TP70 2010 VCT PLC

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 29 FEBRUARY 2012

TP70 2010

TriplePoint

Company No: 7039066

CONTENTS

REPORT OF THE DIRECTORS – FINANCIAL SUMMARY

	Year ended 29-Feb-12 £'000	Period ended 28-Feb-11 £'000
Net assets	7,532	8,077
Net asset value per share	86.12p	92.35p
Net loss before tax	(545)	(235)
Loss per share	(6.24p)	(4.68p)

For a £1 investment per share investors, with a sufficient income tax liability in the relevant year, have already received 30p tax relief which, taken together with the current NAV of 86.12p, totals 116.12p.

TP70 2010 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 October 2009 and raised £8.3 million (net of expenses), through an offer for subscription which closed on 31 May 2010.

The Directors' Report on pages 11 to 16 and the Directors' Remuneration Report on pages 17 to 18 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 TP70 2010 VCT plc.

The Directors submit to the members their Annual Report and Financial Statements for the Group for the year ended 29 February 2012 and comparatives for the 16 month period ended 28 February 2011. The Report of the Directors includes the Consolidated Financial Summary, Chairman's Statement, Details of Advisers, Shareholder Information, Directors' Report, Directors' Remuneration Report and the Corporate Governance Statement.

REPORT OF THE DIRECTORS – CHAIRMAN'S STATEMENT

I am writing to present the Financial Statements for TP70 2010 VCT plc ("the Company") for the year ended 29 February 2012.

RESULTS

We are pleased to announce that following the year end in March the Company secured its VCT qualifying status by satisfying the test of being 70% invested in VCT qualifying investments, which at the year end represented 50% of net assets and by April had risen to 76%. The Board is pleased that its investment portfolio has been constructed a year ahead of the target date for its investment strategy.

In selecting its qualifying investments the Company has been able to take advantage of a number of attractive investment opportunities. These include renewable electricity generated from roof mounted solar photovoltaic panels (investments which will benefit from long-term, index linked revenues) and cinema digitisation yielding high quality, predictable cash flows.

More information on the Company's investment portfolio is given in the Investment Manager's Review.

Over the year the Company made a loss of £545,000 or 6.24p per share of which £327,000 was attributable to the performance of the GAM portfolio. As at 29 February 2012 the NAV per share stood at 86.12p.

BOARD COMPOSITION

The Board regularly reviews the independence of its members and as a result of their review a decision was taken that the TPIM appointee should be replaced by a director who is independent of TPIM. Therefore Chris Tottle resigned as a Director and Professor Elroy Dimson was appointed on 27 April 2011. Details of Elroy's curriculum vitae appear on page 3. We are delighted to welcome someone of Elroy's expertise and experience to the Board.

RISKS

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

- investment risk associated with exposure to GAM;
- investment risk associated with VCT qualifying investments; and
- failure to maintain approval as a VCT.

The Board believes these risks are manageable and, with the Investment Manager, continues to work to minimise either the likelihood or potential impact of these risks, within the scope of the Company's established investment strategy. Further details of how these risks are managed are detailed within the Directors' Report.

OUTLOOK

Despite the unpredictability of the short-term economic prospects, having secured its VCT qualifying portfolio and status, the Board is confident in its outlook and believes the Company is well placed to deliver returns to shareholders over the longer term.

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

CHARLES METCALFE
Chairman
16 May 2012

REPORT OF THE DIRECTORS – DETAILS OF DIRECTORS

Charles Metcalfe

Charles started his career at JPMorgan, first within the commodities area and then emerging markets corporate finance. After nine years he moved to investment management, first at Merrill Lynch and later Goldman Sachs, focusing on institutional clients in Europe and the Middle East. After an entrepreneurial spell running a start up e-commerce investment firm, he was appointed as Deputy CEO of Hermes Investment Management and later became CEO of First State Investments, the Emerging Market specialist house. He is currently CEO of Nikko Asset Management Europe, an Asia focused investment business. Charlie is a Trustee to Leukaemia & Lymphoma Research and to the Kay Kendal Leukaemia Fund. He is also an adviser to Auden Capital, a boutique corporate finance firm within the investment industry.

Simon Acland

Simon has over twenty years' experience in venture capital, primarily at Quester, where he became Managing Director. When Quester was sold in 2007 it had £200m under management and was one of the leading UK venture capital and VCT investment managers. Simon was a director of over 20 companies within Quester's portfolio, several of which achieved successful exits through flotation or trade sales. Simon is also a director of TP70 2008 (I) VCT plc, TP12 (I) VCT plc, Elektron Technology plc and various other private companies and charities.

Professor Elroy Dimson

Elroy is Leverhulme Emeritus Fellow at London Business School, Visiting Professor at Cambridge Judge Business School, and Chairman of the Strategy Council for the Norwegian Government Pension Fund. He previously served London Business School as Professor of Finance, Faculty Governor, Chair of the Finance and of the Accounting areas, and Dean of MBA Programmes. He has held a variety of board and investment committee positions in listed investment companies, pension funds, and charitable endowments.

REPORT OF THE DIRECTORS – DETAILS OF ADVISERS

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

Registered Number
7039066

Investment Manager and Administrator
Triple Point Investment Management LLP
4-5 Grosvenor Place
London
SW1X 7HJ

Independent Auditor
Grant Thornton UK LLP
3140 Rowan Place
John Smith Drive
Oxford Business Park South
Oxford
OX4 2WB

Solicitors
Howard Kennedy
19 Cavendish Square
London
W1A 2AW

Registrars
Neville Registars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3DA

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PriceWaterhouseCoopers
1 Embankment Place
London
WC2N 6RN

Bankers
The Royal Bank of Scotland PLC
54 Lime Street
London
EC3M 7NQ

REPORT OF THE DIRECTORS – SHAREHOLDER INFORMATION

THE COMPANY

TP70 2010 VCT plc is a Venture Capital Trust. The Investment Manager is Triple Point Investment Management LLP ("TPIM"). The Company was incorporated on 13 October 2009. A Prospectus offering for subscription up to 50,000,000 Ordinary Shares of £1 each was issued on 2 February 2010. The offer closed on 31 May 2010 with £8.3m having been raised after initial costs.

