TriplePoint

FINANCIAL STATEMENTS

TP5 VCT PLC

FOR THE YEAR ENDED

31 MARCH

2014

Contents

For the year ended 31 March 2014

Financial Summary

For the year ended 31 March 2014

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	**B Shares**	**Total**	**Ordinary Shares**	**B Shares**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Net assets	15,480	3,107	18,587	16,097	2,984	19,081
Net profit before tax	362	123	485	124	86	210
Movement in net asset value per share (p)						
Opening net asset value per share	85.57p	86.54p	-	87.41p	84.04p	-
Dividend per share paid during the year	(5.00p)	-	-	(2.50p)	-	-
Earnings per share	1.93p	3.53p	-	0.66p	2.50p	-
Closing net asset value per share	82.50p	90.07p	-	85.57p	86.54p	-
Cumulative return to shareholders (p)						
Net asset value per share	82.50p	90.07p	-	85.57p	86.54p	-
Total dividends paid	9.51p	-	-	4.51p	-	-
Net asset value plus dividends paid	92.01p	90.07p	-	90.08p	86.54p	-

For a £1 investment per share, with a sufficient income tax liability in the relevant year, shareholders will have received a 30p tax credit, which for Ordinary shareholders taken together with the first dividend of 2.01p, a second dividend of 2.5p, a third dividend of 5p and the current NAV of 82.50p totals 122.01p and for B class shareholders taken together with the current NAV of 90.07p totals 120.07p.

TP5 VCT plc ("the Company") is a Venture Capital Trust ("VCT"). The Investment Manager is Triple Point Investment Management LLP ("TPIM"). The Company was launched in September 2008 and raised £17.8 million (net of expenses) through an offer for subscription. In September 2009 it acquired the assets and liabilities of TP70 2009 VCT plc with a net asset value of £3.3m in exchange for the issue of B shares in the Company to the shareholders in TP70 2009 VCT plc.

The Strategic Report on pages 2 to 14, the Directors' Report on pages 15 to 25 and the Directors' Remuneration Report on pages 26 to 27 have each been drawn up in accordance with the requirements of English law and liability in respect thereof is also governed by English law. In particular, the responsibility of the Directors for these reports is owed solely to TP5 VCT plc.

The Directors submit to the members their Annual Report and Financial Statements for the Company for the year ended 31 March 2014

Strategic Report

For the year ended 31 March 2014

The Strategic Report, on pages 2 to 14, has been prepared in accordance with the requirements of Section 414c of the Companies Act 2006. Its purpose is to inform the members of the Company and help them to assess how the directors have performed their duty to promote the success of the Company, in accordance with Section 172 of the Companies Act 2006.

I am writing to present the Financial Statements for TP5 VCT plc ("the Company") for the year ended 31 March 2014.

Portfolio

We are pleased to report that the Company's funds are 96% invested in a portfolio of qualifying and non-qualifying unquoted investments. The qualifying investments include companies which generate renewable electricity from roof-mounted solar photovoltaic panels and companies which provide cinema digitisation. These investments were selected for their ability to yield high quality, predictable cash flows. The Company's portfolio of qualifying investments accounts for 93% of net assets, thus maintaining its VCT qualifying status by satisfying the test of being at least 70% invested in VCT qualifying investments. More information on the Company's investment portfolio is given in the Investment Manager's Review.

Net Asset Value

During the year the Company made a profit before tax of £485,000, of which £362,000 was a profit for Ordinary shares and £123,000 was a profit for B shares. The profit for the B shares was driven by the performance of GAM Diversity 2.5XL.

At 31 March 2014 the Net Asset Value ("NAV") per Ordinary Share stood at 82.50p. Adding back the payment of the 5p per share dividend during the year the Ordinary share NAV would have been 87.50p per share.

At 31 March 2014 the NAV per B Share stood at 90.07p. The B Share NAV increased in the year by the profit of 3.53p per share.

Dividend

A third dividend to Ordinary Share Class holders of £940,551 or 5p per share was paid on 26 July 2013. This brings the total distributed by dividend to 9.512p per share.

Risks

The Board believes that the principal risks facing the Company are:

- investment risk associated with undertaking VCT qualifying investments;
- failure to continue to satisfy the requirements to qualify as a VCT; and
- ability to realise investments in order to return funds to investors after the five year holding period.

The Board continues to work closely with the Investment Manager to minimise either the likelihood or potential impact of these risks, within the scope of the Company's established investment strategy.

Outlook

By 1 July 2014 all of the Company's shareholders will have held their shares for the required five years in order to secure up front income tax relief. In accordance with shareholder expectations, the Board and Investment Manager are planning to return funds to shareholders as soon as practicable thereafter, through the payment of a series of dividends to shareholders as the Company's investments are realised. These Financial Statements have been prepared on a break up basis to reflect the intention to realise the assets of the Company within the next six to twelve months.

If you have any queries or comments, please do not hesitate to telephone Triple Point Investment Management LLP on 020 7201 8989.

SIR JOHN LUCAS-TOOTH
Chairman
29 May 2014

The Directors assess the Company's success in meeting its objectives in relation to returns, stability, VCT qualification and, ultimately, exit.

Performance Update

At launch the Company targeted a return of 9% to 10 % pa including the benefit of tax relief for the Ordinary Share Class to be delivered from a combination of managed cash investments and unquoted qualifying investments. On a weighted average share price using a 9% return this is broadly equivalent to a total return to investors at exit of 109.2p. This compares to a net asset value per share at 31 March 2014 of 82.50p and cumulative dividend payments of 9.51p, making a total return to date of 92.01p. The Ordinary Share Class reported an income return of 0.67p and a capital return of 1.26p for the year to 31 March 2014. This compared with an aggregate return for the previous year of 0.66p. The small improvement is due to an increase in the valuation of some of the unquoted investments.

At launch the Company targeted a return of 9.6% to 14.4% pa including the benefit of tax relief for the B Share Class to be delivered from a combination of exposure to the GAM Diversity fund of hedge funds strategy and unquoted qualifying investments. On a weighted average share price using a 9.6% return this is broadly equivalent to 111.9p at exit. This compares to a net asset value per share at 31 March 2014 of 90.07p. The B Share Class reported an income loss of (0.56p) and a capital return of 4.09p for the year to 31 March 2014. This compared with an aggregate return for the previous year of 2.50p. The improvement is due to the performance of GAM 2.5XL and an increase in the valuation of some of the unquoted investments. In order to return funds to the B class shareholders as soon as practicable thereafter, instructions were given to dispose of the B Fund's exposure to GAM Diversity 2.5XL in two tranches at December 2013 and March 2014.

The Board and the Investment Manager are both committed to ensuring that returns on the investment portfolio are optimised and that the VCT remains fully invested, in order to continue to be managed in line with the Company's investment strategy and risk profile.

When TP5's target returns were set in 2008, interest rates stood at 5%, and the length and depth of the recent recession had not been fully anticipated. The lower than targeted returns on cash, and on the unquoted investments have meant that, whilst each investment has achieved the Company's objective of capital preservation, the combined return has not, over time, been sufficient to cover the Company's costs. In addition, neither the GSAM LIBOR Plus strategy, nor the GAM Diversity strategy has met the returns targeted in 2008.

The Board expects the Investment Manager to deliver a performance which meets the objective of achieving long-term investment returns, including tax free dividends. A review of the performance of the Company's investments during the financial year, the position of the Company at the year end and the outlook for the coming year is contained within the Chairman's statement on page 2 and the Investment Manager's Review on pages 6 to 7.

Dividend Policy

The Board aims to deliver an annual 5% dividend on the Ordinary shares if possible, but this depends primarily on the Company's level of realisations and cash flow. There may be variations in the amount of dividends paid year on year.

The Board's dividend policy for the B shares is to pay shareholders the required distribution for VCT status. No more than 15% of income from shares and securities may be retained. To date there have been no dividend payments as there are no distributable profits.

Investment Policy

To comply with VCT rules, the Company must within a three year period have (and subsequently maintain) at least 70% of its investments represented by qualifying investments. It was the Directors' objective to achieve this target, typically in investments ranging between £500,000 and £2,000,000 between the Ordinary Share Fund and the B Share Fund, in less than three years. The investment strategies for the non-VCT qualifying investments are different for the Ordinary Share Fund and the B Share Fund.

This Company's strategy for VCT qualifying holdings aimed to deliver more secure returns than is generally the case in venture capital investments, combined in the case of the B Share Fund with the potential for enhanced returns through a leveraged exposure to a fund of hedge funds.

In seeking to achieve the Company's objectives, TPIM sought to invest in venture capital investments (which represent qualifying investments) on the basis of certain conservative principles.

In respect of venture capital investments (which represent qualifying investments under the tax rules applying to VCTs) TPIM sought:

- investments in which robust due diligence has been undertaken on target investments;
- investments in which there is a high level of access to material financial and other information on an ongoing basis;
- investments in which the risk of losses is minimised through careful analysis of the collateral available to investee companies; and
- investments in which there is a strong relationship with the key decision makers.

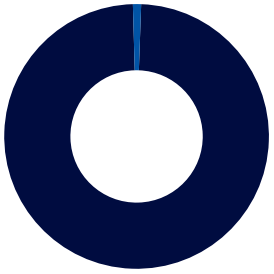
B Share Fund
In respect of fund of hedge fund investments (which represent non-qualifying investments under the tax rules applying to VCTs) GAM was appointed as TPIM's sub-adviser to advise on the selection of GAM funds of hedge funds.

There is no loss or any exposure to GAM Diversity 2.5XL as this was disposed of in two tranches in December 2013 and March 2014.

Ordinary Share Fund
GSAM was appointed as TPIM's sub-adviser to manage the cash and fixed income investments of the Ordinary Share Fund, prior to the investment in qualifying investments.

The Company's investment policy and strategy are discussed in the Investment Manager's Review on pages 6 to 7.

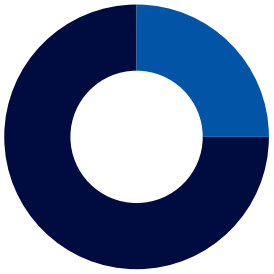
Investment Portfolio – Ordinary Share Class



Unquoted Qualifying Investments **99%**

Cash **1%**

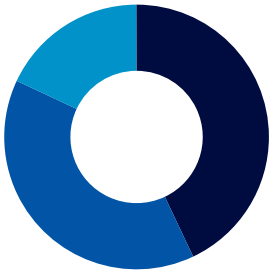
Investment Portfolio – B Share Class



Unquoted Qualifying Investments **75%**

Cash **25%**

Qualifying Investments by Sector for the Ordinary and B Share Classes



Solar PV **43%**

Cinema Digitisation **39%**

Anaerobic Digestion **18%**

Tax Benefits
The Company's objective is to provide shareholders with an attractive income and capital return by investing its funds in a broad spread of unlisted UK companies which meet the relevant criteria for investment by Venture Capital Trusts.

Investing in a VCT brings the benefit of tax-free dividends, as well as up-front income tax relief. The Company has over 70% of its net asset value invested in VCT qualifying investments and continues to meet the VCT qualification requirements which are continuously monitored by the Investment Manager and reviewed by the Directors.

VCT Regulation
VCTs were introduced in the Finance Act 1995 to provide a means for private individuals to invest in unquoted companies in the UK. The Finance Act 2004 introduced changes to VCT legislation designed to make VCTs more attractive to investors. The tax benefits available to eligible investors in VCTs include:

- up-front income tax relief of 30%
- exemption from income tax on dividends received
- exemption from capital gains tax on disposals of shares in VCTs.

The Company was provisionally approved as a VCT by Her Majesty's Revenue and Customs. In order to secure final approval the Company must comply with certain requirements on a continuing basis. Within three years from the effective date of provisional approval or later allotment at least 70% of the Company's investments must comprise "qualifying holdings" of which at least 30% must be in eligible ordinary shares. This investment criterion has now been achieved.

VCT qualifying status risk: the Company is required at all times to observe the conditions laid down in the Income Tax Act 2007 for the maintenance of approved VCT status. The loss of such approval could lead to the Company losing its exemption from corporation tax on capital gains, to investors being liable to pay income tax on dividends received from the Company and, in certain circumstances, to investors being required to repay the initial income tax relief on their investment. The Investment Manager keeps the Company's VCT qualifying status under continual review and reports to the Board on a quarterly basis. The Board has also retained PricewaterhouseCoopers LLP to undertake an independent VCT status monitoring role.

Exit Programme

The Company is committed to realising its investments and returning funds to shareholders as soon as practicable after the end of the five year holding period, which will be 30 June 2014. The Directors and the Investment Manager are developing a plan for implementation of an investment realisation programme for the qualifying investments with the intention of completing these realisations within six to twelve months. The B Fund's exposure to GAM Diversity was disposed of in two tranches at December 2013 and March 2014, realising total proceeds of £1.1 million. The Company's investments in unquoted companies are valued at £17.2 million in aggregate.

