:

- the composition of the Committee;
- the leadership of the Committee Chairman;
- the Committee's monitoring of compliance with corporate governance requirements;
- the Committee's review of the quality and appropriateness of financial accounting and reporting;
- the Committee's review of significant risks and internal controls; and
- the Committee's assessment of the independence, competence and effectiveness of the Company's external auditors.

It was concluded that the Committee was performing satisfactorily and there were no formal recommendations made to the Board.

#### **Christopher Casey**

Chairman of the Audit Committee

28 February 2023

# DIRECTORS' REMUNERATION REPORT

for the year ended 30 November 2022

## Statement from the Chairman of the Management Engagement and Remuneration Committee

I am pleased to present the Directors' Remuneration Report to shareholders. This report has been prepared in accordance with the requirements of the Companies Act 2006.

The Directors' Remuneration Report is subject to an annual advisory vote and therefore an Ordinary Resolution for the approval of this report will be put to shareholders at the Company's forthcoming Annual General Meeting ("AGM").

The law requires the Company's Auditors to audit certain disclosures provided in this report. Where disclosures have been audited, they are indicated as such and the Auditors' audit opinion is included in their report to shareholders on pages 62 to 69.

As noted in the Strategic Report, all of the Directors are non-executive and therefore there is no Chief Executive Officer. The Company does not have any employees. There is therefore no CEO or employee information to disclose.

The Management Engagement and Remuneration Committee considers the framework for the remuneration of the Directors. It reviews the ongoing appropriateness of the Company's remuneration policy and the individual remuneration of Directors by reference to the activities of the Company and comparison with other companies of a similar structure and size. This is in-line with the AIC Code.

The Directors exercise independent judgement and discretion when authorising remuneration outcomes, taking into account the Company's performance together with wider circumstances.

At the most recent review, held in September 2022, it was agreed that with effect from 1 December 2022 the Directors' fees will increase as follows:-

The Chairman - £40,000

The Chairman of the Audit Committee - £35,000

Non-executive Directors - £30,000

As already noted in previous annual reports, Directors' fees should be increased annually in line with the peer group and the market.

No advice from remuneration consultants was received during the year under review although a review of remuneration of the Company's peer group of investment companies was undertaken along with research by Trust Associates Limited which indicated that the Company's remuneration levels were below market averages.

## Directors' Fees

The Directors, as at the date of this report, and who have all served during the year, received the fees listed in the table below. These exclude any employer's national insurance contributions, if applicable. No other forms of remuneration were received by the Directors and so fees represent the total remuneration of each Director.

No communications have been received from shareholders regarding Directors' remuneration.

Articles 126 and 127 of the Articles of Association provide that Directors are entitled to be reimbursed for reasonable expenses incurred by them in connection with the performance of their duties and attendance at Board and General Meetings.

Under HMRC guidance, travel expenses and other out of pocket expenses may be considered as taxable benefits for the Directors. Where expenses reimbursed to the Directors are classed as taxable under HMRC guidance, they are shown in the taxable expenses column of the Directors' remuneration table along with the associated tax liability which is settled by the Company.

## Approval

A resolution to approve the Remuneration Report will be put to shareholders at the AGM of the Company to be held on 26 April 2023.

The Remuneration Policy as set out on page 61 will also be put to shareholders at the AGM on 26 April 2023 and will then apply until it is next put to shareholders for renewed approval, which must be at intervals of not more than three years or when the Directors' Remuneration Policy is varied, in which case shareholder approval for the new Directors' Remuneration Policy will be sought. Following approval of the Directors' Remuneration Policy at the AGM in 2023, it is expected that the policy will next be put to shareholders at the AGM in 2026.

## DIRECTORS' REMUNERATION REPORT continued

	Date of Appointment to the Board	Fixed Fees 2022 £	Taxable Expenses 2022 £	Total Remuneration 2022 £
Maria Luisa Cicognani	5 September 2018	37,000	-	37,000
Christopher Casey	5 September 2018	32,000	-	32,000
Gyula Schuch <sup>1</sup>	1 June 2022	13,500	-	13,500
Dr Sophie Robé <sup>2</sup>	5 September 2018	13,500	-	13,500
		96,000	-	96,000

<sup>1</sup> Mr Schuch was appointed as a Director of the Company on 1 June 2022.

<sup>2</sup> Dr Robé resigned as a Director of the Company on 1 June 2022.

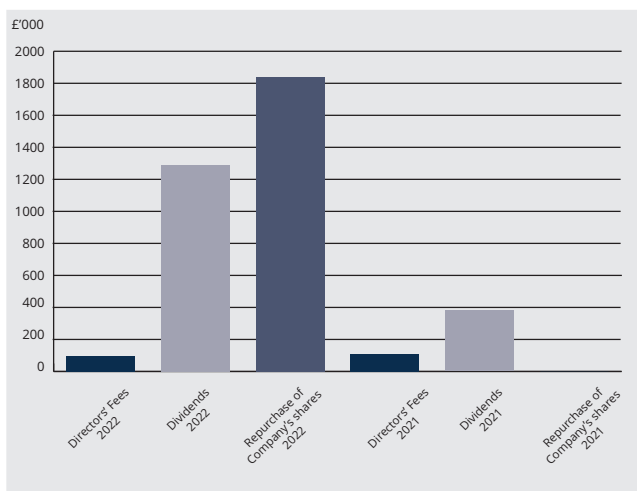
### Directors' Remuneration history

The table below contains the annual percentage change in remuneration over the three years prior to 30 November 2022 in respect of the various director roles:

Fee Rates	Annualised fees to 30 November 2019	Year to 30 November 2020	Year to 30 November 2021	Year to 30 November 2022
Chairman of the Board	£35,000	£35,000 0%	£35,700 +2.0%	£37,000 +3.6%
Chair of Audit Committee	£30,000	£30,000 0%	£30,600 +2.0%	£32,000 +4.6%
Non-executive Director	£25,000	£25,000 0%	£25,500 +2.0%	£27,000 +5.9%
Additional fees	-	-	-	-

### Relative Cost of Directors' Remuneration

The bar chart below shows the comparative cost of the Company's Directors' fees compared with the level of dividend distribution and repurchase of the Company's shares (buy-backs) for the years ended 30 November 2022 and 30 November 2021.



This disclosure is a statutory requirement. The Directors, however, do not consider that the comparison of Directors' remuneration with distribution to shareholders is a meaningful measure of the Company's overall performance.

### Directors' Interests in Shares

(audited information)

The Directors' interests in the share capital of the Company are shown in the table below:

		Number of shares held 30 November 2022
Maria Luisa Cicognani	Beneficial	71,740
Christopher Casey	Beneficial	10,000
Gyula Schuch	-	none
Dr Sophie Robé <sup>3</sup>	-	(n/a)

<sup>3</sup> Dr Robé resigned as a Director of the Company on 1 June 2022.

Since the year end there have not been any changes in the Directors' interests.

There are no provisions included within the Company's Articles of Association which require Directors to hold shares in the Company.

## DIRECTORS' REMUNERATION REPORT continued

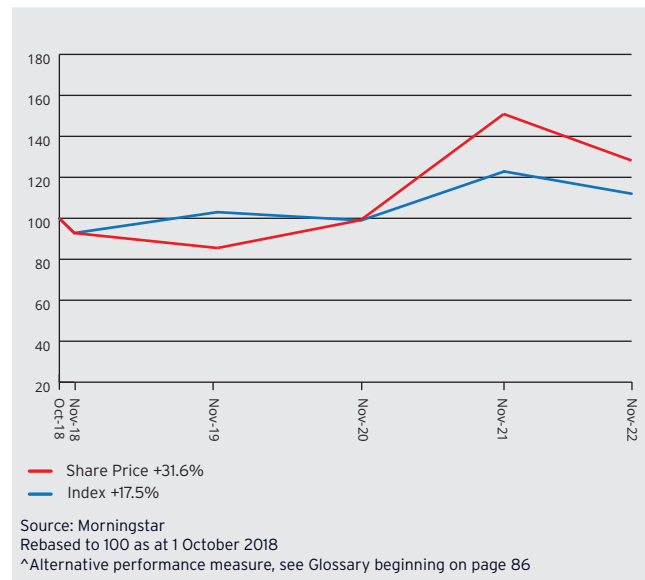
### Loss of Office

Directors do not have service contracts with the Company but are engaged under Letters of Engagement. These specifically exclude any entitlement to compensation upon leaving office for whatever reason.

### Share Price Total Return

The chart illustrates the shareholder return for a holding in the Company's Shares compared with the MSCI Emerging Markets - Mid Cap net total return (Index) from launch to 30 November 2022.

### Total Shareholder Return for the Period from launch to 30 November 2022<sup>^</sup>



### Statement of Voting at Annual General Meeting

The Directors' Remuneration Report for the period ended 30 November 2021 was approved by shareholders at the Annual General Meeting held on 19 May 2022.

32,529,347 votes (99.72%) were in favour, with 91,401 votes (0.28%) against and 6,339 votes withheld. Any proxy votes which were at the discretion of the Chairman were included in the "for" total.

The Directors' Remuneration Policy was last approved by shareholders at the Annual General Meeting held on 23 April 2020.

26,187,627 votes (99.75%) were in favour, with 66,027 votes (0.25%) against and 15,700 votes withheld. Any proxy votes which were at the discretion of the Chairman were included in the "for" total.

### Current and projected Directors' fees

	Projected fees for the year to 30 November 2023	Fees for the year to 30 November 2022
Chairman	£40,000	£37,000
Audit Committee Chairman/Senior Independent Director	£35,000	£32,000
Non-executive Director	£30,000	£27,000
<b>Total</b>	<b>£105,000</b>	<b>£96,000</b>

## DIRECTORS' REMUNERATION REPORT continued

### Directors' Remuneration Policy

The Company's Remuneration Policy provides that fees payable to the Directors should reflect the time spent by the Board on the Company's affairs and the responsibilities borne by the Directors. The level of remuneration is set with reference to comparable organisations and appointments, in order to attract individuals of a high calibre.

The remuneration of the Directors is determined within the limits set out in the Company's Articles of Association, which state that the aggregate amount of Directors' fees shall not exceed £300,000 in any financial year or such larger amount as the Company may by ordinary resolution decide. Directors' remuneration comprises solely Directors' fees. The Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits.

None of the Directors has a service contract. The terms of their appointment provide that Directors shall retire and be subject to election at the first Annual General Meeting ("AGM") of the Company after their appointment and to re-election annually thereafter. The terms also provide that a Director may be removed without notice and that compensation will not be due on leaving office.

In accordance with the Company's Articles of Association, Directors are entitled to be paid all reasonable travel, hotel or other expenses incurred in the performance of their duties, including expenses incurred in attending Board or shareholder meetings. Directors are also entitled to be paid additional remuneration for rendering or performing extra or special services of any kind, requiring them to commit significant extra time to the Company. The current and projected Directors' fees for 2022 and 2023 are shown in the table on the previous page.