The Company's strategy is to offer combined exposure to a GAM managed portfolio of hedge funds and to venture capital investments focused on companies with contractual revenues from financially secure counterparties. After the implementation of the change in investment strategy in October 2010 up to 49% of the Company's NAV was to be exposed to GAM funds and the balance was to be in cash and cash based funds. By the end of the third year it was intended that at least 70% of the fund would be committed to VCT qualifying holdings with up to 30% remaining exposed to GAM funds.

VENTURE CAPITAL TRUSTS

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 has been provisionally approved as a VCT by Her Majesty's Revenue and Customs ("HMRC"). In order to maintain its 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 has now been achieved. A "qualifying holding" consists of up to £1 million invested in any one year in new shares or securities in an unquoted company (including companies listed on AIM) which is carrying on a qualifying trade and whose gross assets do not exceed £7 million.

FINANCIAL CALENDAR

The Company's financial calendar is as follows:

12 July 2012	Annual General Meeting
October 2012	Interim report for the six months ending 31 August 2012 despatched
June 2013	Results for the year to 28 February 2013 announced; Annual Report and Financial Statements published.

SHARE PRICE

There have been no trades in the Company's shares to date. We will be asking shareholders at the Annual General Meeting to give the Board power to purchase shares in the market for cancellation. The Company has introduced a share buy-back facility, committing to buy back shares at no more than a 10% discount to the prevailing NAV.

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.

INVESTMENT MANAGER'S REVIEW

Over the year the Company reduced its exposure to GAM funds in order to fund construction of its portfolio of VCT qualifying holdings, in line with its investment strategy.

We are pleased to report that during the year the Company made substantial progress in building its portfolio of VCT qualifying investments, investing £3.8million, so that as at 29 February 2012 qualifying investments represented 50% of net assets. Following the year end a further £2.3 million was invested increasing the size of the VCT qualifying portfolio to 75% of net assets. This means that the Company has satisfied the requirement of being 70% invested in qualifying investments a year ahead of its target date.

The portfolio of qualifying investments is split between 14 companies across cinema digitisation and electricity generation from solar PV, anaerobic digestion and landfill gas.

Each of these investments meets Triple Point's investment criteria, with projected revenue generated by good quality customers and the potential for attractive returns. Investments in each sector have been made with the benefit of rigorous selection criteria, including extensive due diligence and expert technical assessment.

INVESTMENT PROGRAMME SUMMARY

The table below summarises the sector split and investment level in the portfolio.

	Cinema Digitisation	Solar PV	Anaerobic Digestion	Landfill Gas	Total Qualifying Investments
	£'000	*£'000*	*£'000*	*£'000*	*£'000*
Investments at 1 March 2011	-	-	-	-	-
Investments made during the year	-	3,300	500	-	3,800
Investments at 29 February 2012	-	3,300	500	-	3,800
Investments made since 29 February 2012	1,000	-	725	640	2,365
Investments disposed of since 29 February 2012	-	-	(500)	-	(500)
Investments at the date of this report	1,000	3,300	725	640	5,665

INVESTMENT MANAGER'S REVIEW *(continued)*

VCT INVESTMENT PORTFOLIO

Anaerobic Digestion

The Company has invested in two companies pursuing opportunities in the generation of electricity from Anaerobic Digestion (AD). AD is the production of biogas through the biological treatment of organic materials using naturally occurring organisms. The businesses in which the Company has invested are engaged in farm-based AD. The process takes place inside sealed tanks and principally produces methane which is burned to generate electricity, which is then sold to utility companies via a National Grid connection, or to businesses located close to the generator. Income will be derived from the production and sale of electricity which will attract Feed-in Tariffs (FITs). The technology used in AD is tried and tested and, the equipment is supplied by one of Europe's leading technology suppliers, Envitech.

Cinema Digitisation

Since the year end the Company has invested in a company that deploys, maintains and operates digital equipment in cinemas in the UK and Continental Europe. The digitisation of cinema projection equipment has enabled significant industry wide print and distribution cost savings and has enhanced box office receipts through 3D technology. 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. The majority of the revenues are paid by the six major investment grade Hollywood Studios.

Landfill Gas

Two investments were made after the year end in companies pursuing the generation of electricity from landfill gas in Northern Ireland. The technology used to recover landfill gas is highly efficient and well-established. Landfill gas is recovered by drilling a series of wells into the waste in a grid pattern across a site.

The gas then powers electricity generators and the electricity is exported to the grid. The companies' revenues are derived from the generation of electricity supported by the Renewable Obligation incentive.

Solar PV

The Company has invested in 10 companies that own solar PV panels which are installed on residential properties. These were all installed and generating electricity before 12 December 2011, so they are in receipt of the higher Feed-in Tariffs (FITs) applicable to installations made before that date. These tariffs are index-linked and have been set for 25 years, providing the companies with a long term, predictable cash flow. The combined generation capacity of the companies is 3.4GWh per annum.

GAM

Following the adoption of the revised investment strategy in October 2010 for the GAM funds, funds were deployed as follows:

- £1.25 million investment in GAM Trading II GBP 1.25XL;
- a £1.52 million investment into two GAM funds, the Multi Focused Macro Fund and the Multi Systematic Trading Fund; and
- £1.23 million investment in a 2.5 x leveraged note in respect of GAM Trading II GBP Open provided by Exane Derivatives, a subsidiary of Credit Agricole (S&P A-, Moody's A3).