Following the realisation of the Company's investments and return of funds to shareholders during the six to twelve months following the end of the five year holding period, the Board intends to bring forward resolutions to place the Company into Members Voluntary Liquidation. Hence the Financial Statements have been prepared to reflect the realisation of the assets and to include a provision for the liquidation of the Company.

Principal Risks and Risk Management

The Directors carry out a regular review of the environment in which the Company operates. The main areas of risk identified by them, along with the risks to which the Company is exposed through its operational and investing activities, are detailed below.

Investment risk: the Company's VCT qualifying investments will be held in small and medium-sized unquoted companies which, by their nature, entail a higher level of risk and lower liquidity than investments in large quoted companies. The Directors and Investment Manager aim to limit the risk attached to the portfolio as a whole by careful selection and timely realisation of investments, by carrying out rigorous due diligence procedures and by maintaining a spread of holdings in terms of industry sector and geographical location. The Board reviews the investment portfolio with the Investment Manager on a regular basis.

Financial instrument risk: Financial instrument risks are described in note 15.

Financial risk: as most of the Company's investments will involve a medium to long-term commitment and will be relatively illiquid, the Directors consider that it is inappropriate to finance the Company's activities through borrowing.

Internal control risk: the Board regularly reviews the system of internal controls, both financial and non-financial, operated by the Company and the Investment Manager. These include controls designed to ensure that the Company's assets are safeguarded and that proper accounting records are maintained.

Share Buy-Back Discount Policy

The Company has a share buy-back facility, committing to buy back shares at no more than a 10% discount to the prevailing NAV, subject to the Directors' discretion. We will be asking shareholders at the Annual General Meeting to extend the facility for the Company to purchase shares in the market for cancellation.

Shareholders should note that if they sell their shares within five years of subscription they forfeit any tax relief obtained.If you are considering selling your shares please contact TPIM on 020 7201 8989.

Environmental, Social, Employee and Human Rights Issues

Due to the nature of the Company's activities and having no employees and only 3 Non-Executive Directors, there are no Human Rights Issues to report. Its investment in companies engaged in the energy generation from renewable sources means it will contribute to the reduction in carbon emissions.

Gender Diversity

The Board of Directors comprises 3 male Directors. The Investment Manager has a female managing partner and has 35 employees and members of whom 20 are men and 15 are women.

At 31 March 2014, qualifying investments represented 93% of net assets, ensuring that the Company continues to satisfy the requirement to be 70% invested in qualifying investments.

The portfolio of small, unquoted investments is split between 16 companies across two sectors: cinema digitisation and renewable electricity generation both from solar PV and anaerobic digestion.

Each of these investments meets the Company's investment criteria, with projected revenues generated by good quality customers and the potential for steady returns.

Sector Analysis

The unquoted investment portfolio can be analysed as follows:

Industry Sector	Cinema Digitisation	Electricity Generation		Total Unquoted Investments
		Solar PV	Anaerobic Digestion	
	£'000	*£'000*	*£'000*	*£'000*
Investments at 1 April 2013	7,310	7,215	3,275	17,800
Investment revaluations during the year	86	254	-	340
Investments disposed of during the year	(705)	-	(196)	(901)
Investments at 31 March 2014	**6,691**	**7,469**	**3,079**	**17,239**
Unquoted Investments %	**38.81%**	**43.33%**	**17.86%**	**100.00%**

VCT Sector Portfolio

Cinema Digitisation

The cinema digitisation portfolio continues to perform as intended, with the investee companies benefitting from regular and reliable revenues. The majority of these revenues come from the six major investment grade Hollywood Studios under the globally recognised Virtual Print Fee model, through which film studios pay for the cost of the deployment of digital conversion over a number of years. The companies in its portfolio own maintain and operate digital equipment in cinemas in the UK, Germany, Austria, Italy and Ireland.

Solar PV

The Company's investment portfolio includes 8 holdings in businesses generating renewable electricity from residential solar PV panels. We are pleased to report that the solar investment portfolio continues to perform in line with expectations for generating revenues, which are derived from the receipt of index-linked Feed-in Tariffs (FiTs). We continue to monitor closely the performance of each of these businesses.

Anaerobic Digestion

Since the publication of the last report, we are pleased that the anaerobic digestion plants have continued to perform well and have operated for a full season post start-up in line with expectations. This is as a result of a good maize harvest in 2013 providing new feed stock improving the quality of the plants' 'fuel'. All three renewable energy generating companies operate 1 MW plants which generate electricity for sale to a utility company. The electricity generation also attracts Feed-in Tariffs which provide RPI linked revenues for a 20 year period from commissioning.

Outlook

By 30 June 2014 all of the Company's shareholders will have held their shares for the five years required in order to secure up-front income tax relief. In order to return funds to shareholders as soon as practicable thereafter, instructions were given to dispose of the B Fund's exposure to GAM Diversity 2.5XL in two tranches at December 2013 and March 2014, whilst the realisation of the Company's VCT qualifying investments is being planned to take effect after 30 June 2014. In order to incentivise the Investment Manager to secure a prompt exit on the best terms available its annual management fee ceased to accrue after 30 September 2014, and is replaced by a one-off fee of 1% of amounts returned to shareholders after 30 September 2014.

If you have any questions, please do not hesitate to call us on 020 7201 8989

CLAIRE AINSWORTH
Managing Partner
for Triple Point Investment Management LLP
29 May 2014

	Year ended 31 March 2014				Year ended 31 March 2013			
	Cost		Valuation		Cost		Valuation	
	£'000	%	£'000	%	£'000	%	£'000	%
Unquoted Qualifying Holdings	16,875	95.45	17,235	95.83	17,580	93.02	17,600	92.43
Non-Qualifying Holdings								
Unquoted Non Qualifying Holdings	60	0.34	4	0.02	200	1.06	200	1.05
GAM Diversity 2.5XL	-	-	-	-	877	4.64	1,004	5.27
Financial assets at fair value through profit or loss	16,935	95.79	17,239	95.85	18,657	98.72	18,804	98.75
Cash and cash equivalents	747	4.21	747	4.15	235	1.28	235	1.25
	17,682	100.00	17,986	100.00	18,892	100.00	19,039	100.00

Unquoted Qualifying Holdings

Electricity Generation:								
Solar								
Campus Link Ltd	1,310	7.41	1,445	8.03	1,310	6.93	1,390	7.30
Convertibox Services Ltd	1,000	5.66	950	5.28	1,000	5.29	915	4.81
Flowers Power Ltd	1,000	5.66	1,077	5.99	1,000	5.29	1,034	5.43
Green Energy for Education Ltd	1,310	7.41	1,282	7.13	1,310	6.93	1,248	6.55
Helioflair Ltd	200	1.13	199	1.11	200	1.06	192	1.01
New Energy Network Ltd	1,000	5.66	1,063	5.91	1,000	5.29	1,027	5.39
Ranmore Environmental Ltd	375	2.12	374	2.08	375	1.98	360	1.89
September Star Energy Ltd	1,000	5.66	1,079	6.00	1,000	5.29	1,049	5.51
Anaerobic Digestion								
Biomass Future Generation Ltd	1,300	7.35	1,300	7.23	1,300	6.88	1,300	6.83
GreenTec Energy Ltd	500	2.83	500	2.78	500	2.65	500	2.63
Katharos Organic Ltd	1,275	7.21	1,275	7.09	1,275	6.75	1,275	6.70
Cinema Digitisation								
21st Century Cinema Ltd	-	-	-	-	1,000	5.29	1,000	5.25
Big Screen Digital Services Ltd	-	-	-	-	1,000	5.29	1,000	5.25
Cinematic Services Ltd	2,000	11.31	1,964	10.92	2,000	10.59	2,000	10.50
Digima Ltd	1,647	9.31	1,648	9.16	1,000	5.29	1,000	5.25
Digital Screen Solutions Ltd	1,648	9.32	1,662	9.24	1,000	5.29	1,000	5.25
DLN Digital Ltd	1,310	7.41	1,417	7.88	1,310	6.93	1,310	6.88
	16,875	95.45	17,235	95.83	17,580	93.02	17,600	92.43

Unquoted Non Qualifying Holdings

Anaerobic Digestion								
Drumnahare Biogas Ltd	60	0.34	4	0.02	200	1.06	200	1.05
	60	0.34	4	0.02	200	1.06	200	1.05

Financial Assets are measured at fair value through profit or loss. The initial best estimate of fair value of these investments that are either quoted or not quoted on an active market is the transaction price (i.e. cost). The fair value of these investments is subsequently measured by reference to the enterprise value of the investee company, which is best deemed to reflect the fair value. Where the Board considers the investee company's enterprise value to remain unchanged since acquisition, investments continue to be held at cost less any loan repayments received. Where the Board considers the investee company's enterprise value has changed since acquisition, investments are held at a value measured using a discounted cash flow model.

A breakdown of investments between the Ordinary Share Class and the B Share Class is shown in note 10. When an investment is made the split between the Ordinary Shares the B Shares is calculated using the net asset value of each share class at the time of investment.

Investment Portfolio's Unquoted Investments with a Value greater than 5% of the Portfolio

For the year ended 31 March 2014

BIOMASS FUTURE GENERATION LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
24 February 2010	1,300,000	1,300,000	At cost	45	28.31	96.92

Summary of Information from Investee Company Financial Statements ending in 2012:	£'000
Turnover	460
Earnings before interest, tax, amortisation and depreciation (EBITDA)	24
Loss before tax	(155)
Net assets before VCT loans	2,875
Net assets	1,154

Biomass Future Generation Ltd has funded the construction of a farm based Anaerobic Digestion plant in Hertfordshire. The plant is fully operational and utilises agricultural feed stocks which are converted into a methane rich biogas in order to produce green electricity using a 1 MW Jenbacher CHP (combined heat and power) engine. The business derives its revenues from both the export and sale of the electricity it produces, as well as from Feed-in Tariffs that it is entitled to for the production of green electricity; these provide the company with 20 years of RPI linked cash flows. At the current time, having been operational through a full season post start-up and with new harvest feedstock having been delivered, the plant is operating well.

CAMPUS LINK LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
24 February 2010	1,310,000	1,445,000	Discounted cashflow	46	32.89	98.66

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	353
Earnings before interest, tax, amortisation and depreciation (EBITDA)	325
Loss before tax	(98)
Net assets before VCT loans	2,788
Net assets	688

Campus Link Ltd is a small venture capital funded business with an established portfolio of roof mounted, residential solar PV systems which have been generating electricity since 2011. Its revenues are generated from the sale of the electricity and the receipt of the Feed-in Tariffs. It expanded its business with the purchase of additional solar PV systems in 2012 and in 2013.

CINEMATIC SERVICES LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		*£'000*	%	%
24 December 2010	2,000,000	1,964,000	At cost	91	48.12	96.24

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	1,391
Earnings before interest, tax, amortisation and depreciation (EBITDA)	1,616
Profit before tax	208
Net assets before VCT loans	4,942
Net assets	742

Cinematic Services Ltd owns, maintains and operates digital equipment at cinemas in the UK, Germany and Italy, covering 115 screens. It continues to perform in line with its objectives. Digital cinema projection conversion is paid for under the globally recognised Virtual Print Fee model, through which film studios pay for the cost of the deployment over a number of years with the majority of the company's revenues deriving ultimately from the six major investment grade Hollywood Studios.

CONVERTIBOX SERVICES LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		*£'000*	%	%
30 March 2011	1,000,000	950,000	Discounted cashflow	42	48.48	96.96

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	200
Earnings before interest, tax, amortisation and depreciation (EBITDA)	211
Profit before tax	45
Net assets before VCT loans	1,777
Net assets	377

Convertibox Services Limited has been generating renewable electricity from its portfolio of roof mounted solar PV systems since 2011. Generating electricity provides the company with a reliable, long term index-linked revenue stream with the support of the Feed-in Tariffs.

Investment Portfolio's Unquoted Investments with a Value greater than 5% of the Portfolio

For the year ended 31 March 2014

DIGIMA LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
10 October 2011	1,647,000	1,648,000	At cost	44	19.76	67.74

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	1,862
Earnings before interest, tax, amortisation and depreciation (EBITDA)	1,781
Profit before tax	133
Net assets before VCT loans	3,271
Net assets	1,340

Digima Ltd provides digital projection systems to the cinema industry. It owns, operates and maintains the equipment, upgrading the projection room from traditional 35mm film projectors to a fully DCI (Digital Cinema Initiative) compliant digital cinema system. During the year, it acquired the whole of the share capital of a smaller company, Big Screen Digital Services Ltd, whose installations are in the UK and Italy. It operates across the UK and Italy, now covering 231 screens.