Fees for any new Director appointed will be on the above basis. Fees payable in respect of subsequent years will be determined following an annual review, with any increases to be in line with the peer group and the market. Any views expressed by shareholders with regards to fees paid to Directors will be taken into consideration by the Management Engagement and Remuneration Committee and the Board.

In accordance with the regulations, an ordinary resolution to approve the Directors' Remuneration Policy will be put to shareholders at least once every three years. The policy will be put to shareholders at the AGM on 26 April 2023 and thereafter will be next on the AGM agenda in 2026.

### Annual Statement

On behalf of the Board, I confirm that the Remuneration Policy, set out above, and this Remuneration Report summarise, as applicable, for the year ended 30 November 2022:

- (a) the major decisions on Directors' remuneration;
- (b) any substantial changes relating to Directors' remuneration made during the year; and
- (c) the context in which the changes occurred and decisions have been taken.

#### Gyula Schuch

Chairman of the Management Engagement and Remuneration Committee

28 February 2023

# INDEPENDENT AUDITORS' REPORT

to the members of Mobius Investment Trust plc

## Report on the audit of the financial statements

### Opinion

In our opinion, Mobius Investment Trust plc's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Statement of Financial Position as at 30 November 2022; the Income Statement and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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

### Basis for opinion

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

### Independence

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

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

We have provided no non-audit services to the company in the period under audit.

## Our audit approach

### Overview

#### Audit scope

- The Company is a standalone Investment Trust Company. The principal service providers to the Company are Mobius Capital Partners LLP, which acts as AIFM, and Frostrow Capital LLP, which acts as company secretary and administrator.
- The Board of Directors and the AIFM engages The Northern Trust Company (the "Custodian") to carry out duties of safekeeping and cashflow monitoring agent.
- We conducted our audit of the Financial Statements using information from the AIFM, Frostrow Capital LLP and Northern Trust Global Services plc, with whom Frostrow Capital LLP has engaged to provide certain administrative functions.
- We tailored the scope of our audit taking into account the types of investments held by the Company, the involvement of the third parties referred to above, the accounting processes and controls, and the industry in which the Company operates.
- We obtained an understanding of the control environment in place at both the AIFM and Northern Trust Global Services plc and adopted a fully substantive testing approach using reports obtained from these entities.

#### Key audit matters

- Income from investments
- Valuation and existence of investments

#### Materiality

- Overall materiality: £1,440,000 (2021: £1,660,000) based on 1% of net assets.
- Performance materiality: £1,080,000 (2021: £1,245,000).

## INDEPENDENT AUDITORS' REPORT continued

### to the members of Mobius Investment Trust plc

#### The scope of our audit

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

#### Key audit matters

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

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><i>Income from investments</i></p> <p>Refer to the Audit Committee Report, the Income Statement, Note 1(c) Accounting Policies and Note 2 Income.</p> <p>For the Company we consider that 'income' refers to both revenue and capital (including gains and losses on investments). We focused this risk on the existence/occurrence of gains/losses on investments as well as the completeness and accuracy of dividend income recognition and its presentation in the Income Statement as set out in the requirements of The Association of Investment Companies' Statement of Recommended Practice (the "AIC SORP").</p>	<p>We assessed the accounting policy for income recognition for compliance with accounting standards and the AIC SORP and performed testing to check that income had been accounted for in accordance with this stated accounting policy.</p> <p>We found that the accounting policies implemented were in accordance with accounting standards and the AIC SORP and that income (revenue and capital gains and losses on investments) has been accounted for in accordance with the stated accounting policy.</p> <p>We understood and assessed the design and implementation of key controls surrounding income recognition.</p> <p><b>Capital gains/losses on Investments</b></p> <p>The gains/losses on investments held at fair value comprise realised and unrealised gains/losses. For unrealised gains and losses, we tested the valuation of the portfolio at the year-end (see below), together with testing the reconciliation of opening and closing investments and agreeing the year end holdings to independent confirmations.</p> <p>For realised gains/losses, we tested the occurrence of capital gains/losses by agreeing a sample of disposal proceeds to bank statements and we re-performed the calculation of a sample of realised gains/losses.</p>



## INDEPENDENT AUDITORS' REPORT continued

### to the members of Mobius Investment Trust plc

Key audit matter	How our audit addressed the key audit matter
	<p><b>Revenue (or dividend income)</b></p> <p>To test for completeness, we tested that the appropriate dividends had been received in the year by reference to independent data of dividends declared for all listed investments during the year.</p> <p>Our testing did not identify any unrecorded dividends.</p> <p>We tested occurrence by verifying that all dividends recorded in the year had been declared in the market by investment holdings, and we traced a sample of dividends received to bank statements.</p> <p>We also tested the allocation and presentation of dividend income between the revenue and capital return columns of the Income Statement in line with the requirements set out in the AIC SORP by determining reasons behind dividend distributions.</p> <p>Based on the audit procedures performed and evidence obtained, we concluded that income from investments was not materially misstated.</p>
<p><i>Valuation and existence of investments</i></p> <p>Refer to the Audit Committee report, Note 1(b) Accounting Policies and Note 8 Investments held at fair value through profit or loss.</p> <p>The investment portfolio at 30 November 2022 comprised listed equity investments of £126.8 million. We focused on the valuation and existence of investments because investments represent the principal element of the net asset value as disclosed in the Statement of Financial Position in the financial statements.</p>	<p>We tested the valuation of the investments by agreeing prices used in the valuation to independent third-party sources.</p> <p>We tested the existence of the investments by agreeing the holdings of all investments to an independent confirmation from the custodian, The Northern Trust Company as at 30 November 2022.</p> <p>No material misstatements were identified from this testing.</p>

## INDEPENDENT AUDITORS' REPORT continued

### to the members of Mobius Investment Trust plc

#### How we tailored the audit scope

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

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting judgements, such as the classification of special dividends as revenue or capital.

#### Materiality

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

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

Overall company materiality	£1,440,000 (2021: £1,660,000).
How we determined it	1% of net assets
Rationale for benchmark applied	We have applied this benchmark, a generally accepted auditing practice for investment trust audits, in the absence of indicators that an alternative benchmark would be appropriate and because we believe this provides an appropriate and consistent year-on-year basis for our audit.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2021: 75%) of overall materiality, amounting to £1,080,000 (2021: £1,245,000) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £72,000 (2021: £83,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

### Conclusions relating to going concern

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- evaluating the Directors' updated risk assessment and considering whether it addressed relevant threats, including those presented by COVID-19, rising inflation, Russia's invasion of Ukraine, and the subsequent economic uncertainty;
- evaluating the Directors' assessment of potential operational impacts, considering their consistency with other available information and our understanding of the business and assessed the potential impact on the financial statements;
- reviewing the Directors' assessment of the Company's financial position in the context of its ability to meet future expected operating expenses, their assessment of liquidity as well as their review of the operational resilience of the Company and oversight of key third-party service providers; and
- assessing the implication of significant reductions in NAV as a result of market performance on the ongoing ability of the Company to operate.

## INDEPENDENT AUDITORS' REPORT continued

### to the members of Mobius Investment Trust plc

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 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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

In relation to the directors' reporting on how they have 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.

### Reporting on other information

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

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

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

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### Strategic Report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Report of the Directors for the year ended 30 November 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Report of the Directors.

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### Directors' Remuneration

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

## INDEPENDENT AUDITORS' REPORT continued

### to the members of Mobius Investment Trust plc

### Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

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 and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the company and its environment obtained in the course of the audit.

In addition, 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 and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

## INDEPENDENT AUDITORS' REPORT continued

### to the members of Mobius Investment Trust plc

## Responsibilities for the financial statements and the audit

### Responsibilities of the directors for the financial statements

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

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

### Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance 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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of section 1158 of the Corporation Tax Act 2010, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue (investment income and capital gains) or to increase net asset value. Audit procedures performed by the engagement team included:

- discussions with the AIFM and the Audit Committee, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- reviewing relevant committee meeting minutes, including those of the Board and Audit Committee;
- assessment of the Company's compliance with the requirements of sections 1158 of the Corporation Tax Act 2010, including recalculation of numerical aspects of the eligibility conditions;
- identifying and testing year end material or revenue-impacting journal entries, posted by the Administrator during the preparation of the financial statements; and
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

# INDEPENDENT AUDITORS' REPORT continued

## to the members of Mobius Investment Trust plc

### Use of this report

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

### Other required reporting

#### Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

### Appointment

Following the recommendation of the Audit Committee, we were appointed by the directors on 7 November 2018 to audit the financial statements for the year ended 30 November 2019 and subsequent financial periods. The period of total uninterrupted engagement is 4 years, covering the years ended 30 November 2019 to 30 November 2022.

### Other matter

As required by the Financial Conduct Authority Disclosure Guidance and Transparency Rule 4.1.14R, these financial statements form part of the ESEF-prepared annual financial report filed on the National Storage Mechanism of the Financial Conduct Authority in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditors' report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

**Colleen Local** (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

28 February 2023

# INCOME STATEMENT

for the year ended 30 November 2022

	Notes	Year ended 30 November 2022			Year ended 30 November 2021		
		Revenue	Capital	Total	Revenue	Capital	Total
		£'000	£'000	£'000	£'000	£'000	£'000
(Losses)/gains on investments held at fair value	8	–	(20,444)	(20,444)	–	54,197	54,197
Exchange (losses)/gains on foreign currencies		–	(185)	(185)	(2)	488	486
Income	2	2,859	–	2,859	1,695	–	1,695
Investment management and management service fees	3	(529)	(1,235)	(1,764)	(506)	(1,180)	(1,686)
Other expenses	4	(480)	–	(480)	(443)	–	(443)
<b>Return/(loss) on ordinary activities before taxation</b>		1,850	(21,864)	(20,014)	744	53,505	54,249
Taxation on ordinary activities	5	(302)	(325)	(627)	(178)	(4,160)	(4,338)
<b>Return/(loss) after taxation attributable to equity shareholders</b>		1,548	(22,189)	(20,641)	566	49,345	49,911
<b>Return/(loss) per share basic and diluted</b>	7	1.42p	(20.38)p	(18.96)p	0.54p	46.78p	47.32p

The total column of this statement represents the Company's Income Statement. The Revenue and Capital columns are supplementary to this and are prepared under guidance published by the Association of Investment Companies (AIC).

All items in the above statement derive from continuing operations.

The Company had no other comprehensive income or expenses other than those shown above and therefore no separate Statement of Other Comprehensive Income has been presented.

The accompanying notes on pages 73 to 82 are an integral part of these statements.