The investments in the Multi Focused Macro Fund and the Multi Systematic Trading Fund were sold during the year to enable qualifying investments to be made. At the year end the net exposure to GAM funds was 30% with a gross exposure of 55%. On 7 March 2012 £550,000 of the investment in GAM Trading II GBP 1.25XL was redeemed in order to fund further VCT qualifying investments.

GAM report that 2011 was a challenging year for GAM Trading II. GAM Trading II fell by 3.4% for the period from 29 February 2011to31 December 2011, although this outperformed the HFRI/HFRX Global Hedge Fund index which fell 10.0% in sterling terms. GAM acknowledge that while disappointing, 2011 falls within their range of short-term performance expectations and believe that the adjustments made in the portfolio over the year will help achieve returns more consistent with its longer-term track record.

GAM state that although the portfolio as a whole experienced modest losses. Specialised managers tended to outperform larger managers, as they were able to find market or sector-specific opportunities, and managers with a longer time horizon, such as systematic trend strategies, fared better as they held positions in a size appropriate to withstand market volatility.

GAM have summarised that there is no doubt the year ended 29 February 2012 has been challenging. While the current environment is difficult, they have adjusted the portfolio through strategy allocation and manager selection to increase their weighting to those managers they expect to outperform in an uncertain environment. These adjustments will help managers weather the existing uncertainty, with the expectation that they will increase risk when markets present more persistent trends. GAM believe these factors will allow GAM Trading II to deliver a performance consistent with its longer-term track record.

Outlook

With the VCT qualifying portfolio now in place, our focus turns to portfolio management, and we are confident that the Company is well positioned to benefit from the business's performance. We will also continue to monitor the performance of its investments with GAM.

CLAIRE AINSWORTH
Managing Partner
for Triple Point Investment Management LLP
16 May 2012

REPORT OF THE DIRECTORS – INVESTMENT PORTFOLIO

	29 February 2012				28 February 2011			
	Cost		Valuation		Cost		Valuation	
	£'000	%	£'000	%	£'000	%	£'000	%
Qualifying holdings	3,800	49.24	3,800	50.32	-	-	-	-
Non-qualifying holdings								
Money Market funds	900	11.67	900	11.91	-	-	-	-
GAM Exposure								
GAM Trading II GBP 1.25XL	1,238	16.03	1,265	16.75	1,238	15.29	1,307	16.11
GAM Multi-Focused Macro SP USD Open	-	-	-	-	1,200	14.82	1,157	14.26
GAM Multi-Systematic Trading USD Open	-	-	-	-	320	3.95	325	4.00
Derivative	1,230	15.93	1,032	13.67	1,230	15.19	1,216	14.98
Financial Assets at fair value through profit or loss	7,168	92.87	6,997	92.65	3,988	49.25	4,005	49.35
Cash and cash equivalents	554	7.13	554	7.35	4,110	50.75	4,110	50.65
	7,722	100.00	7,551	100.00	8,098	100.00	8,115	100.00
Qualifying Holdings (all Unquoted)								
Electricity generation – Solar								
AH Power Ltd	400	5.18	400	5.30	-	-	-	-
Arraze Ltd	500	6.48	500	6.62	-	-	-	-
Bandspace Ltd	500	6.48	500	6.62	-	-	-	-
Bridge Power Ltd	250	3.24	250	3.31	-	-	-	-
Core Generation Ltd	250	3.24	250	3.31	-	-	-	-
Druman Green Ltd	250	3.24	250	3.31	-	-	-	-
Fellman Solar Ltd	250	3.24	250	3.31	-	-	-	-
Haul Power Ltd	250	3.24	250	3.31	-	-	-	-
Helioflair Ltd	400	5.18	400	5.30	-	-	-	-
Trym Power Ltd	250	3.24	250	3.31	-	-	-	-
Anaerobic Digestion								
Nanuq Power Ltd	500	6.48	500	6.62	-	-	-	-
	3,800	49.24	3,800	50.32	-	-	-	-
Non-qualifying Holdings								
Money Market Funds								
Deutsche Global Liquidity Managed Sterling Fund	300	3.89	300	3.97				
Ignis Sterling Liquidity Fund Share	300	3.89	300	3.97				
Insight GBP Liquidity Fund	300	3.89	300	3.97				
	900	11.67	900	11.91	-	-	-	-

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.

REPORT OF THE DIRECTORS – INVESTMENT PORTFOLIO ADDITIONAL INFORMATION

		29 February 2012			Investee Company Financial Statements				
					Ending in 2011**				
	Initial Investment Date	Income recognised by TP70 2010 VCT plc for the year	Equity held by TP70 2010 VCT plc*	Equity held by all funds managed by TPIM	Turnover	Profit/ loss before interest and tax	Profit/ loss before tax	Net assets before VCT loans	Net assets
		£'000	%	%	£'000	£'000	£'000	£'000	£'000
Nanuq Power Ltd	30-Mar-11	2	24.75	98.01			n/a		
AH Power Ltd	05-Dec-11	3	19.61	98.05			n/a		
Arraze Ltd	30-Mar-11	6	24.75	98.01			n/a		
Bandspace Ltd	30-Mar-11	6	24.75	98.01			n/a		
Bridge Power Ltd	04-Apr-11	3	12.25	98.00			n/a		
Core Generation Ltd	04-Apr-11	3	12.25	98.00			n/a		
Druman Green Ltd	14-Nov-11	3	12.25	98.03			n/a		
Fellman Solar Ltd	14-Nov-11	2	12.25	98.03			n/a		
Haul Power Ltd	04-Apr-11	3	12.25	98.00			n/a		
Helioflair Ltd	05-Dec-11	3	27.78	97.23			n/a		
Trym PowerLtd	04-Apr-11	3	12.25	98.00			n/a		

The basis of valuation for all investments is the transaction price. Financial assets are measured at fair value.
* The Equity held by the VCT is equal to their voting rights.
** Companies that were not incorporated until 2011 will not produce financial statements until accounting dates ending no earlier than in 2012.