DIGITAL SCREEN SOLUTIONS LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
11 October 2011	1,648,000	1,662,000	At cost	44	18.43	83.43

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	1,858
Earnings before interest, tax, amortisation and depreciation (EBITDA)	1,771
Loss before tax	(103)
Net assets before VCT loans	5,474
Net assets	1,274

Digital Screen Solutions Ltd is a provider of cinema digitisation equipment. During the year, it acquired the whole of the share capital of a smaller company, 21st Century Cinema Ltd, all of whose installations are in the UK. It now owns, maintains and operates digital projection equipment at cinemas in the UK and Italy, covering 229 screens. Digital cinema projection conversion is paid for under the globally recognised Virtual Print Fee model, through which film studios pay for the cost of the deployment over a number of years with the majority of the company's revenues deriving ultimately from the six major investment grade Hollywood Studios.

DLN DIGITAL LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
24 February 2010	1,310,000	1,417,000	At cost	46	29.70	97.71

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	1,673
Earnings before interest, tax, amortisation and depreciation (EBITDA)	951
Profit before tax	422
Net assets before VCT loans	6,444
Net assets	2,027

DLN Digital Ltd owns, maintains and operates digital equipment at cinemas in the UK, Ireland and Italy, covering 190 screens. It continues to perform in line with its objectives. Digital cinema projection conversion is paid for under the globally recognised Virtual Print Fee model, through which film studios pay for the cost of the deployment over a number of years with the majority of the company's revenues deriving ultimately from the six major investment grade Hollywood Studios.

FLOWERS POWER LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
14 November 2011	1,000,000	1,077,000	Discounted cashflow	35	49.02	98.04

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	190
Earnings before interest, tax, amortisation and depreciation (EBITDA)	141
Profit before tax	3
Net assets before VCT loans	1,916
Net assets	516

Flowers Power Ltd has been generating renewable electricity from its portfolio of roof mounted solar PV systems since 2011. Generating electricity provides the company with a reliable, long term index-linked revenue stream with the support of the Feed-in Tariffs. It expanded its business with the purchase of additional solar PV systems in 2013.

Investment Portfolio's Unquoted Investments with a Value greater than 5% of the Portfolio

For the year ended 31 March 2014

GREEN ENERGY FOR EDUCATION LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
26 February 2010	1,310,000	1,282,000	Discounted cashflow	46	49.23	98.47

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	271
Earnings before interest, tax, amortisation and depreciation (EBITDA)	255
Loss before tax	(10)
Net assets before VCT loans	1,893
Net assets	276

Green Energy for Education Ltd generates renewable electricity from its portfolio of residential roof mounted solar PV systems which it owns and operates at sites across the UK. It has a reliable, long term index-linked revenue stream supported by receipt of the Feed-in Tariffs. Green Energy for Education established its network of solar PV systems in 2011, since when the business has expanded with further purchases in both 2012 and 2013.

KATHAROS ORGANIC LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
26 February 2010	1,275,000	1,275,000	At cost	45	29.96	98.68

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	3
Earnings before interest, tax, amortisation and depreciation (EBITDA)	(353)
Loss before tax	(544)
Net assets before VCT loans	3,253
Net assets	453

Katharos Organic Ltd has funded the construction of a farm based Anaerobic Digestion plant in Essex. The plant is fully operational and utilises agricultural feed stocks which are converted into a methane rich biogas in order to produce green electricity using a 1 MW Jenbacher CHP engine. The business derives its revenues from both the export and sale of the electricity it produces, as well as from Feed-in Tariffs that it is entitled to for the production of green electricity; these provide the company with 20 years of RPI linked cash flows. At the current time, having been operational through a full season post start up and with new harvest feedstock having been delivered, the plant is operating well.

NEW ENERGY NETWORK LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
14 November 2011	1,000,000	1,063,000	Discounted cashflow	36	49.02	98.04

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	196
Earnings before interest, tax, amortisation and depreciation (EBITDA)	144
Profit before tax	9
Net assets before VCT loans	1,914
Net assets	514

New Energy Network Ltd generates renewable electricity from its portfolio of residential roof mounted solar PV systems which it owns and operates at sites across the UK. It has a reliable, long term index-linked revenue stream supported by receipt of the Feed-in Tariffs. New Energy Network established its network of solar PV systems in 2011, since when the business has expanded with further purchases in 2013.

SEPTEMBER STAR ENERGY LTD

Date of first investment	Cost	Valuation	Valuation Method	Income recognised by TP5 for the year	Equity Held by TP5	Equity Held by TPIM managed funds
	£	£		£'000	%	%
14 November 2011	1,000,000	1,079,000	Discounted cashflow	35	49.02	98.04

Summary of Information from Investee Company Financial Statements ending in 2013:	£'000
Turnover	200
Earnings before interest, tax, amortisation and depreciation (EBITDA)	151
Profit before tax	13
Net assets before VCT loans	1,916
Net assets	516

September Star Energy Ltd is a small venture capital funded business with an established portfolio of roof mounted, residential solar PV systems which have been generating electricity since 2011. Its revenues are generated from the sale of the electricity and the receipt of the Feed-in Tariffs. It expanded its business with the purchase of additional solar PV systems in 2013.

- The investments are a combination of debt and equity.
- Equity holding is equal to the voting rights.

The Strategic Report has been approved by the Board and signed on its behalf by the Chairman.

SIR JOHN LUCAS-TOOTH
Chairman

29 May 2014

The Directors present their Report and the audited Financial Statements for the year ended 31 March 2014.

Details of Directors

Sir John Lucas-Tooth is Chairman of the Company. After selling his scientific instrument business, Telsec, to Bausch & Lomb, he became a consultant for Lazard Brothers and a director of Lazard Investments Limited, a subsidiary for their private equity holdings. For the last 16 years Sir John has been a managing director of various companies in the Loewenstein Company. Latterly, he has been assisting in the setting up of Cunningham Loewenstein Asset Management plc which is FCA authorised. He is now semi-retired but maintains interests in several small high technology enterprises and is a trustee of several charities.

Robert Reid, is the founder of an independent corporate development advisory business. After graduating from the European Business School, he joined S.G. Warburg & Co. and has over 17 years corporate finance experience in both the corporate and advisory fields. His most recent roles include director of corporate finance at Avis Europe plc and director of corporate finance at Hurst Morrison Thomson, Chartered Accountants. Robert is a Director of TP10 VCT plc and was previously a Director of TP70 2008(II) VCT plc.

Christopher Harris graduated in Social and Political Sciences from Cambridge University. He then trained as a lawyer with Slaughter and May before joining a law practice in Jersey. He has specialised in tax work involving complex trust structures, captive insurance and the management of holding companies for UK quoted entities. Following the sale of the firm's trust company to Rathbone Brothers plc he became managing director of Rathbone Trust Company (Jersey) Limited from 2002 to 2004 and a director of Rathbone Investment Management (Channel Islands) Limited from 2003 to 2006.

Robert Reid being a Director of another TPIM managed VCT is not considered independent. Therefore he will retire and offer himself for re-election at the Annual General Meeting to be held on 24 July 2014. Christopher Harris having not been re-elected for 3 years must also retire and offer himself for re-election at the forthcoming Annual General Meeting.

The Board has considered provision B.7.2 of the UK Corporate Governance Code (September 2012) and believes that all the Directors continue to be effective and to demonstrate commitment to their roles, the Board and the Company. The Directors are discussed further within the Corporate Governance report on page 18 which demonstrates the Boards compliance with the UK Corporate Governance code.

Activities and Status

The Company is a Venture Capital Trust and its main activity is investing.

The Company has been provisionally approved as a VCT by HMRC.

The Company is registered in England as a Public Limited Company (Registration number 6614532). The Directors have managed, and intend to continue to manage, the Company's affairs in such a manner as to comply with Section 274 of the Income Tax Act 2007 which grants approval as a VCT.

The Company was not at any time up to the date of this report a close company within the meaning of S439 of the Corporation Tax Act 2010.

Post Balance Sheet Events

Post balance sheet events are detailed in note 20.

Directors' and Officers' Liability Insurance

The Company has, as permitted by S233 of the Companies Act 2006, maintained insurance cover on behalf of the Directors and Company Secretary, indemnifying them against certain liabilities which may be incurred by them in relation to their offices with the Company.

Matters Covered in the Strategic Report

Dividends and financial risk management have both been discussed within the Strategic Report on pages 2 and 6.

Management

TPIM acts as Investment Manager to the Company. The principal terms of the Company's management agreement with TPIM are set out in note 5 to the Financial Statements.

The Board has evaluated the performance of the Investment Manager based on the returns generated since taking on the management of the Fund and a review of the management contract and the services provided in accordance with its terms. As required by the Listing Rules, the Directors confirm that in their opinion the continuing appointment of TPIM as Investment Manager is in the best interests of the shareholders as a whole. In reaching this conclusion the Directors have taken into account the performance of other VCTs managed by TPIM and the service provided by TPIM to the Company.

Substantial Shareholdings

As at the date of this report no disclosures of major shareholdings had been made to the Company under Disclosure and Transparency Rule 5 (Vote Holder and Issuer Notification Rules).

Global Greenhouse Gas Emissions

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

Annual General Meeting

Notice convening the 2014 Annual General Meeting of the Company and a form of proxy in respect of that meeting can each be found at the end of this document.

Share Capital, Rights Attaching to the Shares and Restrictions on Voting and Transfer

The Company's share capital is £600,000 divided into 55,000,000 Ordinary shares of 1p each and 5,000,000 B shares of 1p each. 18,761,011 Ordinary shares and 3,448,044 B shares were in issue at 31 March 2014. As at that date none of the issued shares was held by the Company as treasury shares. Subject to any suspension or abrogation of rights pursuant to relevant law or the Company's articles of association, the shares confer on their holders (other than the Company in respect of any treasury shares) the following principal rights:

a) the right of Ordinary and B class shareholders to receive out of profits available for distribution respectively from the assets available from the Ordinary and B class share funds such dividends as may be agreed to be paid (in the case of a final dividend in an amount not exceeding the amount recommended by the Board as approved by shareholders in general meeting or in the case of an interim dividend in an amount determined by the Board). All dividends unclaimed for a period of 12 years after having become due for payment are forfeited automatically and cease to remain owing by the Company;

b) the right of Ordinary and B class shareholders on a return of assets on a liquidation, reduction of capital or otherwise, to share in the surplus assets respectively from the assets available from the Ordinary and B class share funds of the Company remaining after payment of its liabilities; and

c) the right to receive notice of and to attend and speak and vote in person or on a poll by proxy at any general meeting of the Company. On a show of hands every member present or represented and voting has one vote and on a poll every member present or represented and voting has one vote for every share of which that member is the holder; the validly executed appointment of a proxy must be received not less than 48 hours before the time of the holding of the relevant meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the relevant meeting or adjourned meeting, be received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

These rights can be suspended. If a member, or any other person appearing to be interested in shares held by that member, has failed to comply within the time limits specified in the Company's articles of association with a notice pursuant to S793 of the Companies Act 2006 (notice by a Company requiring information about interests in its shares), the Company can until the default ceases suspend the right to attend and speak and vote at a general meeting and if the shares represent at least 0.25% of their class the Company can also withhold any dividend or other money payable in respect of the shares (without any obligation to pay interest) and refuse to accept certain transfers of the relevant shares.

During the year TP5 VCT plc acquired 50,000 of its own shares for £38,000.

Shareholders, either alone or with other shareholders, have other rights as set out in the Company's articles of association and in company law, principally the Companies Act 2006.

A member may choose whether his or her shares are evidenced by share certificates (certificated shares) or held in electronic (uncertificated) form in CREST (the UK electronic settlement system). Any member may transfer all or any of his or her shares, subject in the case of certificated shares to the rules set out in the Company's articles of association or in the case of uncertificated shares to the regulations governing the operation of CREST (which allow the Directors to refuse to register a transfer as therein set out); the transferor remains the holder of the shares until the name of the transferee is entered in the register of members. The Directors may refuse to register a share transfer if it is in respect of a certificated share which is not fully paid up or on which the Company has a lien provided that, where the share transfer is in respect of any share admitted to the Official List maintained by the UK Listing Authority, any such discretion may not be exercised so as to prevent dealings taking place on an open and proper basis, or if in the opinion of the Directors (and with the concurrence of the UK Listing Authority) exceptional circumstances so warrant, provided that the exercise of such power will not disturb the market in those shares. Whilst there are no squeeze-out and sell-out rules relating to the shares in the Company's articles of association, shareholders are subject to the compulsory acquisition provisions in S974 to S991 of the Companies Act 2006.

Amendment of Articles of Association

The Company's articles of association may be amended by the members of the Company by special resolution (requiring a majority of at least 75% of the persons voting on the relevant resolution).

Appointment and Replacement of Directors

A person may be appointed as a Director of the Company by the shareholders in general meeting by ordinary resolution (requiring a simple majority of the persons voting on the relevant resolution) or by the Directors; no person, other than a Director retiring by rotation or otherwise, shall be appointed or re-appointed a Director at any general meeting unless he or she is recommended by the Directors or, not less than 7 nor more than 42 clear days before the date appointed for the meeting, notice is given to the Company of the intention to propose that person for appointment or re-appointment in the form and manner set out in the Company's articles of association.