# STATEMENT OF CHANGES IN EQUITY

for the year ended 30 November 2022

	Share capital £'000	Share premium £'000	Special reserve £'000	Capital Redemption reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total £'000
At 1 December 2021	1,098	10,184	96,932	–	57,579	709	166,502
Issue of Ordinary shares	4	649	–	–	–	–	653
Cancellation of Ordinary shares (Redemption facility)	(14)	–	(1,839)	14	–	–	(1,839)
(Loss)/profit for the year	–	–	–	–	(22,189)	1,548	(20,641)
Ordinary Final dividend (0.35p) for the year ended 30 November 2021	–	–	–	–	–	(381)	(381)
<b>Balance at 30 November 2022</b>	<b>1,088</b>	<b>10,833</b>	<b>95,093</b>	<b>14</b>	<b>35,390</b>	<b>1,876</b>	<b>144,294</b>

	Share capital £'000	Share premium £'000	Special reserve £'000	Capital Redemption reserve £'000	Capital reserves £'000	Revenue reserve £'000	Total £'000
At 1 December 2020	1,063	4,865	96,932	–	8,234	143	111,237
Issue of Ordinary shares	35	5,319	–	–	–	–	5,354
Profit for the year	–	–	–	–	49,345	566	49,911
<b>Balance at 30 November 2021</b>	<b>1,098</b>	<b>10,184</b>	<b>96,932</b>	<b>–</b>	<b>57,579</b>	<b>709</b>	<b>166,502</b>

The accompanying notes on pages 73 to 82 are an integral part of these statements.



# STATEMENT OF FINANCIAL POSITION

as at 30 November 2022

	Notes	2022 £'000	2021 £'000
<b>Fixed assets</b>			
Investments held at fair value through profit or loss	8	126,834	144,801
<b>Current assets</b>			
Debtors	9	1,196	1,187
Cash and cash equivalents		20,104	24,460
		21,300	25,647
<b>Current liabilities</b>			
Creditors (amounts falling due within one year)	10	(2,452)	(986)
<b>Net current assets</b>		18,848	24,661
<b>Total assets less current liabilities</b>		145,682	169,462
<b>Non-current liabilities</b>			
Deferred tax liability	11	(1,388)	(2,960)
<b>Net assets</b>		<b>144,294</b>	<b>166,502</b>
<b>Capital and reserves</b>			
Called up share capital	12	1,088	1,098
Share premium		10,833	10,184
Special reserve		95,093	96,932
Capital redemption reserve		14	-
Retained Earnings:			
Capital reserves		35,390	57,579
Revenue reserve		1,876	709
<b>Total Shareholders' funds</b>		<b>144,294</b>	<b>166,502</b>
<b>Net asset value per Ordinary Share (p)</b>	13	<b>134.17</b>	<b>153.44</b>

The Financial Statements on pages 70 to 82 were approved, and authorised for issue, by the Board of Directors on 28 February 2023 and signed on its behalf by:

**Maria Luisa Cicognani**

Chairman

# NOTES TO THE FINANCIAL STATEMENTS

## 1. Accounting Policies

The principal accounting policies, all of which have been applied consistently throughout the year in the preparation of these Financial Statements, are set out below:

### (a) Basis of preparation

The Financial Statements have been prepared in accordance with UK Generally Accepted Accounting Practice ("GAAP") under UK and Republic of Ireland Company Law, FRS 102 'The Financial Reporting Standard applicable in the UK, the Statement of Recommended Practice ("SORP") for "Financial Statements of Investment Trust Companies and Venture Capital Trusts" issued by the Association of Investment Companies in July 2022 and the Companies Act 2006 under the historical cost convention as modified by the valuation of investments at fair value through profit or loss.

The Financial Statements have been prepared on a going concern basis. The disclosure on going concern on page 42 in the Report of the Directors forms part of these Financial Statements.

The Company has taken advantage of the exemption from preparing a Cash Flow Statement under FRS 102, as it is an investment company whose investments are substantially all highly liquid and carried at fair (market) value.

### Significant Judgement

There are two significant judgements involved in the presentation of the Company's accounts being the judgement on the functional and presentational currency of the Company and the provision of the Deferred tax liability on unrealised capital gains on Indian securities.

The Company's investments are made in foreign currencies, however the Board considers the Company's functional and presentational currency to be sterling. In arriving at this conclusion, the Board considered that the shares of the Company are listed on the London Stock Exchange, it is regulated in the United Kingdom and pays dividends and expenses in sterling. All values are rounded to the nearest thousand pounds (£'000) except where otherwise indicated. The Deferred tax liability has been valued as disclosed in note 11.

### Presentation of the Income Statement

In order to reflect better the activities of an investment trust company and in accordance with the SORP, supplementary information which analyses the Income Statement between items of a revenue and capital nature has been presented alongside the Income Statement. The net revenue return is the measure the Directors believe appropriate in assessing the Company's compliance with certain requirements set out in Section 1158 of the Corporation Tax Act 2010.

### (b) Valuation of Investments

Investments are measured under FRS 102, sections 11 and 12 and are measured initially, and at subsequent reporting dates, at fair value.

Changes in the fair value of investments and gains and losses on disposal are recognised in the Income Statement as a capital item. The Company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy, and information about the investments is provided internally on this basis to the Board. Fair value for quoted investments is deemed to be bid market prices, or last traded price, depending on the convention of the stock exchange on which they are quoted.

All purchases and sales of investments are accounted for on the trade date basis.

The Company's policy is to expense transaction costs on acquisition/disposal through the gains on investment at fair value through profit or loss. The total of such expenses, showing the total amounts included in disposals and acquisitions are disclosed in note 8 on page 78.

In addition, for financial reporting purposes, fair value measurements are categorised into a fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 - Quoted prices in active markets;
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data), either directly or indirectly; and
- Level 3 - Inputs are unobservable (i.e. for which market data is unavailable).

### (c) Investment Income

Dividends receivable from equity shares are recognised on an ex-dividend basis except where, in the opinion of the Board, the dividend is capital in nature, in which case it is included in capital.

Foreign dividends are gross of withholding tax.

## 1. Accounting Policies (continued)

Special dividends are looked at individually to decide the reason behind the payment. In deciding whether a dividend should be regarded as a capital or revenue receipt, the Company reviews all relevant information as to the reasons for and sources of the dividend on a case by case basis. Special dividends of a revenue nature are recognised through the revenue column of the Income Statement. Special dividends of a capital nature are recognised through the capital column of the Income Statement.

Deposit interest receivable is taken to revenue on an accruals basis.

### (d) Expenses and finance costs

All the expense and finance costs are accounted for on an accruals basis. Expenses are charged through the revenue column of the Income Statement except as follows:

- Expenses which are incidental to the acquisition or disposal of an investment are treated as part of the cost or proceeds of that investment;
- Expenses are taken to the Capital reserve via the capital column of the Income Statement, where a connection with the maintenance or enhancement of the value of investments can be demonstrated. In line with the Board's expected long-term split of returns, in the form of capital gains and income from the Company's portfolio, 70% of the Investment Management fees, Administration and Management Services fees and finance costs are taken to the Capital reserve.

### (e) Taxation

In line with the recommendations of the SORP, the tax effect of different items of expenditure is allocated between capital and revenue using the marginal basis. Deferred taxation is provided on all timing differences that have originated but not been reversed by the Statement of Financial Position date other than those regarded as permanent. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the reversal of timing differences can be deducted. Any liability to deferred tax is provided for at the rate of tax enacted or substantially enacted.

Dividend income received by the Company may be subject to withholding tax imposed in the country of origin. The tax charges shown in the Income Statement relates mainly to overseas withholding tax on dividend income and Indian capital gains tax.

### (f) Foreign currency

The currency of the primary economic environment in which the Company operates (the functional currency) is sterling, which is also the presentational currency of the Company. Transactions recorded in overseas currencies during the year are translated into sterling at the appropriate daily exchange rates. Assets and liabilities denominated in overseas currencies at the Statement of Financial Position date are translated into sterling at the exchange rate ruling at that date.

Exchange differences are included in the Income Statement and allocated as capital if they are of a capital nature, or as revenue if they are of a revenue nature.

### (g) Functional and presentational currency

The financial information is shown in sterling, being the Company's presentational currency. In arriving at the functional currency, the Directors have considered the following:

- (i) the primary economic environment of the Company;
- (ii) the currency in which the original capital was raised;
- (iii) the currency in which distributions are made;
- (iv) the currency in which performance is evaluated; and
- (v) the currency in which the capital would be returned to shareholders on a break-up basis.

The Directors have also considered the currency to which underlying investments are exposed and liquidity is managed. The Directors are of the opinion that sterling best represents the functional currency.

### (h) Cash and cash equivalents

Cash and cash equivalents are defined as cash and demand deposits readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

### (i) Nature and purpose of reserves

#### *Ordinary share capital*

- represents the nominal value of the issued ordinary share capital.

## 1. Accounting Policies (continued)

### Share premium account

- represents the surplus of net proceeds received from the issue of new shares over the nominal value of such shares. The share premium account is non-distributable.

### Special reserve

- this reserve is created upon the cancellation of the Share Premium Account. This reserve is distributable by way of a dividend and can also be used to fund any repurchases of the Company's own shares.

### Capital redemption reserve

- a transfer will be made to this reserve on cancellation of the Company's own shares purchased, equal to the nominal value of the shares. This reserve is non-distributable.

### Capital reserve

This reserve reflects any:

- gains or losses on the disposal of investments;
- exchange differences of a capital nature;
- the increases and decreases in the fair value of investments which have been recognised in the capital column of the Income Statement; and
- expenses which are capital in nature as disclosed on page 76.

This reserve can also be used to distribute realised capital profits by way of a dividend and to fund any repurchases of the Company's own shares.

Any gains in the fair value of investments that are not readily convertible to cash are treated as unrealised gains in the Capital reserve.

### Revenue reserve

- reflects all income and expenditure which are recognised in the revenue column of the Income Statement and is distributable by way of dividend.

It is the Board's current policy to only pay dividends out of the Revenue reserve.

### (j) Dividends payable

Dividends paid by the Company are recognised in the Financial Statements and are shown in the Statement of Changes in Equity in the period in which they became legally binding, which in the case of an interim dividend is the point at which it is paid and for a final dividend when it is approved by Shareholders at the AGM, in line with the ICAEW Tech Release 02/17BL.

## 2. Income

	Year ended 30 November 2022 £'000	Year ended 30 November 2021 £'000
<b>Income from investments</b>		
Overseas Dividends	2,842	1,695
Other income - bank interest	17	-
	2,859	1,695

## 3. Investment Management and Management Service Fees

	Year ended 30 November 2022			Year ended 30 November 2021		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee - Mobius Capital Partners LLP	432	1,008	1,440	413	963	1,376
Management service fee - Frostrow Capital LLP	97	227	324	93	217	310
	529	1,235	1,764	506	1,180	1,686

Further information regarding Investment Management and Management Service fees can be found on page 29.