REPORT OF THE DIRECTORS – DIRECTORS' REPORT

The Directors present their Report and the audited Financial Statements for the year ended 29 February 2012.

The business review below has been prepared in accordance with the requirements of Section 417 of the Companies Act 2006 and forms part of the Report of the Directors to shareholders. The Company's independent auditor is required by law to report on whether the information given in the Directors' Report (including the business review) is consistent with the Financial Statements. The auditor's opinion is given on pages 23 to 24.

ACTIVITIES AND STATUS

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

The Directors are required by S417 of the Companies Act 2006 to provide a review of the business. The business review is set out below to which should be included the Chairman's Statement on pages 1 to 2 and Investment Manager's Review on pages 6 to 7.

As noted on page 5, the Company has been provisionally approved as a Venture Capital Trust by HMRC. The Directors have managed the affairs of the Company with the intention of maintaining its status as an approved Venture Capital Trust for the purposes of S274 of the Income Tax Act 2007. In the opinion of the Directors, the Company has conducted its affairs so as to enable it to continue to obtain such approval. 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.

There have been no significant post balance sheet events other than the VCT qualifying investments detailed in note 22.

BUSINESS REVIEW AND KEY PERFORMANCE INDICATORS

The Board has a number of performance measures to assess the Company's success in meeting its objectives. These include the net asset value, revenue and capital return, dividend per share and the percentage of VCT qualifying investments. Further details are provided within the Financial Summary and Chairman's Statement on page 1 and the Investment Manager's Review on page 6. The Board is pleased to report that the Company has now satisfied all the VCT qualifying conditions laid down by HM Revenue & Customs.

The Board carries out a regular review of the environment in which the Company operates. The main areas of risk identified by the Board, along with the risks to which the Company is exposed through its operational and investing activities, are detailed on page 13 under the heading "Financial Risk Management Objectives and Policies" and in note 18, "Financial Instruments and Risk Management"

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. The Board believes that it is in the interests of shareholders as a whole, and of the Company, to continue the appointment of the Investment Manager for the forthcoming year. There are no other contracts deemed to be essential to the business of the Company.

INVESTMENT POLICY

To comply with VCT rules, the Company must within a three year period have (and subsequently maintain) at least 70% by value of its investments represented by qualifying investments. It was the Company's objective to invest at least 70% of the net proceeds of the Offers in qualifying investments, typically in investments ranging between £500,000 and £2,000,000, in less than three years. Prior to investment in qualifying investments, approximately 70% of the value of its investments were held in cash, liquid investments and investments similar to the qualifying investments. No single investment by the Company will represent more than 15% by value of the Company's investments at the time of the investment.

Qualifying Investments:
TPIM pursues investments in a range of businesses but those targeted are subject to the specific investment criteria discussed below. The objective is to build a reasonably diversified portfolio of young, unquoted

REPORT OF THE DIRECTORS – DIRECTORS' REPORT *(continued)*

companies which are cash generative and, therefore, capable of producing income and capital repayments to the Company prior to their disposal by the Company.

Although invested in diverse businesses, TP70 2010's portfolio comprises companies with certain characteristics, for example clear, commercial and financial objectives, strong customer relationships and where possible tangible assets with value. TPIM focused on identifying businesses typically with contractual revenues from financially sound counterparties or a stream of predictable transactions with multiple clients. Businesses with assets providing valuable security were also considered. The objective is to reduce the risk of losses through reliability of cash flow or quality of asset backing and to provide Investors with a potentially attractive income stream and modest but accessible capital growth.

Non Qualifying Investments:
Prior to the three year period after which the Company may have no more than 30% of the net proceeds of the Offers in non qualifying investments, the Company will invest up to 49% of the Net Asset Value in a portfolio comprising directly or indirectly, GAM Trading 1.25xl GBP, GAM Multi-Focused Macro SP USD Open, GAM Multi-Systematic Trading USD Open and a derivative in respect of GAM Trading II GBP Open with 2.5 times leverage (the "Index"). The Index, through its components, provides exposure similar to that of GAM Trading II Inc.'s fund of hedge funds, GAM Trading II-GBP Open, leveraged one and a half times with the objective of providing capital appreciation with diversification of risk.

The non qualifying investments not invested in the above portfolio consist of cash and liquid investments.

The Directors intend to return cash raised from exits promptly to shareholders, who will be given the opportunity to vote for the Company's discontinuation after six years.

TPIM aimed to achieve the Company's objectives (relatively low risk of capital loss, low correlation to traditional asset classes and a rapid exit after five years) in part by investing on the basis of certain conservative principles in both fund of hedge funds and venture capital investments:

Fund of hedge funds ("non-qualifying" investments under the tax rules applying to VCTs)

- In appointing GAM as its sub-advisor to select funds of hedge funds, TPIM selected one of the acknowledged leaders in the fund of hedge fund management industry.

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 into target investments;
- investments in which there is a high level of access to regular material financial and other information;
- investments in which the risk of capital 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.

DIRECTORS

The Directors of the Company during the year were:

Charles Metcalfe (Chairman)
Simon Acland
Chris Tottle (resigned 27 April 2011)
Elroy Dimson (appointed 27 April 2011)

At 29 February 2012 Charles Metcalfe held 100,000 ordinary shares of 1p each (2011: 100,000) and Chris Tottle held 3,075 (2011: 3,075). There have been no changes in the holdings of the Directors between 29 February 2012 and the date of this report.

The Board regularly reviews the independence of its members and as a result of their review a decision was taken that the TPIM appointee should be replaced by a director who is independent of TPIM. Therefore Chris Tottle resigned as a Director and Elroy Dimson was appointed on 27 April 2011.