Each Director who is appointed by the Directors (and who has not been elected as a Director of the Company by the members at a general meeting held in the interval since his appointment as a Director of the Company) is to be subject to election as a Director of the Company by the members at the first Annual General Meeting of the Company following his or her appointment. At each Annual General Meeting of the Company one third of the Directors for the time being, or if their number is not three or an integral multiple of three the number nearest to but not exceeding one-third, are to be subject to re-election.

The Companies Act allows shareholders in general meeting by ordinary resolution (requiring a simple majority of the persons voting on the relevant resolution) to remove any Director before the expiry of his or her period of office, but without prejudice to any claim for damages which the Director may have for breach of any contract of service between him or her and the Company.

A person also ceases to be a Director if he or she resigns in writing, ceases to be a Director by virtue of any provision of the Companies Act, becomes prohibited by law from being a Director, becomes bankrupt or is the subject of a relevant insolvency procedure, or becomes of unsound mind, or if the Board so decides following at least six months' absence without leave or if he or she becomes subject to relevant procedures under the mental health laws, as set out in the Company's articles of association.

Powers of the Directors

Subject to the provisions of the Companies Act, the memorandum and articles of association of the Company and any directions given by shareholders by special resolution, the articles of association specify that the business of the Company is to be managed by the Directors, who may exercise all the powers of the Company, whether relating to the management of the business or not. In particular, the Directors may exercise on behalf of the Company its powers to purchase its own shares to the extent permitted by shareholders.

Auditor

Grant Thornton UK LLP offers itself for reappointment as auditor. In accordance with S489(4) of the Companies Act 2006 a resolution to reappoint Grant Thornton UK LLP as auditor and to authorise the Directors to fix their remuneration will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board.

SIR JOHN LUCAS-TOOTH
Director

29 May 2014

The Board of TP5 VCT plc has considered the principles and recommendations of the Association of Investment Companies Code of Corporate Governance (AIC Code) by reference to the Association of Investment Companies Corporate Governance Guide for Investment Companies (AIC Guide). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code (September 2012), as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company. The Board considers that reporting against principles and recommendations of the AIC Code, by reference to the AIC Guide, which incorporates the UK Corporate Governance Code (September 2012), will provide improved reporting to shareholders.

The Company is committed to maintaining high standards in corporate governance and has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code (September 2012), except as set out at the end of this report in the Compliance Statement.

The Corporate Governance Report forms part of the Report of the Directors.

Board of Directors

The Company has a Board of three Non-Executive Directors. Since all Directors are Non-Executive and day-to-day management responsibilities are sub-contracted to the Investment Manager, the Company does not have a Chief Executive Officer. The Directors have a range of business and financial skills which are relevant to the Company; these are described on page 15 of this report. Directors are provided with key information on the Company's activities, including regulatory and statutory requirements, by the Investment Manager. The Board has direct access to company secretarial advice and compliance services provided by the Investment Manager which is responsible for ensuring that Board procedures are followed and applicable regulations complied with. All Directors are able to take independent professional advice in furtherance of their duties.

Any appointment of new Directors to the Board is conducted, and appointments made, on merit and with due regard for the benefits of diversity on the Board, including gender. All Directors are able to allocate sufficient time to the Company to discharge their responsibilities.

The Board meets regularly on a quarterly basis, and on other occasions as required, to review the investment performance and monitor compliance with the investment policy laid down by the Board. There is a formal schedule of matters reserved for Board decision and the agreement between the Company and the Investment Manager has authority limits beyond which Board approval must be sought.

The Investment Manager has authority over the management of the investment portfolio, the organisation of custodial services, accounting, secretarial and administrative services. In practice the Investment Manager makes investment recommendations for the Board's approval. In addition all investment decisions involving other VCTs managed by the Investment Manager are taken by the Board rather than the Investment Manager. Other matters reserved for the Board include:

- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- consideration of corporate strategy;
- approval of any dividend or return of capital to be paid to the shareholders;
- the appointment, evaluation, removal and remuneration of the Investment Manager;
- the performance of the Company, including monitoring the net asset value per share; and
- monitoring shareholder profiles and considering shareholder communications.

The Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. The Chairman is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda and has no involvement in the day to day business of the Company. He facilitates the effective contribution of the Directors and ensures that they receive accurate, timely and clear information and that they communicate effectively with shareholders. The Chairman does not have significant commitments conflicting with his obligations to the Company.

The Company Secretary is responsible for advising the Board on all governance matters. All of the Directors have access to the advice and services of the Company Secretary which has administrative responsibility for the meetings of the Board and its committees. As all of the Directors are Non-Executive, it is not considered appropriate to identify a member of the Board as the senior Non-Executive Director of the Company.

The Company's articles of association and the schedule of matters reserved to the Board for decision provide that the appointment and removal of the Company Secretary is a matter for the full Board.

The Company's articles of association require that one third of the Directors should retire by rotation each year and seek re-election at the Annual General Meeting and that Directors newly appointed by the Board should seek re-appointment at the next Annual General Meeting. The Board complies with the requirement of the UK Corporate Governance Code (September 2012) that all Directors are required to submit themselves for re-election at least every three years.

During the period covered by these Financial Statements the following meetings were held:

Directors present	4 Full Board Meetings	2 Audit Committee Meetings
Sir John Lucas-Tooth, Chairman	4	2
Robert Reid	4	2
Christopher Harris	4	2

Audit Committee

The Board has appointed an audit committee of which Sir John Lucas-Tooth is Chairman, which deals with matters relating to audit, financial reporting and internal control systems. The Committee meets as required and has direct access to Grant Thornton UK LLP, the Company's auditor.

The audit committee safeguards the objectivity and independence of the auditor by reviewing the nature and extent of non-audit services supplied by the external auditor to the Company. The audit committee has reviewed the non-audit service provided by the external auditor, being corporation tax, and does not believe it is sufficient to influence their independence or objectivity due to the fee being an immaterial expense.

When considering whether to recommend the reappointment of the external auditor the audit committee takes into account their current fee tender compared to the external audit fees paid by other similar companies. The audit committee will then recommend to the Board the appointment of an external auditor which is ratified at the Annual General Meeting.

The Auditing Practices Board requires the audit partner to rotate every five years. The audit partner rotated this year, which is a year ahead of the five year requirement. No audit tender has been undertaken since the Company was incorporated.

The effectiveness of the external audit is assessed as part of the Board evaluation conducted annually and by the quality and content of the audit plan provided to the audit committee by the external auditor and the discussions then held on topics raised. The audit committee will challenge the external auditor at the audit committee meeting if appropriate.

The audit committee's terms of reference include the following roles and responsibilities:

- reviewing and making recommendations to the Board in relation to the Company's published Financial Statements and other formal announcements or regulatory returns relating to the Company's financial performance, reviewing significant financial reporting judgements contained in them;
- reviewing and making recommendations to the Board in relation to the Company's internal control (including internal financial control) and risk management systems;
- periodically considering the need for an internal audit function;
- making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional regulatory requirements;
- monitoring the extent to which the external auditor is engaged to supply non-audit services; and
- ensuring that the Investment Manager has arrangements in place for the investigation and follow-up of any concerns raised confidentially by staff in relation to propriety of financial reporting or other matters.

The committee reviews its terms of reference and effectiveness annually and recommends to the Board any changes required as a result of the review. The terms of reference are available on request from the Company Secretary.

The Board considers that the members of the committee collectively have the skills and experience required to discharge their duties effectively, and that the Chairman of the committee meets the requirements of the UK Corporate Governance Code (September 2012) as to relevant financial experience.

The Company does not have an independent internal audit function as it is not deemed appropriate given the size of the Company and the nature of the Company's business. However, the committee considers annually whether there is a need for such a function and, if there were, would recommend it be established.

In respect of the year ended 31 March 2014, the audit committee discharged its responsibilities by:

- reviewing and approving the external auditor's terms of engagement and remuneration and independence;
- reviewing the external auditor's plan for the audit of the Financial Statements, including identification of key risks and confirmation of auditor independence;
- reviewing TPIM's statement of internal controls operated in relation to the Company's business and assessing those controls in minimising the impact of key risks;
- reviewing periodic reports on the effectiveness of TPIM's compliance procedures;
- reviewing the appropriateness of the Company's accounting policies;
- reviewing the Company's half-yearly results and draft annual Financial Statements prior to Board approval;
- reviewing the external auditor's audit plan document to the audit committee on the annual Financial Statements; and
- reviewing the Company's going concern status.

The audit committee is responsible for considering and reporting on any significant issues that arise in relation to the Financial Statements.

The key areas of risk that have been identified and considered by the audit committee in relation to the business activities and the Financial Statements of the Company are as follows:

- valuation and existence of unquoted investments;
- compliance with HM Revenue & Customs conditions for maintenance of approved Venture Capital Trust status; and
- ability to realise unquoted investments

The audit committee relies on the Investment Manager to assess the valuation of unquoted investments and the existence of those investments. The Investment Manager has a director on the board of all the investee companies and meets regularly with the other directors and hence has an oversight of all the investments made. The audit committee has reviewed the valuations and discussed them with both the Investment Manager and the external auditor to confirm the valuation of the unquoted investments and the existence of those investments.

The Investment Manager has confirmed to the audit committee that the conditions for maintaining the Company's status as an approved Venture Capital Trust had been complied with throughout the year. The position is also reviewed by PricewaterhouseCoopers LLP in its capacity as adviser to the Company on taxation matters.

The audit committee has considered the whole Report and Accounts for the year ended 31 March 2014 and has reported to the Board that it considers them to be fair, balanced and understandable providing the information necessary for shareholders to assess the Company's performance, business model and strategy.

Internal Control

The Directors have overall responsibility for keeping under review the effectiveness of the Company's systems of internal controls. The purpose of these controls is to ensure that proper accounting records are maintained, the Company's assets are safeguarded and the financial information used within the business and for publication is accurate and reliable; such a system can only provide reasonable and not absolute assurance against material misstatement or loss. The system of internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives. As part of this process an annual review of the internal control systems is carried out. The review covers all material controls including financial, operational and risk management systems. The Directors regularly review financial results and investment performance with the Investment Manager.

The Directors have established an ongoing process designed to meet the particular needs of the Company in identifying, evaluating and managing risks to which it is exposed. The process adopted is one whereby the Directors identify the risks to which the Company is exposed including, among others, market risk, VCT qualifying investment risk and operational risks which are recorded on a risk register. The controls employed to mitigate these risks are identified and the residual risks are rated taking into account the impact of the mitigating factors. The risk register is updated twice a year.

TPIM is engaged to provide administrative including accounting services and retains physical custody of the documents of title relating to investments.

The Directors regularly review the system of internal controls, both financial and non-financial, operated by the Company and the Investment Manager. These include controls designed to ensure that the Company's assets are safeguarded and that proper accounting records are maintained.

Internal control systems include the production and review of quarterly bank reconciliations and management accounts. The VCT is subject to a full annual audit. The auditors are the same auditors as used by other VCTs managed by the Investment Manager. The Investment Manager's procedures are subject to internal compliance checks.

Going Concern

In advance of the completion of shareholders' five year holding period, steps have been taken to realise the Company's investments. After the realisation of the investments distributions will be made to shareholders and then the Board will propose resolutions to place the Company into Members' Voluntary Liquidation, which will require shareholders' approval. Thereafter all further funds will be returned to shareholders by way of capital distribution by the liquidators. In the circumstances these Financial Statements have been prepared on a break-up basis taking into account the expected costs of the Company's liquidation.

Relations with Shareholders

The Board recognises the value of maintaining regular communications with shareholders. In addition to the formal business of the Annual General Meeting, an opportunity is given to all shareholders to question the Board and the Investment Manager on matters relating to the Company's operation and performance. The Board and the Investment Manager will also respond to any written queries made by shareholders during the course of the year and both can be contacted at 4-5 Grosvenor Place, London, SW1X 7HJ or on 020 7201 8989.

Compliance Statement

The Listing Rules require the Board to report on compliance with the UK Corporate Governance Code (September 2012) provisions throughout the accounting period. With the exception of the limited items outlined below, the Directors consider that the Company has complied throughout the period under review with the provisions set out in the UK Corporate Governance Code (September 2012).

1. New Directors do not receive a full, formal and tailored induction on joining the Board. Such matters are addressed on an individual basis as they arise (B.4.1).
2. Due to the size of the Board and the nature of the Company's business, a formal performance evaluation of the Board, its committees, the individual Directors and the Chairman has not been undertaken. Specific performance issues are dealt with as they arise (B.6.1, B.6.3).
3. The Company does not have a senior Independent Director. The Board does not consider such an appointment appropriate for the Company (A.4.1).
4. The Company conducts a formal review as to whether there is a need for an internal audit function. The Directors do not consider that an internal audit would be an appropriate control for a Venture Capital Trust (C.3.6).
5. As all the Directors are Non-Executive, it is not considered appropriate to appoint a Nomination or Remuneration Committee (B.2.1 and D.2.1).
6. The audit committee includes three Non-Executive Directors, one of which is not considered independent. The Board regularly reviews the independence of its Directors but does not consider it appropriate to appoint an additional Director to the audit committee (C.3.1).