## 4. Other Expenses

	Year ended 30 November 2022 £'000	Year ended 30 November 2021 £'000
Directors' fees	96	109
Auditor's remuneration - Statutory annual audit	37	37
Custody fees	95	92
Depositary fees	25	25
Printing and postage	14	12
Registrar fees*	25	17
Company broker fees	44	40
Stock listing and FCA fees	18	15
Legal and professional fees**	21	6
Marketing and promotional costs	60	46
Tax advice	18	20
Other administrative expenses	27	24
	480	443

\* Includes £6,000 in connection with the Redemption facility.

\*\* Includes £11,000 in connection with the Redemption facility.

## 5. Taxation

### (a) Analysis of Charge in the Year

	Year ended 30 November 2022			Year ended 30 November 2021		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Overseas taxation	302	–	302	178	–	178
Overseas capital gains tax	–	325	325	–	4,160	4,160
	302	325	627	178	4,160	4,338

Overseas tax arose as a result of irrecoverable withholding tax on overseas dividends and Indian capital gains tax ("CGT").

Indian CGT arises on capital gains on the sale of Indian securities at a rate of 15% on short term capital gains (defined as those where the security was held for less than a year) and 10% on long term capital gains. A deferred tax liability for CGT as at 30 November 2022 is recognised as shown in Note 11 on page 78 £1,388,000 (2021: £2,960,000).

### (b) Reconciliation of Tax Charge

The revenue account tax charge for the year is lower than the standard rate of corporation tax in the UK of 19.0%.

	Year ended 30 November 2022			Year ended 30 November 2021		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Total return/(loss) on ordinary activities before tax	1,850	(21,864)	(20,014)	744	53,505	54,249
Corporation tax charged at 19.0%	351	(4,154)	(3,803)	141	10,166	10,307
Effects of:						
Non-taxable losses/(return) on investments	–	3,884	3,884	–	(10,297)	(10,297)
Non-taxable foreign exchange losses/(gains)	–	35	35	–	(93)	(93)
Unutilised management expenses	193	235	428	181	224	405
Income not subject to corporation tax	(544)	–	(544)	(322)	–	(322)
Overseas taxation	302	–	302	178	–	178
Indian capital gains tax	–	325	325	–	4,160	4,160
<b>Tax charge for the year</b>	<b>302</b>	<b>325</b>	<b>627</b>	<b>178</b>	<b>4,160</b>	<b>4,338</b>

## 5. Taxation (continued)

### (c) Provision for UK Deferred Taxation

For the year ended 30 November 2022, the Company had cumulative unutilised management expenses for taxation purposes of £7,815,000 (2021: £5,571,000). It is unlikely the Company will generate sufficient taxable income in excess of the available deductible expenses and therefore the Company has not recognised a deferred tax asset of £1,954,000 (2021: £1,393,000) based on a prospective corporation tax rate of 25% (2021: 25%). The UK corporation tax rate is currently enacted to 25% effective 1 April 2023.

Due to the Company's status as an investment company and the intention to continue meeting the conditions required to maintain such a status in the foreseeable future, the Company has not provided for deferred UK tax on any capital gains or losses arising on the revaluation or disposal of investments.

Deferred tax has been provided for on capital gains arising on Indian Securities as disclosed in note 5(a) on page 76.

## 6. Dividends

In accordance with FRS 102 dividends are included in the Financial Statements in the year in which they are paid or approved by Shareholders. Details of the ex-dividend and payment dates are shown in the Chairman's Statement on page 7).

	Year ended 30 November 2022 £'000	Year ended 30 November 2021 £'000
Revenue available for distribution by way of dividend for the year	1,548	566
Final dividend of 1.20p (2021: 0.35p) per share*	(1,291)	(380)
<b>Revenue reserves available following distribution</b>	<b>257</b>	<b>186</b>

\* Based on the number of shares in issue as at 30 November 2022 being 107,548,983 (2021: 108,510,000 on the ex-dividend date, 25 April 2022, 108,960,000 shares were held).

## 7. Return/(loss) per share - basic and diluted

The return per share figures are based on the following figures:

	Year ended 30 November 2022 £'000	Year ended 30 November 2021 £'000
Net revenue return	1,548	566
Net capital (loss)/return	(22,189)	49,345
<b>Net total (loss)/return</b>	<b>(20,641)</b>	<b>49,911</b>

	Year ended 30 November 2022 Pence	Year ended 30 November 2021 Pence
Revenue return per share	1.42	0.54
Capital (loss)/return per share	(20.38)	46.78
<b>Total (loss)/return per share</b>	<b>(18.96)</b>	<b>47.32</b>

Weighted average number of Ordinary shares in issue during the year	108,850,685	105,474,288
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During the year (2021: nil) there were no dilutive instruments held, therefore the basic and diluted return per share are the same.

## 8. Investments held at fair value through profit or loss

	<b>30 November 2022 £'000</b>	<b>30 November 2021 £'000</b>
Opening book cost	94,404	89,158
Opening investment holding gains	50,397	20,650
Opening fair value	144,801	109,808
Purchases at cost	51,897	36,940
Sales proceeds	(49,420)	(56,144)
(Losses)/gains on investments held at fair value through profit or loss	(20,444)	54,197
<b>Closing fair value</b>	<b>126,834</b>	<b>144,801</b>
Closing book cost	108,263	94,404
Closing investment holding gains	18,571	50,397
<b>Closing fair value</b>	<b>126,834</b>	<b>144,801</b>

The Company received £49,420,000 (2021: £56,144,000) from investments sold in the year. The book cost of the investments when they were purchased was £38,038,000 (2021: £31,694,000). These investments have been revalued over time until they were sold. Any unrealised gains/losses were included in the fair value of the Investments.

During the year the Company incurred transaction costs on purchases of £62,000 (2021: £54,000).

Sales transaction costs incurred during the year were £70,000 (2021: £143,000) and comprised commission.

## 9. Debtors

	<b>30 November 2022 £'000</b>	<b>30 November 2021 £'000</b>
Outstanding sales due for settlement	1,098	934
Accrued income	8	37
Overseas tax recoverable	43	20
Non-redeemable preference shares recoverable	13	13
Ordinary shares issued receivable	–	153
Other debtors	34	30
	<b>1,196</b>	<b>1,187</b>

## 10. Creditors: amounts falling due within one year

	<b>30 November 2022 £'000</b>	<b>30 November 2021 £'000</b>
Outstanding purchases due for settlement	364	733
Investment management fee - Mobius Capital Partners LLP	117	139
Management service fee - Frostrow Capital LLP	26	31
Ordinary shares bought back for cancellation - Redemption facility	1,839	–
Other creditors	106	83
	<b>2,452</b>	<b>986</b>

## 11. Deferred tax liability

	<b>30 November 2022 £'000</b>	<b>30 November 2021 £'000</b>
Deferred taxation on unrealised capital gains on Indian securities	1,388	2,960

See note 5(a) on page 76 for further details.

## 12. Called up Share Capital

	30 November 2022 £'000	30 November 2021 £'000
50,000 (2021: 50,000) non-redeemable preference shares of £1 each	13	13
<b>Allotted and fully paid</b>		
107,548,983 (2021: 108,510,000) Ordinary shares of 1p each	1,075	1,085
	1,088	1,098

The capital of the Company is managed in accordance with its investment policy which is detailed in the Strategic Report on pages 9 and 10.

During the year the Company issued 450,000 new shares for a consideration of £653,000 (2021: 3,510,000 new ordinary shares for a consideration of £5,354,000).

In addition, the Company redeemed and cancelled 1,411,017 ordinary shares during the year ended 30 November 2022 for a total cost of £1,839,000 (2021: nil). See page 8 of the Chairman's Statement for further details.

The share capital includes 50,000 non-redeemable preference shares of a nominal value of £1 each; of which one quarter is paid up. These are held by the Investment Manager.

The Company does not have any externally imposed capital requirements.

## 13. Net Asset Value Per Ordinary Share

	30 November 2022	30 November 2021
Net Assets (£'000)	144,294	166,502
Number of shares in issue	107,548,983	108,510,000
<b>Net asset value per share</b>	<b>134.17p</b>	<b>153.44p</b>

During the year (2021: nil) there were no dilutive instruments held, therefore the basic and dilutive net asset value per share are the same.

## 14. Financial Instruments

The Company's financial instruments comprise its investment portfolio, cash balances and debtors and creditors that arise directly from its operations. As an investment trust the Company holds an investment portfolio of financial assets in pursuit of its investment objective.

Fixed asset investments (see note 8 on page 78) are valued at fair value in accordance with the Company's accounting policies. The fair value of all other financial assets and liabilities is represented by their carrying value in the Statement of Financial Position shown on page 72.

All investments have been classified as Level 1.

The main risks that the Company faces arising from its financial instruments are:

- (i) market risk, including:
  - Other price risk, being the risk that the value of investments will fluctuate as a result of changes in market prices;
  - interest rate risk, being the risk that the future cash flows of a financial instrument will fluctuate because of changes in interest rates;
  - foreign currency risk, being the risk that the value of financial assets and liabilities will fluctuate because of movements in currency rates;
- (ii) credit risk, being the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company; and
- (iii) liquidity risk, being the risk that the Company will not be able to meet its liabilities when they fall due. This may arise should the Company not be able to liquidate its investments. Under normal market trading volumes the investment portfolio could be substantially realised within a week.

### Other price risk

The management of price risk is part of the Investment management process and is typical of equity investment. The investment portfolio is managed with an awareness of the effects of adverse price movements through detailed and continuing analysis with an objective of maximising overall returns to shareholders. Further information on how the investment portfolio is managed is set out on pages 13 to 20. Although it is the Company's current policy not to use derivatives they may be used from time to time, with prior Board approval, to hedge specific market risk or gain exposure to a specific market.

If the investment portfolio valuation rose or fell by 10% at 30 November 2022 (2021: 10%), the impact on the profit and loss and net asset value would have been £15.0 million (2021: £15.0 million). The calculations are based on the investment portfolio valuation as at the respective Statement of Financial Position dates and are not necessarily representative of the year as a whole.



## 14. Financial Instruments (continued)

### Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

When the Company retains cash balances the majority of the cash is held in the custody account at The Northern Trust Company. The benchmark rate which determines the interest payments received on cash balances is the bank base rate for the relevant currency for each deposit.

Interest rate movements may affect the level of income receivable on cash deposits and cash equivalents and interest payable on borrowing.

### Interest rate exposure

The exposure of financial assets and financial liabilities to floating interest rates, giving cash flow interest rate risk when rates are re-set, is shown below:

	<b>30 November 2022 £'000</b>	<b>30 November 2021 £'000</b>
Exposure to floating interest rates:		
Cash and cash equivalent	20,104	24,460
<b>Net exposure</b>	<b>20,104</b>	<b>24,460</b>

### Interest rate sensitivity

The following table illustrates the sensitivity of the return after taxation for the year and net assets to a 5% (2021: 5%) increase or decrease in interest rates in regards to the Company's monetary financial assets and financial liabilities. This level of change is considered to be a reasonable illustration based on observation of current market conditions. The sensitivity analysis is based on the Company's monetary financial instruments held at the accounting date with all other variables held constant.