Simon Acland being a Director of two other TPIM advised VCT's is not considered independent, will retire and offer himself for re-election at the Annual General Meeting to be held on 12 July 2012.

The Board has considered the provisions of the UK Corporate Governance Code (June

REPORT OF THE DIRECTORS – DIRECTORS' REPORT *(continued)*

2010) and believes that all the Directors continue to be effective and demonstrate commitment to their roles, the Board and the Company. They therefore recommend them for re-election at the forthcoming Annual General Meeting.

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 the Company.

POLICY ON PAYMENT OF PAYABLES

The Company's payment policy for the forthcoming financial year is to agree terms of payment before business is transacted and to settle accounts in accordance with those terms. The Company does not follow any code or standard with regard to supplier payment practice. There were no overdue trade payables at 29 February 2012.

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 6 to the Financial Statements.

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).

ANNUAL GENERAL MEETING

Notice convening the 2012 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.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

As a Venture Capital Trust 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.

The Board carries out a regular review of the environment in which the Company operates. The main areas of risk identified by the Board are as follows:

Investment risk: the Company's VCT qualifying investments will be held in small and medium-sized unquoted investments 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 attaching 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 wide spread of holdings in terms of financing, industry sector and geographical location. The Board reviews the investment portfolio with the Investment Manager on a regular basis.

The performance of the Company's underlying investment portfolio will be influenced by a combination of economic growth, interest rates, the number of trade and private equity buyers and the level of merger and acquisition activity. All of these factors have an impact on the Company's ability to invest and on its ability to exit from its portfolios and on the levels of profitability achieved on exit.

The Company has an investment in a leveraged note issued by Exane which, after leverage delivers exposure to GAM Trading. This exposure is subject to market fluctuations affecting the underlying hedge fund investments. In turn the effect of such fluctuations is magnified by the leverage in the note. The Company through its subsidiary holding, Starshell Limited, also has a direct holding in GAM Trading 1.25XL, which carries the equivalent risks.

REPORT OF THE DIRECTORS – DIRECTORS' REPORT *(continued)*

Credit risk: Financial Instrument risks are described in note 18.

Financial risk: as most of the Company's investments involve a medium to long-term commitment and are relatively illiquid, the Directors consider that it is inappropriate to finance the Company's activities through borrowing. Accordingly, they seek to maintain a proportion of the Company's assets in cash or cash equivalents in order to be in a position to take advantage of new unquoted investment opportunities as they arise.

Foreign currency risk: Currency risk is detailed in note 18.

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 adequate accounting records are maintained.

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.

Environmental, social and employee issues: due to the nature of the Company's activities, employee issues do not apply to it directly and therefore no disclosures in respect of these matters have been included in the Financial Statements. Its investment in companies engaged in energy generation from renewable sources means it will contribute to the reduction in carbon emissions.

SHARE CAPITAL, RIGHTS ATTACHING TO THE SHARES AND RESTRICTIONS ON VOTING AND TRANSFER

The Company's share capital is £600,000 divided into 60,000,000 shares of 1p each, of which 8,746,340 shares were in issue at 29 February 2012. 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 to receive out of profits available for distribution 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, on a return of assets on a liquidation, reduction of capital or otherwise, to share in the surplus assets of the Company remaining after payment of its liabilities pari passu with other holders of ordinary shares; 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

REPORT OF THE DIRECTORS – DIRECTORS' REPORT *(continued)*

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.

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 991 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 expiration 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

REPORT OF THE DIRECTORS – DIRECTORS' REPORT *(continued)*

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 at the forthcoming Annual General Meeting.

On behalf of the Board.

CHARLES METCALFE
Chairman
16 May 2012

REPORT OF THE DIRECTORS – DIRECTORS' REMUNERATION REPORT

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 29 February 2012. The information included in this report is not subject to audit except where specified. This report also meets the relevant rules of the Listing Rules of the Financial Services Authority and describes how the Board has applied the principles relating to Directors' remuneration.

CONSIDERATION BY THE DIRECTORS OF MATTERS RELATING TO DIRECTORS' REMUNERATION

The Board as a whole considers Directors' remuneration and has not appointed a separate committee in this respect. The Board has not sought advice or services from any person in respect of its consideration of Directors' remuneration during the year.

STATEMENT OF THE COMPANY'S POLICY ON DIRECTORS' REMUNERATION

The Board consists entirely of Non-Executive Directors, who meet at least four times a year and on other occasions as necessary to deal with the Company's affairs. Directors are appointed with the expectation that they will serve for a period of three years. Directors' appointments are reviewed formally every three years thereafter by the Board as a whole.

Each Director has a service contract. Each Director has a notice period of three months and a Director may resign by notice in writing to the Board at any time. None of the Directors is entitled to compensation payable upon early termination of their contract other than in respect of any unexpired notice period.

The information in this table is audited:

	Date of Contract	Unexpired term of contract at 29 February 2012	Annual rate of directors' fees	Emoluments for the year ended 29 February 2012	Emoluments for the period ended 28 February 2011
			£	£	
Charles Metcalfe, Chairman	02-Feb-10	N/A	15,000	15,000	17,315
Simon Acland	02-Feb-10	N/A	12,500	12,500	14,429
Prof. Elroy Dimson	27-Apr-11	2 months	12,500	10,530	-
Chris Tottle	06-Sep-10	N/A	12,500	1,970	6,079
David Dick	02-Feb-10	N/A	12,500	-	8,351
				40,000	46,174
Employer's NI contributions				2,377	3,279
				42,377	49,453

REPORT OF THE DIRECTORS – DIRECTORS' REMUNERATION REPORT *(continued)*

STATEMENT OF THE COMPANY'S POLICY ON DIRECTORS' REMUNERATION *(continued)*

The Company's policy is that the fees payable to the Directors should reflect the time spent by the Board on the Company's affairs and the responsibilities borne by the Directors and should be sufficient to enable candidates of high calibre to be recruited.