On behalf of the Board

SIR JOHN LUCAS-TOOTH
Chairman

29 May 2014

The Directors are responsible for preparing the Strategic Report, the Directors' Report, the Directors' Remuneration Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Financial Statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. 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 and profit or loss of the Company for that year. In preparing these Financial Statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements and the Remuneration report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that:

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

The Directors are responsible for preparing the Annual Report in accordance with applicable law and regulations. The Directors consider the Annual Report and the Financial Statements, taken as a whole, provide the information necessary to assess the Company's performance, business model and strategy and are fair balanced and understandable.

The Company's Financial Statements are published on the TPIM website, www.triplepoint.co.uk. The maintenance and integrity of this website is the responsibility of TPIM and not of the Company. Legislation in the United Kingdom governing the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.

To the best of our knowledge:

- the Financial Statements, prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

SIR JOHN LUCAS-TOOTH
Chairman

29 May 2014

Directors' Remuneration Report

For the year ended 31 March 2014

Introduction

This report is submitted in accordance with schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008, in respect of the year ended 31 March 2014. This report also meets the Financial Conduct Authority's Listing Rules and describes how the Board has applied the principles relating to Directors' remuneration set out in UK Corporate Governance Code (issued September 2012). The new reporting requirements require two sections to be included, a Policy Report and an Annual Remuneration Report which are presented below.

Directors' Remuneration Policy Report

This statement of the Directors' Remuneration Policy is intended to take effect following approval by shareholders at the Annual General Meeting on 24 July 2014. The Board currently comprises three Directors, all of whom are Non-Executive. The Board does not have a separate remuneration committee as the Company has no employees or executive directors. The Board has not retained external advisers in relation to remuneration matters but has access to information about Directors' fees paid by other companies of a similar size and type. No views which are relevant to the formulation of the Directors' remuneration policy have been expressed to the Company by shareholders, whether at a general meeting or otherwise.

The Board's policy is that the remuneration of Non-Executive Directors should reflect the experience of the Board as a whole, be fair and be comparable with that of other relevant Venture Capital Trusts that are similar in size and have similar investment objectives and structures. Furthermore, the level of remuneration should be sufficient to attract and retain the Directors needed to oversee the Company properly and to reflect the specific circumstances of the Company, the duties and responsibilities of the Directors and the value and amount of time committed to the Company's affairs. The articles of association provide that the Directors shall be paid in aggregate a sum not exceeding £100,000 per annum. None of the Directors is eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their services as Non-Executive Directors of the Company.

The articles of association provide that Directors shall retire and be subject to re-election at the first Annual General Meeting after their appointment and that any Director who has not been re-elected for three years shall retire and be subject to re-election at the Annual General Meeting. Also any Director not considered independent shall retire each year and offer himself for re-election at the Annual General Meeting. The Directors' service contracts provide for an appointment of twelve months, after which three months written notice must be given by either party. A Director who ceases to hold office is not entitled to receive any payment other than accrued fees (if any) for past services. The same policies will apply if a new Director is appointed.

Details of each of the Director's contract is shown below. The Chairman is paid more than the other Directors to reflect the additional responsibilities of that role. There are no other fees payable to the Directors for additional services outside of their contracts.

The information within this table is audited.

	Date of Contract	Unexpired term of contract at 31 March 2014	Annual rate of Directors' fees £
Sir John Lucas-Tooth (Chairman)	12-Sep-2008	none	15,000
Robert Reid	12-Sep-2008	none	12,500
Christopher Harris	02-Jun-2011	none	12,500

Annual Remuneration Report

The remuneration policy described above will be implemented with effect from 24 July 2014 subject to approval at the Annual General Meeting and remain unchanged for a three year period. The Board will review the remuneration of the Directors in line with the VCT industry on an annual basis, if thought appropriate. Otherwise, only a change in role is likely to incur a change in remuneration of any one Director.

Directors' Remuneration (audited information)

The fees paid to Directors in respect of the year ended 31 March 2014 and the prior year are shown below:

	Emoluments for the year ended 31 March 2014	Emoluments for the year ended 31 March 2013
	£	£
Sir John Lucas-Tooth (Chairman)	15,000	15,000
Robert Reid	12,500	12,500
Christopher Harris	12,500	12,500
	40,000	40,000
Employer's NI contributions	1,671	1,728
Total	41,671	41,728

None of the Directors is eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their services as Non-Executive Directors of the Company.

Information required on executive Directors, including the Chief Executive Officer and employees, has been omitted because the Company has neither and therefore it is not relevant.

Directors emoluments compared to payments to shareholders:

	31 March 2014	31 March 2013
	£'000	*£'000*
Dividends paid:		
Ordinary Shareholders	941	941
B Shareholders	-	-
Total Dividends paid	941	941
Share buy-backs	38	-
Total payments to shareholders	979	941
Total Directors' emoluments	40	40

Directors' Share Interests (audited information)

At 31 March 2014 The Directors held no shares in the Company (2013: none). At 31 March 2014 no connected parties to the Directors held any shares (2013: nil). There have been no changes in the holdings of the Directors between 31 March 2014 and the date of this report. There are no requirements or restrictions on Directors holding shares in the Company.

Company Performance

There have been no trades in the Company's shares to date. Therefore, no performance graph comparing the share price of the Company over the year ended 31 March 2014 with the total return from a notional investment in the FTSE All-Share index over the same period has been included.

No market maker has been appointed and therefore no current bid and offer price is available for the Company's shares. However the Board's policy is to buy back shares from shareholders at a 10% discount to net asset value. The Company will produce a graph of its share performance once there is sufficient activity that the graph would be meaningful to shareholders.

Statement of Voting at the Annual General Meeting

The 2013 Remuneration Report was presented to the Annual General Meeting in July 2013 and received shareholder approval following a vote on a show of hands. There were no objections and 98,784 shares abstained.

Statement of the Chairman

The Directors' fees are fixed at £15,000 per annum for the Chairman and £12,500 per annum for other Directors. There have been no changes in their fees since the date of their appointment. The remuneration of the Directors reflects the experience of the Board as a whole, is fair and comparable with that of other relevant Venture Capital Trusts that are similar in size and have similar investment objectives and structures. The fees are sufficient to attract and retain the Directors needed to oversee the Company's affairs.

On behalf of the Board

SIR JOHN LUCAS-TOOTH
Chairman

29 May 2014

Independent Auditor's Report to the Members of TP5 VCT plc

For the year ended 31 March 2014

We have audited the financial statements of TP5 VCT plc for the year ended 31 March 2014 which comprise the Statement of Comprehensive income, the Balance Sheet, the Statement of Changes in Shareholders' Equity, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibility Statement set out on page 22 the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the Financial Statements

A description of the scope of an audit of Financial Statements is provided on the Financial Reporting Council's website at www.frc.org.uk/apb/scope/private.cfm.

Auditor commentary

An overview of the scope of our audit

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

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in evaluating the effect of any identified misstatements and in forming our opinion. For the purpose of determining whether the financial statements are free from material misstatement we define materiality as the magnitude of a misstatement or an omission from the financial statements or related disclosures that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality which we use to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

We established materiality for the financial statements as a whole to be £186,000, which is 1% of the Company's net assets. For the income statement we determined that misstatements for a lesser amount than materiality for the financial statements as a whole would make it probable that the judgement of a reasonable person, relying on the information, would have been changed or influenced by the misstatement or omission. Accordingly, we established materiality for the revenue column of the income statement to be £46,000.

We have determined the threshold at which we communicate misstatements to the Audit Committee to be £2,300. In addition, we communicate misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.

Our assessment of risk

Without modifying our opinion, we highlight the following matters that are, in our judgement, likely to be most important to users' understanding of our audit. Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole, and not to express an opinion on individual transactions, account balances or disclosures.

Valuation of unquoted investments

Investments are the largest asset in the financial statements, and they are designated as being at fair value through profit or loss in accordance with IAS 39 'Financial instruments: recognition and measurement'. Measurement of the value of an unquoted investment includes significant assumptions and judgements. We therefore identified the valuation of unquoted investments as a significant risk; requiring special audit consideration.

Our audit work included, but was not restricted to, obtaining an understanding of how the valuations were performed, consideration of whether they were made in accordance with published guidance, discussions with the investment manager, and reviewing and challenging the basis and reasonableness of the assumptions made by the investment manager in conjunction with available supporting information.

The Company's accounting policy on the valuation of unquoted investments is included in note 2, and its disclosures about unquoted investments held at the year end are included in note 10.

Recognition of revenue from investments

Investment income is the Company's major source of revenue and consists of interest earned on loans to investee companies and cash balances. Revenue recognition is considered to be a significant risk requiring special audit consideration as it is often a key factor in demonstrating the performance of the portfolio.

Our audit work included, but was not restricted to, assessing whether the Company's accounting policy for revenue recognition is in accordance with IAS 18 'Revenue'; obtaining an understanding of management's process to recognise revenue in accordance with the stated accounting policy and the internal controls over that process; and, for a sample of income, determining that the income has been recognised in accordance with that policy by agreeing interest income to bank statements and information used to compute loan interest income to loan agreements.

The accounting policy on the recognition of income is shown in note 2 and the components of that revenue are included in note 4.

Management override of internal controls

Under ISAs (UK & Ireland), for all our audits we are required to consider the risk of management override of financial controls. Due to the unpredictable nature of this risk we are required to assess it as a significant risk requiring special audit consideration.

Our audit work included, but was not restricted to, specific procedures relating to this risk as required by ISA 240 'The auditor's responsibilities relating to fraud in an audit of financial statements'. This included tests of journal entries, the evaluation of judgements and assumptions in management's estimates and tests of significant transactions outside the normal course of business.

Opinion on Financial Statements

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – break up basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in Note 2 to the financial statements. As explained in Note 2, following completion of shareholders five year holding period, steps will be taken by the Board to realise the Company's investments. The Board intends to propose resolutions to place the Company into Members Voluntary Liquidation after completion of the realisation of unquoted investments which will require shareholders' approval. Accordingly, the Company ceases to be a going concern and the financial statements have been prepared on a break up basis taking into account the expected costs of the Company's liquidation. The financial statements include adjustments for costs of closure and write down of assets to net realisable values.

Other reporting responsibilities

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the Strategic Report and Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- the information given in the Corporate Governance Statement set out on page 18 with respect to internal control and risk management systems in relation to financial reporting processes and about share capital structures is consistent with the Financial statements.

Matters on which we are required to report by exception
We have nothing to report in respect of the following:

Under the ISAs (UK and Ireland), we are required to report to you if, in our opinion, information in the annual report is:

- materially inconsistent with the information in the audited Financial Statements; or
- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Company acquired in the course of performing our audit; or
- is otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the Directors' statement that they consider the annual report is fair, balanced and understandable and whether the annual report appropriately discloses those matters that were communicated to the audit committee which we consider should have been disclosed.

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

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

Under the Listing Rules, we are required to review:

- the Directors' statement, set out on page 22, in relation to going concern;
- the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review.