	<b>30 November 2022</b>		<b>30 November 2021</b>	
	<b>5% increase in rate £'000</b>	<b>5% decrease in rate £'000</b>	<b>5% increase in rate £'000</b>	<b>5% decrease in rate £'000</b>
Income statement - return after taxation				
Revenue return	1,005	(1,005)	1,223	(1,223)
Capital return	-	-	-	-
Total return after taxation	1,005	(1,005)	1,223	(1,223)
<b>Net assets</b>	<b>1,005</b>	<b>(1,005)</b>	<b>1,223</b>	<b>(1,223)</b>

The Directors do not consider the exposure to interest risk as being material to the Company.

### Foreign currency risk

Foreign currency risk is the risk that fair values of future cash flows of a financial instrument fluctuate because of changes in foreign exchange rates.

The Company invests in overseas securities and holds foreign currency cash balances which give rise to currency risks. Foreign currency risks are managed alongside other market risks as part of the management of the investment portfolio. It is currently not the Company's policy to hedge this risk on a continuing basis but it can do so from time to time.

## 14. Financial Instruments (continued)

### Foreign currency exposure:

	2022				2021			
	Investments £'000	Cash £'000	Debtors £'000	Creditors £'000	Investments £'000	Cash £'000	Debtors £'000	Creditors £'000
New Taiwanese dollar	33,125	27	23	(128)	33,122	11,055	–	(733)
Indian rupee	20,000	–	–	(1,388)	40,422	–	–	(2,960)
Korean won	15,288	–	235	(467)	7,920	–	–	–
Hong kong dollar	13,579	–	–	–	17,385	–	–	–
US dollar	11,870	–	–	–	6,288	–	934	(478)
Turkish lira	8,883	–	1,098	–	5,715	–	–	–
Brazilian real	7,967	–	9	(3)	13,753	–	37	–
Kenyan shilling	6,978	182	–	–	5,704	–	–	–
Vietnamese dong	6,023	1,381	–	–	6,882	108	–	–
South African rand	3,121	–	–	–	7,061	–	–	–
Polish zloty	–	–	20	–	–	–	20	–
Egyptian pound	–	–	–	–	549	–	–	–
	126,834	1,590	1,385	(1,986)	144,801	11,163	991	(4,171)

At 30 November 2022, the Company had £18,514,000 (2021: £13,297,000) of sterling cash balances.

### Foreign currency risk

During the year sterling weakened by an average of 1.73% (2021: 2.6% strengthened) against all of the currencies in the investment portfolio (weighted for exposure at 30 November 2022), if the value of sterling had strengthened against each of the currencies in the portfolio by 10%, the impact on the net asset value would have been negative £13.0 million (2021: £15.0 million). If the value of sterling had weakened against each of the currencies in the investment portfolio by 10%, the impact on the net asset value would have been positive £13.0 million (2021: £15.0 million). The calculations are based on the investment portfolio valuation and cash balances as at the year end and are not necessarily representative of the year as a whole.

The level of sensitivity is considered to be reasonably possible, based on observations of current market conditions and historical trends.

### Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Investment Manager has in place a monitoring procedure in respect of counterparty risk which is reviewed on an ongoing basis. The carrying amounts of financial assets best represents the maximum credit risk exposure at the statement of financial position date, and the main exposure to credit risk is via the Company's Custodian who is responsible for the safeguarding of the Company's Investments and cash balances.

At the reporting date, the Company's financial assets exposed to credit risk amounted to the following:

	2022 £'000	2021 £'000
Cash and cash equivalents	20,104	24,460
Debtors	1,196	1,187
	21,300	25,647

Credit risk is the risk that the counterparty to a transaction fails to discharge its obligations under that transaction, which could result in the Company suffering a loss. Credit risk is managed as follows:

- All the assets of the Company which are traded on a recognised exchange are held by The Northern Trust Company, the Company's Custodian.
- Investment transactions are carried out only with brokers which are considered to have a high credit rating.
- Transactions are ordinarily undertaken on a delivery versus payment basis, whereby the Company's custodian bank ensures that the counterparty to any transactions entered into by the Company has delivered its obligation before any transfer of cash or securities away from the Company is completed.
- Any failing trades in the market are closely monitored by both the AIFM and the Administrator.

## 14. Financial Instruments (continued)

### Credit risk (continued)

- Cash is only held at banks that have been identified by the Board as reputable and of high credit quality. The Northern Trust Company has a credit rating of Aa2 (Moody's) AA- (Standard & Poor's) and AA (Fitch Ratings).

The Board monitors the Company's risk as described in the Strategic Report on pages 23 to 28.

### Liquidity risk

The Company's liquidity risk is managed on an ongoing basis by the Investment Manager and the Administrator. The Company's overall liquidity risks are monitored on a quarterly basis by the Board.

Based on current trading volumes, 98.6% of the current portfolio could be liquidated within 30 trading days, with 93.0% in seven days or less, under normal market conditions. As such, liquidity risk is not considered a material risk.

Further details on the principal risks facing the Company, including Covid-19 and its mitigations can be found in the Business Review beginning on page 21.

## 15. Transactions with the Investment Manager and Related Parties

- Mobius Capital Partners LLP
- The Directors of the Company

The Company employs Mobius Capital Partners LLP as its Investment Manager. During the year ended 30 November 2022, Mobius Capital Partners LLP earned £1,440,000 (2021: £1,376,000) in respect of Investment Management fees, of which £117,000 (2021: £139,000) was outstanding at the year end. Details of the fees of all Directors can be found on pages 58 to 61 and in note 4 on page 76.

The Directors' interests in the capital of the Company can be found on page 59. There were no other material transactions during the year with the Directors of the Company.

## 16. Contingent Liabilities

There were no contingent liabilities at 30 November 2022 (2021: none).

## 17. Post Balance Sheet Events

Subsequent to the Company's year end, the net asset value per share of the Company has increased by 3.4% from 134.2p to 138.7p and the Company's share price has also increased by 6.1% from 131.0p to 139.0p as at 24 February 2023.

# AIFMD RELATED DISCLOSURE

## Alternative Investments Fund Managers Directive ("AIFMD") Disclosures (Unaudited)

### Investment objective and leverage

Mobius Capital Partners LLP ("MCP") and the Company are required to make certain disclosures available to investors in accordance with the Alternative Investment Fund Managers Directive ("AIFMD").

A description of the investment strategy and objectives of the Company, the types of assets in which the Company may invest, the techniques it may employ, any applicable investment restrictions, the circumstances in which it may use leverage, the types and sources of leverage permitted and the associated risks, any restrictions on the use of leverage and the maximum level of leverage which the AIFM and Investment Manager are entitled to employ on behalf of the Company and the procedures by which the Company may change its investment strategy and/or the investment policy can be found on pages 9 and 10.

The table below sets out the current maximum permitted limit and actual level of leverages for the Company (see Glossary beginning on page 86 for further details):

	As a percentage of net assets	
	Gross Method	Commitment Method
Maximum level of leverage	150.0%	150.0%
Actual level at 30 November 2022	89.0%	101.8%

### Remuneration Disclosure of AIFM staff

As per the firm's remuneration policy and procedures, MCP seeks to avoid creating any incentive for individuals to take inappropriate risk and, in general, all decisions are confirmed by the investment committee(s) which has members in common with the governing body. During the year ended 30 November 2022, MCP had eight members of personnel in total, including employees and Partners, two of whom fall under Code Staff as per the firm's remuneration code policy. Following completion of an assessment of the application of the proportionality principle to the FCA's AIFM Remuneration Code, MCP has disapplied the pay-out processed rules with respect to all Code Staff members. This is because the AIFM considers that it carries out non-complex activities and is operating on a small scale.

The information above relates to Mobius Capital Partners LLP as a whole, and it has not been broken down by reference to the Company or the other funds that MCP manages. Nor has the proportion of remuneration which relates to the income MCP earns from their management of the company.

Further disclosures required under the AIFM Rules can be found within the Investor Disclosure Document on the Company's website [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com)

# SHAREHOLDER INFORMATION

## The Company

Mobius Investment Trust plc (the "Company" or "MMIT") is a closed-ended investment company. Its shares are listed on the premium segment 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.

## Investment Objective

The Company's investment objective is to achieve long-term capital growth and income returns predominantly through investment in a diversified portfolio of companies exposed directly or indirectly to emerging or frontier markets.

The investment policy of the Company is set out on pages 9 and 10.

## Capital Structure

As at 30 November 2022, the Company's capital structure consisted of 107,548,983 Ordinary shares of 1p each and 50,000 Management shares of £1 each.

## Alternative Investment Fund Manager

Mobius Capital Partners LLP ("MCP") has been the Company's Alternative Investment Fund Manager ("AIFM") since inception.

## Investment Philosophy

Mobius Capital Partners LLP is an emerging and frontier markets asset manager offering an innovative private equity approach to public markets. Mobius Capital Partners LLP is focused on a single long-only strategy based on actively partnering with portfolio companies to improve their corporate governance and to deliver a clear Environmental, Social and Governance ("ESG") pathway.

Mobius Investment Trust plc invests in a high conviction portfolio of approximately 20-30 small to mid-cap companies, across emerging and frontier markets.

## Management Fee

1% per annum of the lower of (i) Net Asset Value and (ii) Market Capitalisation (the "Fund Value") up to and including £500 million; 0.85% of the Fund Value over £500 million and up to £1 billion; and 0.75% of the Fund Value over £1 billion. There are no provisions for a performance fee in the Investment Management Agreement.

## ISA Status

The Company's shares are eligible for Stocks and Shares ISAs.

## Retail Investors advised by IFAs

The Company currently conducts its affairs so that its shares can be recommended by Independent Financial Advisers ("IFAs") in the UK to ordinary retail investors in accordance with the Financial Conduct Authority ("FCA") rules in relation to non-mainstream investment products and intends to continue to do so. The shares are excluded from the FCA's restrictions on non-mainstream pooled investment products because they are shares in an investment trust.

## How to Invest

The Company's shares are traded openly on the London Stock Exchange and can be purchased through a stock broker or other financial intermediary. The shares are available through savings plans (including investment dealing accounts, ISAs and SIPPs) which facilitate both regular monthly investments and lump sum investments in the Company's shares. There are a number of investment platforms that offer these facilities. Further details can be found on page 88.

## Website

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



The Association of  
Investment Companies

A member of the Association of Investment Companies

## SHAREHOLDER INFORMATION continued

### Financial Calendar

30 November	Financial Year End
February/March	Final Results Announced
April	Annual General Meeting
May	Dividend payment
31 May	Half Year End
July/August	Half Year Results Announced

### Annual General Meeting

The Annual General Meeting of Mobius Investment Trust plc will be held at the Company's registered office address at 25 Southampton Buildings, London WC2A 1AL on Wednesday, 26 April 2023 at 12.00 noon.