The Company's policy is for the Directors to be remunerated in the form of fees, payable quarterly in arrears, to the Directors personally. The fees are not specifically related to the Directors' performance, either individually or collectively. There are no long-term incentive schemes, share option schemes or pension schemes in place. No other remuneration or compensation was paid or payable by the Company during the year to any of the current Directors.

Insurance cover has been provided by the Company to indemnify the Directors against certain liabilities which may be incurred by the Directors in relation to the Company.

REMUNERATION COMMITTEE

Since the Board consists solely of Non-Executive Directors, a Remuneration Committee is not considered necessary.

SHARE DEALINGS

There have been no trades in the Company's shares to date. Therefore, no performance graph comparing the share price of the Company for the year ended 29 February 2012 with the total return from a notional investment in the FTSE All-Share index for the same year 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 to mean that the graph would be meaningful to shareholders.

On behalf of the Board

CHARLES METCALFE
Chairman
16 May 2012

REPORT OF THE DIRECTORS – CORPORATE GOVERNANCE

The Board of TP70 2010 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 (June 2010), 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 (June 2010)), will provide better information 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 (June 2010), 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 Board regularly reviews the independence of its members and as a result of their review a decision was taken that the TPIM appointee should be replaced by a director who is independent of TPIM. Therefore Chris Tottle resigned as a Director and Elroy Dimson was appointed on 27 April 2011. The Directors who own shares in the Company are considered independent under the Listing Rules.

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 3 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 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.

There is a formal, rigorous and transparent procedure for the appointment of new directors to the board. The search for board candidates is conducted, and appointments made, on merit, against objective criteria 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 meet 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 the appropriate dividend and any 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.

REPORT OF THE DIRECTORS – CORPORATE GOVERNANCE *(continued)*

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 through the Chairman 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. Directors may also take independent professional advice at the Company's expense where necessary in the performance of their duties. 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 (June 2010) that all Directors are required to submit themselves for re-election at least every three years.

During the year covered by these financial statements the following meetings were held:

Directors present	4 Full Board Meetings	2 Audit Committee Meetings
Charles Metcalfe, Chairman	3 (of 4)	1 (of 2)
Simon Acland	4	2
Chris Tottle	1 (of 1)	1 (of 1)
Elroy Dimson	2 (of 3)	1 (of 1)

AUDIT COMMITTEE

The Board has appointed an Audit Committee of which Charles Metcalfe 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 auditors of the Company, seeking to balance objectivity and value for money.

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 relating to the Company's financial performance;
- 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.

REPORT OF THE DIRECTORS – CORPORATE GOVERNANCE *(continued)*

AUDIT COMMITTEE (*continued*)

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 are independent and 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 (June 2010) 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 it was would recommend this to the Board.

In respect of the year ended 29 February 2012, the Audit Committee discharged its responsibilities by:

- reviewing and approving the external auditor's terms of engagement and remuneration;
- 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; and
- reviewing the appropriateness of the Company's accounting policies.

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 all of 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 once a year.

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

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 other VCTs managed by the Investment Manager. The Audit Partner has access to the Directors of the VCT. The Investment Manager's procedures are subject to internal compliance checks.

RISK MANAGEMENT

TPIM carries out management of liquid funds in accordance with the policy guidelines laid down and regularly reviewed by the Board. The Board carries out a regular review of the risk environment in which the Company operates. The particular risks they have identified are detailed in the Directors' Report on page 13.

REPORT OF THE DIRECTORS – CORPORATE GOVERNANCE *(continued)*

GOING CONCERN

After making the necessary enquiries, the Directors confirm that they are satisfied that the Company has adequate resources to continue in business for the foreseeable future. The Board receives regular reports from the Manager and the Directors believe that, as no material uncertainties leading to significant doubt about going concern have been identified, it is appropriate to continue to apply the going concern basis in preparing the Financial Statements. There are no borrowings or banking facilities in place nor are they anticipated to be required in future.

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. Proxy voting figures for each resolution will be announced at the Annual General Meeting. 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 (June 2010) throughout the accounting period. With the exception of the limited items outlined below, the Directors consider that the Company has complied throughout the year under review with the provisions set out in UK Corporate Governance Code (June 2010).

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, 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 (A4.1).
4. The Company regularly 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 (C3 .5).
5. As all the Directors are non-executive, it is not considered appropriate to appoint a Nomination or Remuneration Committee (D.2.1 and B.2.1).
6. A smaller company should have at least two independent non-executive directors. The Board regularly reviews the independence of its members and as a result of their review a decision was taken that the TPIM appointee should be replaced by a director who is independent of TPIM. (A.4)

On behalf of the Board

CHARLES METCALFE
Chairman
16 May 2012

REPORT OF THE DIRECTORS – DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for preparing the Report of the Directors 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 to prepare the Group Financial Statements and have elected to prepare the Company Financial Statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and profit or loss of the Group for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs 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 comply with the Companies Act 2006 and Article 4 of the IAS Regulation. 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.

In 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 to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The Group'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 the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Directors' report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

CHARLES METCALFE
Chairman
16 May 2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TP70 2010 VCT PLC

We have audited the financial statements of TP70 2010 VCT plc for the year ended 29 February 2012 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Balance Sheets, the Consolidated and Parent Company Statement of Changes in Shareholders' Equity, the Consolidated and Parent Company 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 and, as regards the Parent Company Financial Statements, as applied in accordance with the provisions of the Companies Act 2006.

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' Responsibilities 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 (APB'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 APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on Financial Statements

In our opinion:

- the Financial Statements give a true and fair view of the state of the Group's and of the parent company's affairs as at 29 February 2012 and of the group's loss for the year then ended;
- the group Financial Statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company Financial Statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the group Financial Statements, Article 4 of the IAS Regulation.