PAUL CREASY
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants, Oxford
29 May 2014

Statement of Comprehensive Income

		Year ended 31 March 2014			Year ended 31 March 2013		
	Note	Revenue	Capital	Total	Revenue	Capital	Total
		£'000	£'000	£'000	£'000	£'000	£'000
Investment income	4	585	-	585	603	-	603
Unrealised gain on investments		-	303	303	-	18	18
Investment return		585	303	888	603	18	621
Investment management fees	5	(290)	(97)	(387)	(303)	(102)	(405)
Other expenses		(139)	-	(139)	(92)	-	(92)
Profit/(loss) before taxation		156	206	362	208	(84)	124
Taxation	8	(31)	31	-	(48)	48	-
Profit/(loss) after taxation		125	237	362	160	(36)	124
Profit and total comprehensive income/(loss) for the year		125	237	362	160	(36)	124
Basic and diluted earnings/(loss) per share	9	0.67p	1.26p	1.93p	0.85p	(0.19p)	0.66p

Balance Sheet

	Note	Year ended 31 March 2014	Year ended 31 March 2013
		£'000	£'000
Non-current assets			
Financial assets at fair value through profit or loss	10	15,343	15,842
Current assets			
Receivables	11	115	62
Cash and cash equivalents	12	101	214
		216	276
Current liabilities			
Payables	13	(79)	(21)
Net assets		15,480	16,097
Equity attributable to equity holders		15,480	16,097
Net asset value per share	16	82.50p	85.57p

Statement of Changes in Shareholders' Equity

	Year ended 31 March 2014	Year ended 31 March 2013
	£'000	£'000
Opening shareholders' funds	16,097	16,443
Purchase of own shares	(38)	-
Profit for the period	362	124
Dividend paid	(941)	(470)
Closing shareholders' funds	15,480	16,097

Non-Statutory Analysis of - The B Share Fund

For the year ended 31 March 2014

Statement of Comprehensive Income

		Year ended 31 March 2014			Year ended 31 March 2013		
	Note	Revenue	Capital	Total	Revenue	Capital	Total
		£'000	£'000	£'000	£'000	£'000	£'000
Investment income	4	72	-	72	82	-	82
Realised gain(loss) on investments		-	123	123	-	(31)	(31)
Unrealised gain on investments		-	37	37	-	129	129
Investment return/(loss)		72	160	232	82	98	180
Investment management fees	5	(57)	(19)	(76)	(54)	(18)	(72)
Other expenses		(33)	-	(33)	(22)	-	(22)
(Loss)/profit before taxation		(18)	141	123	6	80	86
Taxation	8	-	-	-	-	-	-
(Loss)/profit after taxation		(18)	141	123	6	80	86
Profit and total comprehensive (loss)/income for the year		(18)	141	123	6	80	86
Basic and diluted (loss)/earnings per share	9	(0.56p)	4.09p	3.53p	0.17p	2.33p	2.50p

Balance Sheet

		Year ended 31 March 2014	Year ended 31 March 2013
		£'000	£'000
Non-current assets			
Financial assets at fair value through profit or loss	10	1,896	2,962
Current assets			
Receivables	11	576	8
Cash and cash equivalents	12	646	21
		1,222	29
Current liabilities			
Payables	13	(11)	(7)
Net assets		3,107	2,984
Equity attributable to equity holders		3,107	2,984
Net asset value per share	16	90.07p	86.54p

Statement of Changes in Shareholders' Equity

	Year ended 31 March 2014	Year ended 31 March 2013
	£'000	£'000
Opening shareholders' funds	2,984	2,898
Profit for the year	123	86
Closing shareholders' funds	3,107	2,984

Statement of Comprehensive Income

		Year ended 31 March 2014			Year ended 31 March 2013		
	Note	Revenue	Capital	Total	Revenue	Capital	Total
		£'000	£'000	£'000	£'000	£'000	£'000
Income							
Investment income	4	657	-	657	685	-	685
Profit/(loss) arising on the disposal of investments during the year		-	123	123	-	(31)	(31)
Gain arising on the revaluation of investments at the year end		-	340	340	-	147	147
Investment return		657	463	1,120	685	116	801
Expenses							
Investment management fees	5	347	116	463	357	120	477
Financial and regulatory costs		27	-	27	27	-	27
General administration		13	-	13	16	-	16
Legal and professional fees	6	92	-	92	31	-	31
Directors' remuneration	7	40	-	40	40	-	40
Operating expenses		519	116	635	471	120	591
Profit/(loss) before taxation		138	347	485	214	(4)	210
Taxation	8	(31)	31	-	(48)	48	-
Profit after taxation		107	378	485	166	44	210
Profit and total comprehensive income for the year	107	378	485	166	44	210	
Basic & diluted earnings per share	9	n/a	n/a	n/a	n/a	n/a	n/a

The total column of this statement is the Statement of Comprehensive Income of the Company prepared in accordance with International Financial Reporting Standards (IFRS). The supplementary revenue return and capital columns have been prepared in accordance with the Association of Investment Companies Statement of Recommended Practice (AIC SORP).

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

This Statement of Comprehensive Income includes all recognised gains and losses.

The accompanying notes are an integral part of these statements.

Balance Sheet

For the year ended 31 March 2014

	Note	Year ended 31 March 2014	Year ended 31 March 2013
		£'000	*£'000*
Non Current Assets			
Financial assets at fair value through profit or loss	10	17,239	18,804
Current assets			
Receivables	11	691	70
Cash and cash equivalents	12	747	235
		1,438	305
Total assets		18,677	19,109
Current liabilities			
Payables	13	(90)	(28)
Net assets		18,587	19,081
Equity attributable to equity holders			
Share capital	14	221	222
Capital redemption reserve		2	1
Share premium		3,230	3,230
Special distributable reserve		15,936	16,827
Capital reserve		(909)	(1,287)
Revenue reserve		107	88
Total equity		18,587	19,081

The statements were approved by the Directors and authorised for issue on 29 May 2014 and are signed on their behalf by:

SIR JOHN LUCAS-TOOTH
Chairman

29 May 2014

Company registration number 6614532.

The accompanying notes are an integral part of this statement

	Share Capital	Share Redemption Reserve	Share Premium	Special Distributable Reserve	Capital Reserve	Revenue Reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Year ended 31 March 2014							
Opening Balance	222	1	3,230	16,827	(1,287)	88	19,081
Purchase of own shares	(1)	1	-	(38)	-	-	(38)
Dividend paid	-		-	(853)		(88)	(941)
Transactions with owners	(1)	1	-	(891)	-	(88)	(979)
Profit for the year	-	-	-	-	378	107	485
Total comprehensive income for the year	-		-	-	378	107	485
Balance at 31 March 2014	221	2	3,230	15,936	(909)	107	18,587

Capital reserve consists of:	
Investment holding gains	360
Other realised losses	(1,269)
	(909)

Year ended 31 March 2013							
Opening Balance	222	1	3,230	17,189	(1,331)	30	19,341
Dividends paid	-	-	-	(362)	-	(108)	(470)
Transactions with owners	-	-	-	(362)	-	(108)	(470)
Profit for the year	-	-	-	-	44	166	210
Total comprehensive income for the year	-	-	-	-	44	166	210
Balance at 31 March 2013	222	1	3,230	16,827	(1,287)	88	19,081

Capital reserve consists of:	
Investment holding losses	(122)
Other realised losses	(1,209)
	(1,331)

The capital reserve represents the proportion of Investment Management fees charged against capital and realised/unrealised gains or losses on the disposal/revaluation of investments. The capital reserve is not distributable. The special distributable reserve was created on court cancellation of the share premium account. The revenue and special distributable reserve are distributable by way of dividend.

Statement of Cash Flows

For the year ended 31 March 2014

	Year ended 31 March 2014	Year ended 31 March 2013
	£'000	*£'000*
Cash flows from operating activities		
Profit before tax	485	210
(Gain)/loss arising on the disposal of investments during the year	(123)	31
(Gain) arising on the revaluation of investments at the year end	(340)	(147)
Cash generated by operations	22	94
(Increase) in receivables	(60)	(55)
Increase/(decrease) in payables	62	(28)
Net cash flows from operating activities	24	11
Cash flow from investing activities		
Purchase of financial assets at fair value through profit or loss	(2,000)	(400)
Proceeds of sale of financial assets at fair value through profit or loss	3,467	(15)
Net cash flows from investing activities	1,467	(415)
Cash flow from financing activities		
Purchase of own shares	(38)	-
Dividends paid	(941)	(470)
Net cash flow from financing	(979)	(470)
Net cash increase/(decrease) in cash and cash equivalents	512	(874)
Reconciliation of net cash flow to movements in cash and cash equivalents		
Net cash increase/(decrease) in cash and cash equivalents	512	(874)
Cash and cash equivalents brought forward	235	1,109
Cash and cash equivalents	747	235

The accompanying notes are an integral part of these statements.

1. CORPORATE INFORMATION

The Financial Statements of the Company for the year ended 31 March 2014 were authorised for issue in accordance with a resolution of the Directors on 29 May 2014.

The Company was admitted for listing on the London Stock Exchange on 14 November 2008.

TP5 VCT Plc is incorporated and domiciled in Great Britain and registered in England and Wales. The address of TP5 VCT plc's registered office, which is also its principal place of business, is 4-5 Grosvenor Place, London, SW1X 7HJ.

TP5 VCT plc's Financial Statements are presented in Pounds Sterling (£), rounded to the nearest thousand.

The principal activity of the Company is investment.

The Ordinary Share Fund's investment policy from launch has been to invest at least 70% of its funds into VCT qualifying companies within three years and a maximum of 30% of its funds into non-qualifying investments. Prior to deployment in VCT qualifying investments, the Fund's objective was to expose all of its investments to non-qualifying Goldman Sachs Assets Management ("GSAM") managed funds, with the objective of generating returns equivalent to or greater than LIBOR, (the 'LIBOR plus' portfolio).

The investment policy for the B Share Fund follows TP70 2009 VCT plc's original investment policy of investing 70% of its funds into VCT qualifying companies within three years. Prior to deployment in VCT qualifying investments, 70% of the Fund was to be invested into cash and fixed interest funds selected for credit qualifying, liquidity and returns. The remaining 30% of the B Share Fund remained exposed directly or indirectly to GAM Diversity GBP 2.5XL until 31 March 2014.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of Preparation

Following completion of shareholders five year holding period, steps have been taken to realise the Company's investments. The Board's intention will be to propose resolutions to place the Company into Members Voluntary Liquidation after completion of the realisation of unquoted investments which will require shareholders approval. Thereafter all funds will be returned to shareholders by way of capital distribution by the liquidators. In the circumstances these Financial Statements have been prepared on a break up basis taking into account the expected costs of the Company's liquidation.

The Financial Statements of the Company for the year to 31 March 2014 have been prepared in accordance with International Financial Reporting Standards ("IFRS") adopted for use in the European Union and comply with the Statement of Recommended Practice: "Financial Statements of Investment Trust Companies and Venture Capital Trusts" (SORP) issued by the Association of Investment Companies (AIC) in January 2009, in so far as this does not conflict with IFRS.

The Financial Statements are prepared on a historical cost basis except that investments are shown at fair value through profit or loss.

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

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities relate to:

- the valuation of unlisted financial investments held at fair value through profit or loss which are valued on the basis noted below (in the section headed "non-current asset investments");
- the recognition or otherwise of accrued income on loan notes and similar instruments granted to investee companies which is assessed in conjunction with the overall valuation of unlisted financial investments as noted above.

The key judgements made by Directors are in the valuation of non-current assets. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects that period or in the period of revision and future periods if the revision affects both current and future periods. The carrying value of investments is disclosed in note 10.

The Directors do not believe that there are any further key judgements made in applying accounting policies or estimates in respect of the Financial Statements.

These Financial Statements have been prepared in accordance with the accounting policies set out below which are based on the recognition and measurement principles of IFRS in issue as adopted by the European Union (EU).

These accounting policies have been applied consistently in preparing these Financial Statements.

Standards issued but not yet effective

The following new standards, amendments to standards and interpretations are not yet effective for the year ended 31 March 2014, and have not been applied in preparing these Financial Statements

- IFRS 9 Financial Instruments (no mandatory effective date).
- IAS 27 (revised), Separate Financial Statements (IASB effective date 1 January 2013).
- Investment Entities – Amendments to IFRS 10, IFRS 12 and IAS 27 (effective 1 January 2014).
- Offsetting Financial Assets and Financial Liabilities – Amendments to IAS 32 (effective 1 January 2014).
- Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36) (effective 1 January 2014).
- Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39) (effective 1 January 2014).
- Annual Improvements to IFRS 2010-2012 Cycle (effective 1 July 2014).
- Annual Improvements to IFRS 2011-2013 Cycle (effective 1 July 2014).

All of these changes will be applied by the Company from the effective date but none of them are expected to have a significant impact on the Company's Financial Statements.

Presentation of Statement of Comprehensive Income

In order better to reflect the activities of a Venture Capital Trust, and in accordance with the guidance issued by the Association of Investment Companies, supplementary information which analyses the Statement of Comprehensive Income between items of a revenue and capital nature has been presented alongside the Income Statement.

Capital Management

Capital management is monitored and controlled using the internal control procedures set out on page 18. The capital being managed includes equity and fixed interest VCT qualifying investments, cash balances and liquid resources including debtors and creditors.

The Company's objectives when managing capital are:

- to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits for other stakeholders; and
- to ensure sufficient liquid resources are available to meet the funding requirements of its investments and to fund new investments where identified.

The Company has no external debt; consequently all capital is represented by the value of share capital, distributable and other reserves. Total shareholder equity at 31 March 2014 was £18.6 million (2013: £19.1 million).

Non-Current Asset Investments

The Company invests in financial assets with a view to profiting from their total return through income and capital growth. These investments are managed and their performance is evaluated on a fair value basis in accordance with the investment policy detailed in the Strategic Report on page 3 and information about the portfolio is provided internally on that basis to the Company's Board of Directors. Accordingly upon initial recognition the investments are designated by the Company as "at fair value through profit or loss" in accordance with IAS39, "Financial instruments recognition and measurement". They are included initially at fair value, which is taken to be their cost (excluding expenses incidental to the acquisition which are written off in the Statement of Comprehensive Income and allocated to "capital" at the time of acquisition). Subsequently the investments are valued at "fair value" which is the price that would be received if an asset is sold or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. This is measured as follows:

- unlisted investments are fair valued by the Directors in accordance with the International Private Equity and Venture Capital Valuation Guidelines. Fair value is established by using measurements of value such as price of recent transactions, discounted cash flows, cost, and initial cost of investment; and
- listed investments are fair valued at bid price on the relevant date.