### How to Vote

If you hold your shares directly you will have received a paper proxy form. For this year's Annual General Meeting ("AGM") you should ensure that this is returned to the Company's registrars, Computershare, before 12 noon on Monday, 24 April 2023. Shareholders who hold their shares in uncertificated form in CREST, should use the CREST electronic proxy appointment service as described in the Notice of Annual General Meeting, note 4 on page 91.

If you hold your shares via an investment platform or a nominee, you should contact them to inquire about arrangements to vote.

If you would like to attend the meeting in person, shareholders should bring their attendance card or proof of identity. If you have a disability or impairment, please let us know, so that we may try to make suitable arrangements at the meeting.

**Shareholders are advised that they should exercise their votes in advance of the meeting by proxy, by following the voting instructions given in the Notice of the Annual General Meeting.**

### Dividend

If a final dividend is payable, it is normally paid annually following approval at the Annual General Meeting. For the year ended 30 November 2022, the Board is recommending the payment of a final dividend of 1.20p per ordinary share in line with investment trust rules. Further details are given on page 7 in the Chairman's Statement.

Shareholders who wish to have dividends paid directly into a bank account, rather than by cheque to their registered address, can complete a mandate form for the purpose. Mandates may be obtained from the Company's Registrars, Computershare Investor Services, on request.

### Share Prices

The Company's shares are listed on the London Stock Exchange under 'Investment Companies'. The Company's "ticker" is MMIT.

### Change of Address

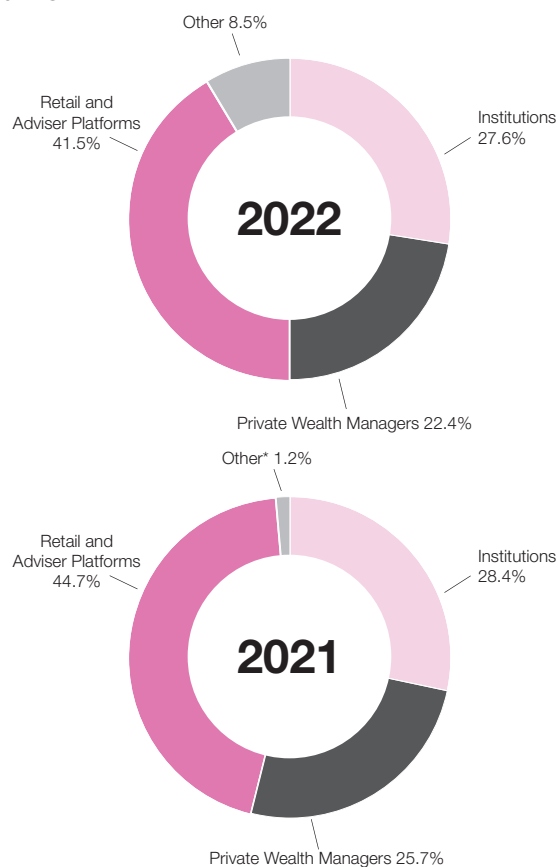
Communications with shareholders are mailed to the address held on the share register. In the event of a change of address or other amendment this should be notified to the Company's Registrars, Computershare Investor Services, under the signature of the registered holder.

### Daily Net Asset Value

The daily net asset value per share of the Company's shares can be obtained on the Company's website at [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com) and is published daily via the London Stock Exchange.

### Profile of the Company's Ownership

% of shares held at 30 November 2022 and 2021



\* Includes shares held by market makers and holdings too small to analyse.  
Source: Richard Davies Investor Relations

# GLOSSARY OF TERMS AND ALTERNATIVE PERFORMANCE MEASURES (“APMs”)

## Alternative Investment Fund Managers Directive (AIFMD)

Agreed by the European Parliament and the Council of the European Union and transposed into UK legislation, the AIFMD classifies certain investment vehicles, including investment companies, as Alternative Investment Funds (AIFs) and requires them to appoint an Alternative Investment Fund Manager (AIFM) and depositary to manage and oversee the operations of the investment vehicle. The Board of the Company retains responsibility for strategy, operations and compliance and the Directors retain a fiduciary duty to shareholders.

## Discount or Premium<sup>^</sup>

A description of the difference between the share price and the net asset value per share. The size of the discount or premium is calculated by subtracting the share price from the net asset value per share and is usually expressed as a percentage (%) of the net asset value per share. If the share price is higher than the net asset value per share the result is a premium. If the share price is lower than the net asset value per share, the shares are trading at a discount.

## ESG+C<sup>®</sup>

Environmental, Social, Governance and Cultural

## Gearing<sup>^</sup>

The term used to describe the process of borrowing money for investment purposes. The expectation is that the returns on the investments purchased will exceed the finance costs associated with those borrowings.

There are several methods of calculating gearing and the following has been selected:

Total assets, less current liabilities (before deducting any prior charges) minus cash/cash equivalents divided by shareholders' funds, expressed as a percentage.

## IPO

An initial public offering or stock launch is a public offering in which shares of a company are sold to institutional investors and usually also retail investors.

## Leverage

Leverage is defined in the AIFMD as any method by which the AIFM increases the exposure of an AIF. In addition to the gearing limit the Company also has to comply with the AIFMD leverage requirements. For these purposes the Board has set a maximum leverage limit of 150% for both methods. This limit is expressed as a percentage with 100% representing no leverage or gearing in the Company. There are two methods of calculating leverage as follows:

<sup>^</sup> Alternative Performance Measure

Under the Gross Method, exposure represents the Company's position after the deduction of sterling cash balances and without taking into account any hedging or netting arrangements.

Under the Commitment method, exposure is calculated without the deduction of sterling cash balances and after certain hedging and netting positions are offset (see page 83 for further details).

## MSCI Index

Certain information contained herein (the “Information”) is sourced from/copyright of MSCI Inc., MSCI ESG Research LLC, or their affiliates (“MSCI”), or information providers (together the “MSCI Parties”) and may have been used to calculate scores, signals, or other indicators. The Information is for internal use only and may not be reproduced or disseminated in whole or part without prior written permission. The Information may not be used for, nor does it constitute, an offer to buy or sell, or a promotion or recommendation of, any security, financial instrument or product, trading strategy, or index, nor should it be taken as an indication or guarantee of any future performance. Some funds may be based on or linked to MSCI indexes, and MSCI may be compensated based on the fund's assets under management or other measures. MSCI has established an information barrier between index research and certain Information. None of the Information in and of itself can be used to determine which securities to buy or sell or when to buy or sell them. The Information is provided “as is” and the user assumes the entire risk of any use it may make or permit to be made of the Information. No MSCI Party warrants or guarantees the originality, accuracy and/or completeness of the Information and each expressly disclaims all express or implied warranties. No MSCI Party shall have any liability for any errors or omissions in connection with any Information herein, or any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages.

## Net Asset Value (“NAV”)

The value of the Company's assets, principally investments made in other companies and cash being held, minus any liabilities. The NAV is also described as shareholders' funds. The NAV is often expressed in pence per share after being divided by the number of shares which have been issued. The NAV per share is unlikely to be the same as the share price which is the price at which the Company's shares can be bought or sold by an investor. The share price is determined by the relationship between the demand and supply of the shares.

## GLOSSARY OF TERMS AND ALTERNATIVE PERFORMANCE MEASURES ("APMS") (continued)

### Net Asset Value Per Share ("NAV") Total Return<sup>^</sup>

The theoretical total return on an investment over a specified period assuming dividends paid to shareholders were reinvested at net asset value per share at the time the shares were quoted ex-dividend. This is a way of measuring investment management performance of investment trusts which is not affected by movements in discounts or premiums.

NAV Per Share Total Return	Page	Year ended	Year ended
		30 November 2022	30 November 2021
Opening NAV (p)	2	153.4	105.9
(Decrease)/increase in NAV (p)		(19.2)	47.5
Closing NAV (p)	2	134.2	153.4
(Decrease)/increase in NAV	2	(12.5%)	44.9%
Impact of reinvested dividends		0.2%	–
NAV Total Return	2	(12.3%)	44.9%

### Ongoing Charges<sup>^</sup>

Ongoing charges are calculated by taking the Company's annualised operating expenses as a proportion of the average daily net asset value of the Company over the year. The costs of buying and selling investments are excluded, as are interest costs, taxation, cost of buying back or issuing ordinary shares and other non-recurring costs.

Ongoing Charges	Page	Year ended	Year ended
		30 November 2022	30 November 2021
		£'000	£'000
Investment management fees and management service fees	75	1,764	1,686
Operating expenses	76	480	443
<b>Total expenses</b>		<b>2,244</b>	<b>2,129</b>
Less costs in relation to the Redemption facility		(17)	–
<b>Total recurring expenses</b>		<b>2,227</b>	<b>2,129</b>
Average net assets during the year		147,854	140,405
<b>Ongoing Charges</b>	2	<b>1.5%</b>	<b>1.5%</b>

### Peer Group

The Company has selected the following seven companies taken from the AIC's Global Emerging Markets sector to form the Company's peer group:

Barings Emerging EMEA Opportunities, BlackRock Frontiers Investment Trust, Fidelity Emerging Markets Limited, JP Morgan Emerging Markets Investment Trust, JPMorgan Global Emerging Markets Income Trust, Templeton Emerging Markets Investment Trust and Utilico Emerging Markets Trust.

### Revenue Return per Share

The revenue return per share is calculated by taking the return on ordinary activities after taxation and dividing it by the weighted average number of shares in issue during the year (see note 7 on page 77 for further information).

### Reverse Stress Test

Reverse stress tests are stress tests that identify scenarios and circumstances which would make a business unworkable and identifies potential business vulnerabilities.

### Share Price Total Return<sup>^</sup>

The theoretical total return on an investment over a specified period assuming dividends paid to shareholders were reinvested in shares at the share price at the time the shares were quoted ex-dividend.

Share Price Total Return	Page	Year ended	Year ended
		30 November 2022	30 November 2021
		p	p
Opening share price	2	154.5	103.0
(Decrease)/increase in share price		(23.5)	51.5
Closing share price	2	131.0	154.5
(Decrease)/increase in share price		(15.2%)	50.0%
Impact of reinvested dividends		+0.2%	–
<b>Share price Total Return</b>	2	<b>(15.0%)</b>	<b>50.0%</b>

### Stress Testing

Is a forward-looking analysis technique that considers the impact of a variety of extreme but plausible economic scenarios on the financial position of the Company.

<sup>^</sup> Alternative Performance Measure



# HOW TO INVEST

## Retail Investors advised by IFAs

The Company currently conducts its affairs so that its shares can be recommended by Independent Financial Advisers ("IFAs") in the UK to ordinary retail investors in accordance with the Financial Conduct Authority ("FCA") rules in relation to non-mainstream investment products and intends to continue to do so. The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in an investment trust.