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; and
- the information given in the Report of the Directors for the financial year for which the Financial Statements are prepared 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 Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company Financial Statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TP70 2010 VCT PLC *(continued)*

- 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

Under the Listing Rules, we are required to review:

- the Directors' statement set out on page 21, 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 (June 2010) specified for our review; and
- certain elements of the report to the shareholders by the Board on Directors' remuneration.

TRACEY JAMES
Senior Statutory Auditor for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants, Oxford
16 May 2012

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 29 FEBRUARY 2012

	Note	Year ended 29 February 2012			Period ended 28 February 2011		
		Revenue	Capital	Total	Revenue	Capital	Total
		£'000	£'000	£'000	£'000	£'000	£'000
Income							
Investment income	4	50	-	50	37	-	37
(Loss)/gain arising on the disposal of ivestments in the year	5	-	(139)	(139)	-	4	4
(Loss)/gain arising on the revaluation of investments at the year end	5	-	(188)	(188)	-	31	31
Investment return		50	(327)	(277)	37	35	72
Expenses							
Investment management fees	6	39	117	156	46	138	184
Financial and regulatory costs		20	-	20	22	-	22
General administration		22	-	22	16	-	16
Legal and professional fees	7	30	-	30	39	-	39
Directors' remuneration	8	40	-	40	46	-	46
Operating expenses		151	117	268	169	138	307
Loss before taxation		(101)	(444)	(545)	(132)	(103)	(235)
Taxation	9	-	-	-	-	-	-
Loss after taxation		(101)	(444)	(545)	(132)	(103)	(235)
Loss and total comprehensive loss for the year	(101)	(444)	(545)		(132)	(103)	(235)
Basic & diluted loss per share	10	(1.17p)	(5.07p)	(6.24p)	(2.42p)	(2.26p)	(4.68p)

The total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with International Financial Reporting Standards ("IFRS"). The supplementary revenue and capital columns are 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.

The loss for the year and the total comprehensive loss are attributable to the equity holders of the Parent Company.

The Company has taken advantage of S408 of the Companies Act 2006 not to publish its own Statement of Comprehensive Income in these Financial Statements. The Parent Company's loss for the year was £545,372.

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

The accompanying notes are an integral part of this statement.

BALANCE SHEETS – CONSOLIDATED AND PARENT COMPANY
AT 29 FEBRUARY 2012

		29 February 2012		28 February 2011	
		Group	Parent Company	Group	Parent Company
	Note	£'000	£'000	£'000	£'000
Non Current Assets					
Financial assets at fair value through profit or loss	11	6,997	6,976	4,005	3,995
		6,997	6,976	4,005	3,995
Current assets					
Receivables	12	43	56	32	31
Forward contracts	13	-	-	17	17
Cash and cash equivalents	14	554	554	4,110	4,108
		597	610	4,159	4,156
Total assets		7,594	7,586	8,164	8,151
Current liabilities					
Payables and accrued expenses	15	62	54	87	74
		62	54	87	74
Net assets		7,532	7,532	8,077	8,077
Equity attributable to equity holders					
Share capital	16	87	87	87	87
Share premium		-	-	8,225	8,225
Special distributable reserve		8,225	8,225	-	-
Capital reserve		(547)	(569)	(103)	(113)
Revenue reserve		(233)	(211)	(132)	(122)
Total equity		7,532	7,532	8,077	8,077
Net asset value per share (pence)	9	86.12p	86.12p	92.35p	92.35p

The statements were approved by the Directors and authorised for issue on 16 May 2012 and are signed on their behalf by:

CHARLES METCALFE
Chairman
16 May 2012

Company registration number 7039066

The accompanying notes are an integral part of this statement.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY – CONSOLIDATED AND PARENT COMPANY

FOR THE YEAR ENDED 29 FEBRUARY 2012

	Issued Capital	Share Premium	Special Distributable Reserve	Capital Reserve	Revenue Reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Year ended 29 February 2012						
Group						
Balance at 1 March 2011	87	8,225	-	(103)	(132)	8,077
Cancellation of share premium		(8,225)	8,225	-	-	-
Transactions with owners	-	(8,225)	8,225	-	-	-
Loss after tax	-	-	-	(444)	(101)	(545)
Total comprehensive loss for the year	-	-	-	(444)	(101)	(545)
Balance at 29 February 2012	87	-	8,225	(547)	(233)	7,532
Capital reserve consists of:						
Investment holding losses				(157)		
Other realised losses				(390)		
				(547)		
Parent Company						
Balance at 1 March 2011	87	8,225	-	(113)	(122)	8,077
Cancellation of share premium	-	(8,225)	8,225	-	-	-
Transactions with owners	-	(8,225)	8,225	-	-	-
Loss after tax	-	-	-	(456)	(89)	(545)
Total comprehensive loss for the year	-	-	-	(456)	(89)	(545)
Balance at 29 February 2012	87	-	8,225	(569)	(211)	7,532
Capital Reserve consists of:						
Investment holding losses				(266)		
Other realised losses				(303)		
				(569)		

The share premium represents the excess of the issue price net of issue costs over the par value of shares. Neither the share premium nor capital reserve are distributable. The capital reserve represents the gains/(losses) on holding investments and the proportion of Investment Management fees charged against capital. 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 CHANGES IN SHAREHOLDERS' EQUITY – CONSOLIDATED AND PARENT COMPANY *(continued)*