Where securities are designated upon initial recognition as at fair value through profit or loss, gains and losses arising from changes in fair value are included in the Statement of Comprehensive Income for the year as capital items in accordance with the AIC SORP. The profit or loss on disposal is calculated net of transaction costs of disposal.

Investments are recognised as financial assets on legal completion of the investment contract and are de-recognised on legal completion of the sale of an investment.

Income

Investment income includes interest earned on bank balances and money market funds and includes income tax withheld at source. Dividend income is shown net of any related tax credit and is brought into account on the ex-dividend date.

Fixed returns on investment loans, debt and money market funds are recognised on a time apportionment basis so as to reflect the effective yield, provided there is no reasonable doubt that payment will be received in due course.

Expenses

All expenses are accounted for on the accruals basis. Expenses are charged to revenue with the exception of the investment management fee, which has been charged 75% to the revenue account and 25% to the capital account (2013: 75% revenue, 25% capital) to reflect, in the Directors' opinion, the expected long term split of returns in the form of income and capital gains respectively from the investment portfolio.

The Company's general expenses are split between the Ordinary Share Fund and B Share Fund using the original net assets value of each Share Class divided by the total net asset value of the Company.

Taxation

Corporation tax payable is applied to profits chargeable to corporation tax, if any, at the current rate in accordance with IAS 12, "Income Taxes". The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue on the "marginal" basis as recommended by the SORP.

In accordance with IAS 12, deferred tax is recognised using the balance sheet method providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. The Directors have considered the requirements of IAS 12 and do not believe that any provision should be made.

Financial Instruments

The Company's principal financial assets are its investments and the accounting policies in relation to those assets are set out above. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities. Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Issued Share Capital

Ordinary shares are classified as equity because they do not contain an obligation to transfer cash or another financial asset. Issue costs associated with the allotment of shares have been deducted from the share premium account in accordance with IAS 32.

Cash and Cash Equivalents

Cash and cash equivalents representing cash available at less than 3 months' notice are classified as loans and receivables under IAS 39.

Reserves

The revenue reserve (retained earnings) and capital reserve reflect the guidance in the AIC SORP. The capital reserve represents the proportion of Investment Management fees charged against capital and realised/unrealised gains or losses on the disposal/revaluation of investments. The capital reserve is not distributable. The special distributable reserve was created on court cancellation of the share premium account. The revenue and special distributable reserve are distributable by way of dividend.

3. SEGMENTAL REPORTING

The Company only has one class of business, being investment activity. All revenues and assets are generated and held in the UK.

4. INVESTMENT INCOME

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	B Shares	Total	Ordinary Shares	B Shares	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Loan Stock Interest	584	72	656	602	82	684
Bank interest	1	-	1	1	-	1
	585	72	657	603	82	685

5. INVESTMENT MANAGEMENT FEES

TPIM provides investment management and administration services to the Company under an Investment Management Agreement effective 14 November 2008. The agreement provides for an administration and investment management fee of 2.5% per annum of net assets for both Ordinary and B shares, calculated and payable quarterly in arrear and runs for the period up to 1 October 2014 and may be terminated at any time thereafter by not less than twelve months' notice given by either party. Should such notice be given, the Investment Manager would perform its duties under the Investment Management Agreement and receive its contractual fee during the notice period.

6. LEGAL AND PROFESSIONAL FEES

Legal and professional fees include remuneration paid to the Company's auditor, Grant Thornton UK LLP as shown in the following table:

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	B Shares	Total	Ordinary Shares	B Shares	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Fees payable to the Company's auditor:						
for the audit of the Financial Statements	15	3	18	13	2	15
or taxation compliance services	2	-	2	3	1	4
	17	3	20	16	3	19

7. DIRECTORS' REMUNERATION

The only remuneration received by the Directors was their Directors' fees. The Company has no employees other than the Non-Executive Directors. The average number of Non-Executive Directors in the year was three. Full disclosure of Directors' remuneration is included in the Directors' Remuneration report.

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	B Shares	Total	Ordinary Shares	B Shares	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Sir John Lucas-Tooth (Chairman)	13	2	15	13	2	15
Robert Reid	11	2	13	11	2	13
Christopher Harris	10	2	12	10	2	12
	34	6	40	34	6	40

8. TAXATION

Capital gains and losses are exempt from corporation tax due to the Company's status as a Venture Capital Trust.

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	**B Shares**	**Total**	**Ordinary Shares**	**B Shares**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Profit before taxation	362	123	485	124	86	210
Corporation tax at 20%	72	24	96	25	17	42
Effect of:						
Capital gains not taxable	(60)	(32)	(92)	(4)	(20)	(24)
Utilisation of tax losses brought forward	(12)	8	(4)	(21)	3	(18)
Tax charge in the period	-	-	-	-	-	-

Excess management charges of £899,000 (2013: £919,565) have been carried forward at 31 March 2014 and are available for offset against future taxable income subject to agreement with HM Revenue & Customs.

9. EARNINGS/(LOSS) PER SHARE

The profit per share is not included on a total basis in the Statement of Comprehensive Income as the profit per share by class is deemed to be a more accurate reflection of the results. The profit per share for Ordinary shares is based on the profit after tax of £362,000 (2013: £124,000), and on the weighted average number of shares in issue during the period of 18,780,737 (2013: 18,811,011).
The profit per share for B shares is based on the profit after tax of £123,000 (2013: £86,000), and on the weighted average number of shares in issue during the period of 3,448,044 (2013: 3,448,044).

The weighted average number of shares in issue during the period for the Ordinary Shares and the B Shares were:

	No. of Shares Issued		No. of Days	Weighted Average	
	Ordinary Shares	**B Shares**		**Ordinary Shares**	**B Shares**
01-Apr-13	18,811,011	3,448,044	365	18,811,011	3,448,044
23-Aug-13	(50,000)	-	221	(30,274)	-
31-Mar-14	18,761,011	3,448,044	365	18,780,737	3,448,044

10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Investments

Fair Value Hierarchy:

Level 1: quoted prices on active markets for identical assets or liabilities. The fair value of financial instruments traded on active markets is based on quoted market prices at the balance sheet date. A market is regarded as active where the market in which transactions for the asset or liability takes place with sufficient frequency and volume to provide pricing information on an ongoing basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1.

Level 2: the fair value of financial instruments that are not traded on active markets is determined by using valuation techniques. These valuation techniques maximise the use of observable inputs including market data where it is available either directly or indirectly and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: the fair value of financial instruments that are not traded on an active market (for example, investments in unquoted companies) is determined by using valuation techniques such as discounted cash flows. If one or more of the significant inputs is based on unobservable inputs including market data, the instrument is included in level 3.

There have been no transfers between these classifications in the period. Any change in fair value is recognised through the Statement of Comprehensive Income.

Further details of these investments are provided in the Investment Manager's Review and Investment Portfolio.

The Company's Investment Manager performs valuations of financial items for financial reporting purposes, including Level 3 fair values. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information.

Level 3 valuations include assumptions based on non-observable data with the majority of investments being valued on discounted cashflows or price of recent transactions.

Consideration has been given whether the effect of changing one or more inputs to reasonably possible alternative assumptions would result in a significant change to the fair value measurement. Each unquoted portfolio company has been reviewed in order to identify the sensitivity of the valuation methodology to using alternative assumptions. Where discount rates have been applied to 82% of the unquoted investments, alternative discount rates have been considered. Two alternative scenarios for each investment have been modelled, a more prudent assumption (downside case) and a more optimistic assumption (upside case). Applying the downside alternative, the aggregate value of the unquoted investment would be £0.5 million or 2.9 per cent lower. Using the upside alternative the aggregate value of the unquoted investments would be £1.1 million or 6.5 per cent higher.

10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Movements in investments held at fair value through the profit or loss during the year to 31 March 2014 were as follows:

	Level 1 Quoted Investments	Level 2 Quoted Investments	Level 3 Unquoted Investments	Total Quoted & Unquoted Investments
	£'000	*£'000*	*£'000*	*£'000*
YEAR ENDED 31 MARCH 2014				
Investments held by Ordinary Share Fund				
Opening cost	-	-	15,824	15,824
Opening investment holding gains	-	-	18	18
Opening fair value	-	-	15,842	15,842
Purchases at cost	-	-	1,780	1,780
Disposal proceeds	-	-	(2,582)	(2,582)
Investment holding gains	-	-	303	303
Closing fair value at 31 March 2014	-	-	15,343	15,343
Closing cost	-	-	15,023	15,023
Closing investment holding gains	-	-	320	320
Investments held by B Share Fund				
Opening cost	877	-	1,956	2,833
Opening investment holding gains	127	-	2	129
Opening fair value	1,004	-	1,958	2,962
Purchases at cost	-	-	220	220
Disposal proceeds	(1,133)	-	(313)	(1,446)
Gain/(loss) arising from the disposal of investments	129	-	(6)	123
Investment holding gains	-	-	37	37
Closing fair value at 31 March 2014	-	-	1,896	1,896
Closing cost	-	-	1,856	1,856
Closing investment holding gains	-	-	40	40
Total Investments				
Opening cost	877	-	17,780	18,657
Opening investment holding gains	127	-	20	147
Opening fair value	1,004	-	17,800	18,804
Purchases at cost	-	-	2,000	2,000
Disposal proceeds	(1,133)	-	(2,895)	(4,028)
Gain/(loss) arising from the disposal of investments	129	-	(6)	123
Investment holding gains	-	-	340	340
Closing fair value at 31 March 2014	-	-	17,239	17,239
Closing cost	-	-	16,879	16,879
Closing investment holding gains	-	-	360	360

10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

	Level 1 Quoted Investments	Level 2 Quoted Investments	Level 3 Unquoted Investments	Total Quoted & Unquoted Investments
	£'000	*£'000*	*£'000*	*£'000*
YEAR ENDED 31 MARCH 2013				
Investments held by Ordinary Share Fund				
Opening cost	-	-	14,765	14,765
Opening fair value	-	-	14,765	14,765
Purchases at cost	-	-	340	340
Transfer of Investments from B shares	-	-	719	719
Investment holding gains	-	-	18	18
Closing fair value at 31 March 2013	-	-	15,842	15,842
Closing cost	-	-	15,824	15,824
Closing investment holding gains	-	-	18	18
Investments held by B Share Fund				
Opening cost	-	1,015	2,615	3,630
Opening investment holding (losses)	-	(122)	-	(122)
Opening fair value	-	893	2,615	3,508
Purchases at cost	877	-	60	937
Disposal proceeds	-	(862)	-	(862)
Transfer of investments to Ordinary shares	-	-	(719)	(719)
(Losses) arising from the disposal of investments	-	(31)	-	(31)
Investment holding gains	127	-	2	129
Closing fair value at 31 March 2013	1,004	-	1,958	2,962
Closing cost	877	-	1,956	2,833
Closing investment holding gains	127	-	2	129
Total Investments				
Opening cost	-	1,015	17,380	18,395
Opening investment holding (losses)	-	(122)	-	(122)
Opening fair value	-	893	17,380	18,273
Purchases at cost	877	-	400	1,277
Disposal proceeds	-	(862)	-	(862)
Losses arising from the disposal of investments	-	(31)	-	(31)
Investment holding gains	127	-	20	147
Closing fair value at 31 March 2013	1,004	-	17,800	18,804
Closing cost	877	-	17,780	18,657
Closing investment holding gains	127	-	20	147

11. RECEIVABLES

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	B Shares	Total	Ordinary Shares	B Shares	Total
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Receivables	112	574	686	59	7	66
Prepaid expenses	3	2	5	3	1	4
	115	576	691	62	8	70

12. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise deposits with The Royal Bank of Scotland plc.

13. PAYABLES AND ACCRUED EXPENSES

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	B Shares	Total	Ordinary Shares	B Shares	Total
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Other taxation and Social Security	6	(3)	3	5	1	6
Accrued expenses & deferred income	73	14	87	16	6	22
	79	11	90	21	7	28

14. SHARE CAPITAL

	Year ended 31 March 2014			Year ended 31 March 2013		
	Ordinary Shares	B Shares	Total	Ordinary Shares	B Shares	Total
Authorised:						
Number of shares	55,000,000	5,000,000	60,000,000	55,000,000	5,000,000	60,000,000
Par Value £'000	550	50	600	550	50	600
Issued & Fully Paid:						
Number of shares	18,761,011	3,448,044	22,209,055	18,811,011	3,448,044	22,259,055
Par Value £'000	187	34	221	188	34	222

The rights attached to each class of share are disclosed in the Directors' Report on page 18.

On 23 August 2013 50,000 Ordinary Shares were purchased by the Company for cancellation.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The following table discloses the financial assets and liabilities of the Company in the categories defined by IAS 39, "Financial Instruments; Recognition & Measurement."