## Investment Platforms

The Company's shares are traded openly on the London Stock Exchange and can be purchased through a stock broker or other financial intermediary. The shares are available through savings plans (including Investment Dealing Accounts, ISAs, Junior ISAs and SIPPs) which facilitate both regular monthly investments and lump sum investments in the Company's shares. There are a number of investment platforms that offer these facilities. A list of some of them, that is not comprehensive nor constitutes any form of recommendation, can be found below:

AJ Bell Youinvest	<a href="http://www.youinvest.co.uk">www.youinvest.co.uk</a>
Barclays Smart Investor	<a href="http://www.barclays.co.uk/smart-investor">www.barclays.co.uk/smart-investor</a>
Bestinvest	<a href="http://www.bestinvest.co.uk">www.bestinvest.co.uk</a>
Charles Stanley Direct	<a href="http://www.charles-stanley-direct.co.uk">www.charles-stanley-direct.co.uk</a>
EQi	<a href="http://www.eqi.co.uk">www.eqi.co.uk</a>
Halifax Investing	<a href="http://www.halifax.co.uk/investing.html">www.halifax.co.uk/investing.html</a>
Hargreaves Lansdown	<a href="http://www.hl.co.uk">www.hl.co.uk</a>
HSBC	<a href="http://www.hsbc.co.uk/investments">www.hsbc.co.uk/investments</a>
iDealing	<a href="http://www.idealing.com">www.idealing.com</a>
interactive investor	<a href="http://www.ii.co.uk">www.ii.co.uk</a>
IWeb	<a href="http://www.iweb-sharedealing.co.uk">www.iweb-sharedealing.co.uk</a>
Saxo Markets	<a href="http://www.home.saxo">www.home.saxo</a>
WealthClub	<a href="http://www.wealthclub.co.uk/">www.wealthclub.co.uk/</a>

## Computershare - Share Dealing Service

A share dealing service is available to existing shareholders through the Company's Registrar, Computershare Investor Services, to either buy or sell shares. Shareholders wishing to use this service will need their Shareholder Reference Number ("SRN"), which can be found on the share certificate. If shareholders are unable to locate their SRN, they should contact Computershare.

Computershare's Internet Share Dealing Service provides shareholders with a simple way to sell or purchase shares (subject to availability) on the London Stock Exchange. Real time trading is available during market hours (08.00 to 16.30 Monday to Friday excluding bank holidays).

Shareholders who would like to use Computershare's Share Dealing Service should do so online at <https://www-uk.computershare.com/Investor/#ShareDealingInfo>, and a share dealing telephone helpline is available by dialling 0344 322 2575.

The fee for this service will be 1.4% of the value of each sale or purchase of shares, subject to a minimum of £40. Stamp duty of 0.5% may also be payable on purchases.

## Risk warnings

Past performance is no guarantee of future performance. The value of your investment and any income from it may go down as well as up and you may not get back the amount invested. This is because the share price is determined by the changing conditions in the relevant stock markets in which the Company invests and by the supply and demand for the Company's shares. As the shares in an investment trust are traded on a stock market, the share price will fluctuate in accordance with the supply and demand and may not reflect the underlying net asset value of the shares; where the share price is less than the underlying value of the assets, the difference is known as the 'discount'. For these reasons investors may not get back the original amount invested. Although the Company's shares are denominated in sterling, it may invest in stocks and shares which are denominated in currencies other than sterling and to the extent they do so, they may be affected by movements in exchange rates. As a result the value of your investment may rise or fall with movements in exchange rates. Investors should note that tax rates and reliefs may change at any time in the future. The value of ISA tax advantages will depend on personal circumstances. The favourable tax treatments of ISAs may not be maintained.

# NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the fourth Annual General Meeting of Mobius Investment Trust plc will be held at the Company's registered office address at 25 Southampton Buildings, London WC2A 1AL on Wednesday, 26 April 2023 at 12.00 noon for the following purposes:

## Ordinary Business

To consider and, if thought fit, pass the following as Ordinary Resolutions:

1. That the Report of the Directors and Accounts for the year ended 30 November 2022 together with the Report of the Auditors thereon be received.
2. To receive and approve the Directors' Remuneration Report for the year ended 30 November 2022.
3. To approve the Directors' Remuneration Policy.
4. To approve a Final Dividend of 1.20p per ordinary share.
5. That Ms M L Cicognani be re-elected as a Director.
6. That Mr C Casey be re-elected as a Director.
7. That Mr G Schuch be elected as a Director.
8. That PricewaterhouseCoopers LLP be re-appointed as Auditors to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting at which accounts are laid.
9. That the Audit Committee be authorised to determine the Auditors' remuneration.

## Special Business

To consider and, if thought fit, pass the following resolutions, of which resolutions 11, 12 and 13 will be proposed as Special Resolutions.

## Authority to Allot Shares

10. That, the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £215,397 (or if changed, the number representing 20% of the issued Ordinary share capital of the Company immediately prior to the passing of this resolution) provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the

Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## Disapplication of Pre-emption Rights

11. That, subject to the passing of resolution 10, the Board of Directors of the Company (the "Board") be and it is hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 1p each in the capital of the Company ("Ordinary Shares")) for cash pursuant to the authority conferred on them by such Resolution 10 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

the allotment of equity securities up to an aggregate nominal amount of £215,397, (or if changed, the number representing 20% of the issued share capital of the Company immediately prior to the passing of this resolution) and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2024 or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## Authority to Repurchase Shares

12. That, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company for cancellation or for holding in Treasury on such terms and in such manner as the board of directors may determine provided that:
  - (i) the maximum aggregate number of Ordinary Shares which may be purchased is 16,144,077 or, if

## NOTICE OF THE ANNUAL GENERAL MEETING continued

changed, the number representing 14.99% of the issued share capital of the Company immediately prior to the passing of this resolution;

- (ii) the minimum price which may be paid for an Ordinary Share is 1p (exclusive of associated expenses);
- (iii) the maximum price which may be paid for an Ordinary Share (exclusive of associated expenses) shall not be more than the higher of: (a) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the day on which the Ordinary Share is purchased; and (b) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange for an Ordinary Share; and
- (iv) unless previously renewed, varied or revoked, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held

in 2024 or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company may before such expiry enter into a contract to purchase Ordinary Shares which will or may be completed wholly or partly after such expiry and a purchase of Ordinary Shares may be made pursuant to any such contract.

### General Meetings

13. That any General Meeting of the Company (other than the Annual General Meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority shall expire on the conclusion of the next Annual General Meeting of the Company, or, if earlier, on the expiry 15 months from the date of the passing of this resolution.

*All shareholders should look on the Company's website, [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com), for any changes to the AGM arrangements and whether attendance will be possible. In any case, all shareholders are strongly advised to exercise their votes in advance of the meeting by proxy, by following the voting instructions overleaf.*

#### By order of the Board

**Frostrow Capital LLP**  
Company Secretary  
28 February 2023

#### Registered office

25 Southampton Buildings  
London  
WC2A 1AL

## NOTICE OF THE ANNUAL GENERAL MEETING continued

### Notes

1. If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Computershare Investor Services plc (the "Registrar"), prior to being admitted to the Annual General Meeting.

2. Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form.

If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar on 0370 703 6304. Lines are open between 8.30 am and 5.30 pm, Monday to Friday, the Registrars' overseas helpline number is +44 370 703 6304.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the meeting by marking the abstain option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" the resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if he or she wishes.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 8 overleaf.

3. A proxy form for use in connection with the Annual General Meeting is enclosed. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

If you do not have a proxy form and believe that you should have one, or you require additional proxy forms, please contact the Registrar on 0370 703 6304. Lines are open between 8.30 am and 5.30 pm, Monday to Friday. The Registrar's overseas helpline number is +44 370 703 6304.

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Registrar (ID 3RA50) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. 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 Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

5. In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

6. Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

## NOTICE OF THE ANNUAL GENERAL MEETING continued

7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.30 p.m. on 24 April 2023 (or, if the Annual General Meeting is adjourned, at 6.30 p.m. on the day two working days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "2006 Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
9. Information regarding the Annual General Meeting, including information required by section 311A of the 2006 Act, and a copy of this notice of Annual General Meeting is available from [www.mobiusinvestmenttrust.com](http://www.mobiusinvestmenttrust.com).
10. Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
11. As at 27 February 2023 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 107,698,983 ordinary shares carrying one vote each. Accordingly, the total voting rights in the Company at 27 February 2023 were 107,698,983 votes.
12. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the chairman of the Annual General Meeting as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.
13. Under section 319A of the 2006 Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- Members who have any queries about the Annual General Meeting should contact Frostrow Capital LLP, the Company Secretary, at 25 Southampton Buildings, London WC2A 1AL.
- Members may not use any electronic address provided in this notice or in any related documents (including the accompanying proxy form) to communicate with the Company for any purpose other than those expressly stated.
14. The following documents will be available for inspection at the offices of Frostrow Capital LLP, the Company's Company Secretary, 25 Southampton Buildings, London WC2A 1AL during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this notice and at the venue of the Annual General Meeting from 11.45 a.m. on the day of the Annual General Meeting until the conclusion of the Annual General Meeting:
- 14.1 copies of the Directors' letters of appointment; and
- 14.2 copies of the Directors' deeds of indemnity.
- Alternatively, the above documents can be requested from the Company Secretary via [info@frostrow.com](mailto:info@frostrow.com).
15. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 14 March 2023, being the date six clear weeks before the meeting, and (in the case of a matter to be included on the business only) must be accompanied by a statement setting out the grounds for the request.

# EXPLANATORY NOTES TO THE RESOLUTIONS

## Resolution 1 - To receive the Report of the Directors and Accounts

The Report of the Directors and Accounts for the year ended 30 November 2022 will be presented to the AGM. These accounts accompany this Notice of Meeting and shareholders will be given an opportunity at, or in advance of, the meeting to ask questions.

## Resolution 2 - Remuneration Report

The Directors' Remuneration Report is set out in full in the Annual Report on pages 58 to 61.

## Resolution 3 - Remuneration Policy

The Directors' Remuneration Policy is set out in the Annual Report on page 61.

## Resolution 4 - To approve a Final Dividend

The rationale for the payment of a final dividend of 1.20p per ordinary share is set out in the Chairman's Statement beginning on page 7 and in the Business Review on pages 21 and 22.

## Resolutions 5 to 7 - Re-election of Directors

Resolutions 5 to 7 deal with the re-election or election of each Director. Biographies of each of the Directors can be found on pages 36 and 37.

The Board has confirmed, following a performance review, that the Directors standing for re-election and election respectively continue to perform effectively.

## Resolutions 8 and 9 - Re-appointment of Auditors and the determination of their remuneration

Resolutions 8 and 9 relate to the re-appointment of PricewaterhouseCoopers LLP as the Company's independent Auditors to hold office until the next AGM of the Company and also authorise the Audit Committee to set the Auditors' remuneration.