	Total value	Loan and receivables	Financial liabilities held at amortised cost	Fair value through profit or loss
	£'000	*£'000*	*£'000*	*£'000*
YEAR ENDED 31 MARCH 2014				
Assets:				
Financial assets at fair value through profit or loss	17,239	-	-	17,239
Receivables	686	686	-	-
Cash and cash equivalents	747	747	-	-
Total	18,672	1,433	-	17,239
Liabilities:				
Taxation payable	(3)	-	(3)	-
Accrued expenses	(87)	-	(87)	-
Total	(90)	-	(90)	-
YEAR ENDED 31 MARCH 2013				
Assets:				
Financial assets at fair value through profit or loss	18,804	-	-	18,804
Receivables	66	66	-	-
Cash and cash equivalents	235	235	-	-
Total	19,105	301	-	18,804
Liabilities:				
Other payables	(6)	-	(6)	-
Accrued expenses	(22)	-	(22)	-
Total	(28)	-	(28)	-

The Company's financial instruments comprise VCT qualifying investments, cash balances and liquid resources including debtors and creditors. The Company holds financial assets in accordance with its investment policy detailed in the Strategic Report on page 3.

Non current asset investments (see note 10) are valued at fair value. Unquoted investments are carried at fair value as determined by the Directors in accordance with current venture capital industry guidelines. The fair value of all other financial assets and liabilities is represented by their carrying value in the balance sheet. The Directors believe that where an investee company's enterprise value, which is equivalent to fair value, remains unchanged since acquisition, that investment should continue to be held at cost less any loan repayments received. Where they consider the investee company's enterprise value has changed since acquisition, that should be reflected by the investment being held at a value measured using a discounted cash flow model.

In carrying out its investment activities, the Company is exposed to various types of risk associated with the financial instruments and markets in which it invests. The Company's approach to managing its risks is set out below together with a description of the nature of the financial instruments held at the balance sheet date.

Market Risk

The Company's VCT qualifying investments are held in small and medium-sized unquoted companies which, by their nature, entail a higher level of risk and lower liquidity than investments in large quoted companies. The Directors and Investment Manager aim to limit the risk attached to the portfolio as a whole by careful selection and timely realisation of investments, by carrying out rigorous due diligence procedures and by maintaining a spread of holdings in terms of industry sector and geographical location. The Board reviews the investment portfolio with the Investment Manager on a regular basis. Details of the Company's investment portfolio at the balance sheet date are set out on pages 6 to 7.

An increase of 1% in the value of investments would increase the capital profits for the period and the net asset value at 31 March 2014 by £172,000. A decrease of 1% would reduce the capital profits and net asset value by the same amount. A movement of 1% is used as a multiple to demonstrate the impact of varying changes on the capital profits and net asset value of the Company.

Interest Rate Risk

Some of the Company's financial assets are interest bearing, of which some are at fixed rates and some at variable rates. As a result, the Company is exposed to interest rate risk arising from fluctuations in the prevailing levels of market interest rates.

Investments made into VCT qualifying holdings are part equity and part loan. The loan element of investments totals £11,601,000 (2013: £12,446,000) and is subject to fixed interest rates for the five year loan terms and as a result there is no cashflow interest rate risk. As the loans are held in conjunction with equity and are valued in combination as part of the enterprise value, fair value risk is considered part of market risk.

The amounts held in variable rate investments at the balance sheet date are as follows:

	31 March 2014	31 March 2013
	£'000	*£'000*
Cash on deposit	747	235
	747	235

An increase or decrease in interest rates of 1% would not have a material effect on the revenue profits for the year and the net asset value at 31 March 2014. The Board believes that in the current economic climate a movement of 1% is a reasonable illustration.

Credit Risk

Credit risk is the risk that a counterparty will fail to discharge an obligation or commitment that it has entered into with the Company. The Investment Manager and the Board carry out a regular review of counterparty risk. The carrying value of the financial assets represent the maximum credit risk exposure at the balance sheet date.

	31 March 2014	31 March 2013
	£'000	*£'000*
Qualifying Investments – Loans	11,601	12,446
Cash on deposit	747	235
Receivables	686	66
GAM Diversity GBP 2.5XL	-	1,004
	13,034	13,751

The Company's bank accounts are maintained with The Royal Bank of Scotland plc ("RBS"). Should the credit quality or financial position of RBS deteriorate significantly, the Investment Manager will move the cash holdings to another bank.

Credit risk arising on unquoted loan stock held within unlisted investments is considered to be part of market risk as disclosed above.

Liquidity Risk

The Company's financial assets include investments in unquoted equity securities which are not traded on a recognised stock exchange and which are illiquid. The Company's unquoted investments have been valued at £17.2 million and the Company's realisation of these investments is planned and will commence after the end of the five year holding period which is 30 June 2014.

The Company's liquidity risk is managed on a continuing basis by the Investment Manager in accordance with policies and procedures laid down by the Board. The Company's overall liquidity risks are monitored by the Board on a quarterly basis.

The Board maintains a liquidity management policy in which cash and future cash flows for operating activities will be sufficient to pay expenses. At 31 March 2014 cash amounted to £747,000 (2013: £235,000).

Foreign Currency Risk

The Company does not have exposure to material foreign currency risks.

16. NET ASSET VALUE PER SHARE

The net asset value per share on a total basis is not included on the balance sheet as the value by class of share is deemed to be a more accurate reflection of the position of the Company.

The calculation of the Company's net asset value per share for Ordinary shares is based on the Company's net assets attributable to the Ordinary shares of £15,480,000 (2013: £16,097,000) divided by the 18,761,011 (2013: 18,811,011) Ordinary shares in issue.

The calculation of the Company's net asset value per share for B shares is based on the Company's net assets attributable to the B shares of £3,107,000 (2013: £2,984,000) divided by the 3,448,044 (2013: 3,448,044) B shares in issue.

17. COMMITMENTS AND CONTINGENCIES

The Company has no outstanding commitments or contingent liabilities.

18. RELATIONSHIP WITH INVESTMENT MANAGER

During the year the Investment Manager, TPIM, received £463,000 (2013: £476,000) for providing management and administrative services to the Company. At 31 March 2014 £114,000 (2013: £5,000) was due to TPIM.

19. RELATED PARTY TRANSACTIONS

There are no related party transactions which require disclosure.

20. POST BALANCE SHEET EVENTS

On 29 April 2014 shareholders approved the cancellation of the Company's share premium account.

21. DIVIDENDS

A third dividend was paid on 26 July 2013 to the Ordinary Share Class holders for £940,551 or 5p per share.

Secretary and Registered Office
Triple Point Investment Management LLP
4-5 Grosvenor Place
London
SW1X 7HJ

Registered Number
6614532

Investment Manager and Administrator
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Bankers
The Royal Bank of Scotland plc
54 Lime Street
London
EC3M 7NQ

Shareholder Information

For the year ended 31 March 2014

The Company

TP5 VCT plc is a Venture Capital Trust. The Investment Manager is Triple Point Investment Management LLP. The Company was launched in September 2008 and raised £17.8 million after issue costs through an offer for subscription.

The Company's investment strategy is to invest at least 70% of its funds into VCT qualifying companies within three years of launch and a maximum of 30% of its funds into non-qualifying investments. Prior to deployment in VCT qualifying investments, the fund's objective for the Ordinary shares was to expose all of its investments to non-VCT qualifying Goldman Sachs Assets Management ("GSAM") managed funds with the objective of generating returns equivalent to or greater than LIBOR, (the 'LIBOR plus' portfolio). For the B shares up to 70% was to be invested into cash and fixed interest funds selected for credit quality, liquidity and returns. The remaining 30% of the B Share Fund was to have an exposure directly or indirectly to GAM Diversity GBP 2.5XL.

Financial Calendar

The Company's financial calendar is as follows:

24 July 2014	Annual General Meeting
November 2014	Interim report for the six months ending 30 September 2014 despatched
June 2015	Results for the year to 31 March 2015 announced; Annual Report and Financial Statements published.

NOTICE is hereby given that the Annual General Meeting of TP5 VCT plc will be held at 18 St. Swithin's Lane, EC4N 8AD at 12pm on Thursday, 24 July 2014 for the following purposes:

Ordinary Business

1. To receive, consider and adopt the Report of the Directors and Financial Statements for the year ended 31 March 2014 *(Ordinary Resolution).*
2. To approve the Directors' Remuneration Report for the year ended 31 March 2014 *(Ordinary Resolution).*
3. To approve the Directors' Remuneration Policy *(Ordinary Resolution).*
4. To re-elect Robert Reid as a Director *(Ordinary Resolution).*
5. To re-elect Christopher Harris as a Director *(Ordinary Resolution).*
6. To re-appoint Grant Thornton UK LLP as auditor and authorise the Directors to agree their remuneration *(Ordinary Resolution).*

Special Business

7. That the Company be and is hereby authorised in accordance with S701 of the Companies Act 2006 (the "Act") to make one or more market purchases (as defined in S693(4) of the Act) of Ordinary shares and B shares of 1 pence each in the Company provided that:
   (i) the maximum aggregate number of Ordinary shares and B shares authorised to be purchased is an amount equal to 10% of the issued capital as at the date hereof;
   (ii) the minimum price which may be paid for an Ordinary share or a B share is 1 pence; and
   (iii) the maximum price, exclusive of expenses, that may be paid for an Ordinary share or a B share shall not be more than 105% of the average of the middle market prices for the Ordinary shares or B shares as derived from the Daily Official List of the UK Listing Authority for the five business days immediately preceding the day on which the Ordinary share or B share is purchased.

   This authority shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months following the date of the passing of this Resolution, whichever is the first to occur (unless previously renewed, varied or revoked by the Company in general meeting), provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired *(Special Resolution).*

8. That in addition to existing authorities, the Directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot and issue shares in the capital of 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 £30,200, provided that the authority conferred by this Resolution 8 shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2015 (unless renewed, varied or revoked by the Company in a general meeting) but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry *(Special Resolution).*

9. That the Directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority given pursuant to Resolution 8, as if Section 561(1) of the CA 2006 did not apply to such allotment, provided that the power provided by this Resolution 9 shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2015 (unless renewed, varied or revoked by the Company in general meeting) *(Special Resolution).*

By Order of the Board

SIR JOHN LUCAS-TOOTH
Director

Registered Office:
4-5 Grosvenor Place, London, SW1X 7HJ

29 May 2014

NOTES:

(i) A member entitled to vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his or her behalf. A proxy need not be a member of the Company.

(ii) A form of proxy is enclosed. To be effective, the instrument appointing a proxy (together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority) must be deposited at or posted to the office of the registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, so as to be received not less than 48 hours before the time fixed for the Meeting. Completion and return of the form of proxy will not preclude a member from attending or voting at the Meeting in person if he or she so wishes.

(iii) Members who hold their shares in uncertificated form must be entered in the Company's register of Members 48 hours before the Meeting to be entitled to attend or vote at the Meeting. Such shareholders may only cast votes in respect of Ordinary Shares held by them at such time.

(iv) Copies of the service contracts of each of the Directors, the register of Directors' interests in shares of the Company kept in accordance with the Listing Rules and a copy of the Memorandum and Articles of Association of the Company, will be available for inspection at the registered offer of the Company during usual business hours on any week day (Saturdays. Sundays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.

Relating to the 2014 Annual General Meeting of TP5 VCT PLC

I/We _____

BLOCK CAPITALS PLEASE – Name in which shares registered

of _____

hereby appointed _____

or failing him/her the Chairman of the meeting to be my/our proxy and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 12pm on Thursday 24 July 2014, notice of which was sent to shareholders with the Directors' Report and the Accounts for the period ended 31 March 2014, and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolutions set out in the notice of meeting:

Resolution number	For	Against	Witheld
1. To receive, consider and adopt the Report of the Directors and the Financial Statements for the year ended 31 March 2014.			
2. To approve the Directors' Remuneration Report for the year ended 31 March 2014.			
3. To approve the Directors' Remuneration Policy.			
4. To re-elect Robert Reid as a Director.			
5. To re-elect Christopher Harris as a Director.			
6. To re-appoint Grant Thornton UK LLP as auditor and authorise the Directors to agree their remuneration.			
7. To authorise the Directors to make market purchases of the Company's own shares (Special Resolution).			
8. To authorise the Directors to allot and issue shares in the capital of the Company (Special Resolution).			
9. To disapply pre-emption rights in relation to the issue of shares (Special Resolution).			

Signed: _____ Dated: _____ 2014

NOTES:

1 A member wishing to appoint a person other than the Chairman of the meeting as proxy should insert the name and address of such person in the space provided.
2. Use of the proxy form does not preclude a member from attending and voting in person.
3. Where this form of proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
4. If the proxy form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes.
5. To be valid, the proxy form must be received by Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 48 hours before the commencement of the meeting.

TP5 VCT PLC
4-5 Grosvenor Place
London SW1X 7HJ
United Kingdom
(Registered Office)

Company number: 6614532

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