## Resolutions 10 and 11 - Authority to Allot Shares and Disapplication of Pre-emption Rights

Ordinary Resolution 10 in the Notice of Annual General Meeting will renew the authority to allot the unissued Ordinary share capital up to an aggregate nominal amount of £215,397 (equivalent to 21,539,796 shares, or 20% of the Company's existing issued Ordinary share capital on 27 February 2023, being the nearest practicable date prior to the signing of this Report or, if changed, the number representing 20% of the issued Ordinary share capital of the Company immediately prior to the passing of this resolution). Such authority will expire on the date of the next AGM or after a period of 15 months from the date of the passing of the resolution, whichever is earlier. This means that the authority will have to be renewed at the next AGM.

When shares are to be allotted for cash, Section 551 of the Companies Act 2006 (the "Act") provides that existing shareholders have pre-emption rights and that the new shares must be offered first to such shareholders in proportion to their existing holding of shares. However, shareholders can, by special resolution, authorise the Directors to allot shares otherwise than by a pro rata issue to existing shareholders. Special Resolution 11 will, if passed, give the Directors power to allot for cash equity securities up to 20% of the Company's existing Ordinary share capital on 27 February 2023, or, if changed, the number representing 20% of the issued Ordinary share capital of the Company immediately prior to the passing of this resolution as if Section 551 of the Act does not apply. This is the same nominal amount of Ordinary share capital which the Directors are seeking the authority to allot pursuant to Resolution 10. This authority will also expire on the date of the next AGM or after a period of 15 months, whichever is earlier. This authority will not be used in connection with a rights issue by the Company.

Although the percentage of the authority sought in Resolutions 10 and 11 is higher than the one previously sought, it is in line with market practice. The Board firmly believes that maximum flexibility, should conditions allow, to raise capital without incurring the cost of preparing a prospectus, circular and related meetings and, therefore, the passing of Resolutions 10 and 11 is in shareholders' interest.

The Directors intend to use the authority given by Resolutions 10 and 11 to allot Ordinary shares and disapply pre-emption rights only in circumstances where this will be clearly beneficial to shareholders as a whole. The issue proceeds would be available for investment in line with the Company's investment policy. No issue of shares will be made which would effectively alter the control of the Company without the prior approval of shareholders in general meeting.

Shares will only be issued at a premium to the Company's cum income net asset value per share at the time of issue.

## Resolution 12 - Authority to Repurchase Shares

The Directors wish to renew the authority to buy back Ordinary shares for cancellation or for holding in Treasury. The principal aim of a share buy-back facility is to enhance shareholder value by acquiring shares at a discount to net asset value, as and when the Directors consider this to be appropriate. The purchase of Ordinary shares, when they are trading at a discount to net asset value per share, should result in an increase in the net asset value per share for the remaining shareholders. This authority, if conferred, will only be exercised if to do so would result in an increase in the net asset value per share for the remaining shareholders and if it is in the best interests of shareholders generally. Any purchase of shares will be

## EXPLANATORY NOTES TO THE RESOLUTIONS *continued*

made within guidelines established from time to time by the Board. It is proposed to seek shareholder authority to renew this facility for another year at the AGM.

Under the current Listing Rules, the maximum price that may be paid on the exercise of this authority must not exceed the higher of (i) 105% of the average of the middle market quotations for the shares over the five business days immediately preceding the date of purchase and (ii) the higher of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. The minimum price which may be paid is 1p per share. Shares which are purchased under this authority may be cancelled or held in Treasury.

Special Resolution 12 in the Notice of AGM will renew the authority to purchase in the market a maximum of 14.99% of the Ordinary shares in issue on 27 February 2023, being the nearest practicable date prior to the signing of this Report, (amounting to 16,144,077 Ordinary shares or, if changed, the number representing 14.99% of the issued share capital of the Company immediately prior to the passing of this resolution). Such authority will expire on the date of the next Annual General Meeting or after a period of 15 months from the date of passing of the resolution, whichever is earlier.

### **Resolution 13 – General Meetings**

Special Resolution 13 seeks shareholder approval for the Company to hold General Meetings (other than the AGM) on at least 14 clear days' notice. The minimum notice for Annual General Meetings will remain at 21 clear days. The approval for this resolution will be effective until the Company's Annual General Meeting to be held in 2024, at which it is intended that renewal will be sought. The Directors will only call a general meeting on 14 days' notice where they consider it to be in the interests of shareholders to do so and the relevant matter is required to be dealt with expediently.

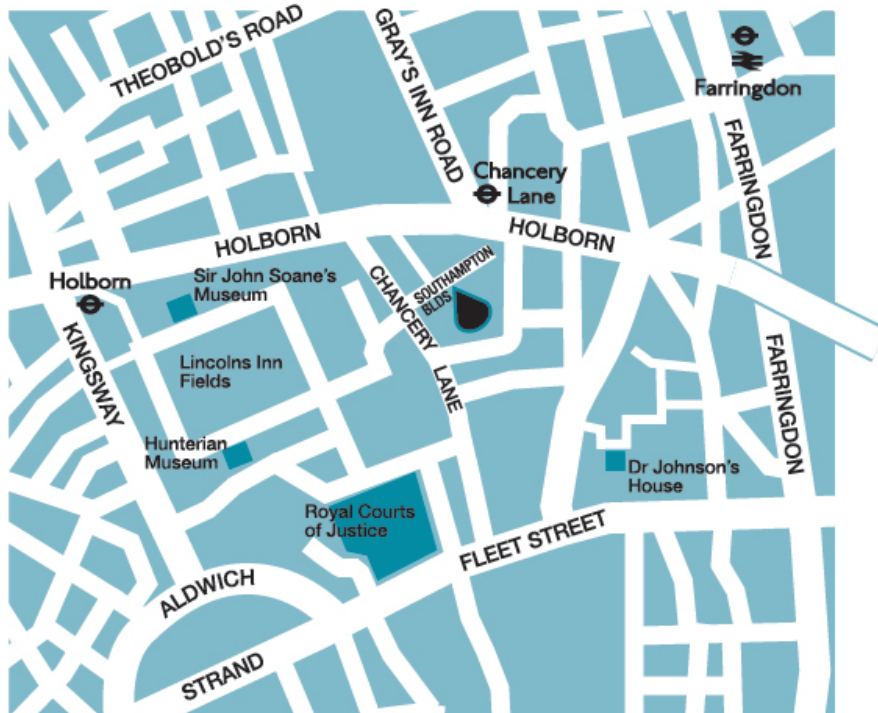
### **Recommendation**

The Board considers that the resolutions detailed above are in the best interests of shareholders as a whole. Accordingly, the Board unanimously recommends to the shareholders that they vote in favour of the above resolutions to be proposed at the forthcoming AGM as the Directors intend to do in respect of their own beneficial holdings totalling 81,740 shares.

## EXPLANATORY NOTES TO THE RESOLUTIONS continued

### Location of the Annual General Meeting

25 Southampton Buildings, London WC2A 1AL on Wednesday, 26 April 2023 at 12 noon.





# DIRECTORS AND OTHER INFORMATION

## Directors

Maria Luisa Cicognani  
(Chairman of the Board)  
Christopher M. Casey  
(Audit Committee Chairman and  
Senior Independent Director)  
Gyula Schuch  
(Chairman of the Management Engagement and  
Remuneration Committee)

## Registered Office

Mobius Investment Trust plc  
25 Southampton Buildings  
London WC2A 1AL  
United Kingdom

*Incorporated in England and Wales on 7 August 2018 with  
company number 11504912 and registered as an  
investment company under Section 833 of the Companies  
Act 2006. Launched on 1 October 2018.*

## Investment Manager and AIFM

Mobius Capital Partners LLP  
20 North Audley Street  
London W1K 6LX  
United Kingdom

New address with effect from 6 March 2023:  
17 Cavendish Square  
London W1G 0PH  
United Kingdom

## Company Secretary, Administrator and Management Services

Frostrow Capital LLP  
25 Southampton Buildings  
London WC2A 1AL  
United Kingdom  
Tel.: 0203 008 4910  
Email: [info@frostrow.com](mailto:info@frostrow.com) / [CoSec@frostrow.com](mailto:CoSec@frostrow.com)

## Corporate Broker

Peel Hunt LLP  
7th Floor  
100 Liverpool Street  
London EC2M 2AT  
United Kingdom

(Peel Hunt was appointed as the Company's new broker on 11 January 2022. Prior  
to that date, the Company's broker was Jefferies International Limited, Vintners  
Place, 68 Upper Thames Street, London EC4Y 3BJ)

## Custodian

The Northern Trust Company  
50 Bank Street  
Canary Wharf  
London E14 5NT  
United Kingdom

## Depository

Northern Trust Investor Services Limited  
50 Bank Street  
Canary Wharf  
London E14 5NT  
United Kingdom

## Legal Adviser to the Company

Stephenson Harwood LLP  
1 Finsbury Circus  
London EC2M 7SH  
United Kingdom

## Independent Auditors

PricewaterhouseCoopers LLP  
7 More London Riverside  
London SE1 2RT  
United Kingdom

## Registrar

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ  
United Kingdom  
Telephone: 0370 703 6304\*

\* Calls cost no more than calls to geographic numbers (01 or 02) and must be  
included in inclusive minutes and discount schemes in the same way. Calls from  
landlines are typically charged up to 9p per minute; calls from mobile phones  
typically cost between 3p and 55p per minute. Calls from landlines and mobiles  
are included in free call packages.

Notifications of changes of address and enquiries  
regarding share certificates or dividend cheques should be  
made in writing to the Registrars quoting your shareholder  
reference number. Registered shareholders can obtain  
further details of their holdings on the internet by visiting  
[www.investorcentre.co.uk](http://www.investorcentre.co.uk)

## Identification Codes

SEDOL: BFZ7R98  
ISIN: GBO0BFZ7R980  
Ticker: MMIT

## Legal Entity Identifier ("LEI"):

21380033EKFQS15X1W22

## Global Intermediary Identification Number ("GIIN"):

J9AYNU.99999.SL.826



## Be ScamSmart

### Investment scams are designed to look like genuine investments

#### Spot the warning signs

Have you been:

- contacted out of the blue
- promised tempting returns and told the investment is safe
- called repeatedly, or
- told the offer is only available for a limited time?

If so, you might have been contacted by fraudsters.

### Avoid investment fraud

#### 1 Reject cold calls

If you've received unsolicited contact about an investment opportunity, chances are it's a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.

#### 2 Check the FCA Warning List

The FCA Warning List is a list of firms and individuals we know are operating without our authorisation.

#### 3 Get impartial advice

Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

### Report a Scam

If you suspect that you have been approached by fraudsters please tell the FCA using the reporting form at [www.fca.org.uk/consumers/report-scam-unauthorised-firm](http://www.fca.org.uk/consumers/report-scam-unauthorised-firm). You can also call the FCA Consumer Helpline on **0800 111 6768**

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at [www.actionfraud.police.uk](http://www.actionfraud.police.uk)

Find out more at [www.fca.org.uk/scamsmart](http://www.fca.org.uk/scamsmart)

**Remember: if it sounds too good to be true, it probably is!**



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