FOR THE YEAR ENDED 29 FEBRUARY 2012

	Issued Capital	Share Premium	Capital Reserve	Revenue Reserve	Total
	£'000	*£'000*	*£'000*	*£'000*	*£'000*
Period ended 28 February 2011					
Group					
Issue of share capital	87	8,659	-	-	8,746
Cost of issue of shares	-	(434)	-	-	(434)
Transactions with owners	87	8,225	-	-	8,312
Loss after tax	-	-	(103)	(132)	(235)
Total comprehensive loss for the year	-	-	(103)	(132)	(235)
Balance at 28 February 2011	87	8,225	(103)	(132)	8,077
Capital Reserve consists of:					
Investment holding gains/			31		
Realised losses			(134)		
			(103)		
Parent Company					
Issue of share capital	87	8,659	-	-	8,746
Cost of issue of shares	-	(434)	-	-	(434)
Transactions with owners	87	8,225	-	-	8,312
Loss after tax	-	-	(113)	(122)	(235)
Total comprehensive loss for the year	-	-	(113)	(122)	(235)
Balance at 28 February 2011	87	8,225	(113)	(122)	8,077
Capital Reserve consists of:					
Investment holding losses			(53)		
Realised losses			(60)		
			(113)		

The accompanying notes are an integral part of these statements.

STATEMENT OF CASH FLOWS – CONSOLIDATED AND PARENT COMPANY
FOR THE YEAR ENDED 29 FEBRUARY 2012

	Year ended 29 February 2012		Period ended 28 February 2011	
	Group	Parent Company	Group	Parent Company
	£'000	£'000	£'000	£'000
Cash flows from operating activities				
Loss before taxation	(545)	(545)	(235)	(235)
Loss/(gain) arising on the disposal of investments in the year	100	100	-	(73)
Loss/(gain) arising on the revaluation of investments at the year end	188	199	(31)	53
Cash absorbed by operations	(257)	(246)	(266)	(255)
Increase in receivables	(11)	(25)	(32)	(31)
Decrease/(increase) in forward contracts	17	17	(4)	(4)
(Decrease)/increase creditors	(25)	(20)	87	74
Net cash flows from operating activities	(276)	(274)	215)	(216)
Cash flow from investing activities				
Purchase of financial assets at fair value through profit or loss	(4,773)	(4,773)	(3,988)	(3,988)
Disposal proceeds of financial assets at fair value through profit or loss	1,493	1,493	-	-
Cash acquired on acquisition of subsidiary undertaking	-	-	1	-
Net cash flows from investing activities	(3,280)	(3,280)	(3,987)	(3,988)
Cash flows from financing activities				
Issue of shares	-	-	8,746	8,746
Cost of share issue	-	-	(434)	(434)
Net cash flows from financing activities	-	-	8,312	8,312
Net (decrease)/increase in cash and cash equivalents	(3,556)	(3,554)	4,110	4,108
Reconciliation of net cash flow to movements in cash and cash equivalents				
Cash and cash equivalents at 1 March 2011	4,110	4,108	-	-
Net (decrease)/increase in cash and cash equivalents	(3,556)	(3,554)	4,110	4,108
Cash and cash equivalents at 29 February 2012	554	554	4,110	4,108

The accompanying notes are an integral part of these statements.

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The consolidated Financial Statements of the Company for the year ended 29 February 2012 were authorised for issue in accordance with a resolution of the Directors on 16 May 2012.

The Company applied for listing on the London Stock Exchange on 1 April 2010.

TP70 2010 VCT plc is the Group's ultimate parent Company. It is incorporated and domiciled in Great Britain. The address of TP70 2010 VCT plc's registered office, which is also its principal place of business, is 4-5 Grosvenor Place, London, SW1X 7HJ.

TP70 2010 VCT plc's consolidated and Parent Company Financial Statements are presented in Pounds Sterling (£) which is also the functional currency of the Company, rounded to the nearest thousand.

The principal activity of the Company is investment. The Company's investment strategy is to offer combined exposure to GAM Trading strategy and venture capital investments focused on companies with contractual revenues from financially secure counterparties.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

After making the necessary enquiries, the Directors confirm that they are satisfied that the Company has adequate resources to continue in business for the foreseeable future. The Board receives regular reports from the Manager and the Directors believe that, as no material uncertainties leading to significant doubt about going concern have been identified, it is appropriate to continue to apply the going concern basis in preparing the Financial Statements. There are no borrowings or banking facilities in place nor are they anticipated to be required in future.

The consolidated Financial Statements of the Company and its subsidiary and the Financial Statements of the Company for the year ended 29 February 2012 have been prepared in accordance with International Financial Reporting Standards ("IFRS") adopted for use in the European Union. They therefore comply with the Articles of the EU IAS regulation and 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 Consolidated Financial Statements and the Company Financial Statements have been 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. Further details are provided in the "non-current asset investments" section below.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values 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 are assessed in conjunction with the overall valuation of unlisted financial investments as noted above.

The appropriateness of the allocation of management expenses between revenue and capital, which is based on the split of the long-term anticipated return between revenue and capital of net income, will impact on the value of distributable reserves.

The key judgements made by Directors are in the valuation of non-current assets. The

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

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 11.

These accounting policies have been applied consistently throughout the Company for the purposes of preparation of these consolidated 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 29 February 2012, and have not been applied in preparing these Financial Statements:

- IFRS 9 Financial Instruments (effective 1 January 2015)
- IFRS 13 Fair Value Measurement (effective 1 January 2013)
- Presentation of Items of Other Comprehensive Income - Amendments to IAS 1 (effective 1 July 2012)
- Disclosures - Offsetting Financial Assets and Financial Liabilities - Amendments to IFRS 7 (effective 1 January 2013)
- Offsetting Financial Assets and Financial Liabilities - Amendments to IAS 32 (effective 1 January 2014)
- Mandatory Effective Date and Transition Disclosures - Amendments to IFRS 9 and IFRS 7 (effective 1 January 2015)

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

Basis of Consolidation

The consolidated Financial Statements comprise the Financial Statements of the Group on the last day of February each year. The Financial Statements of the subsidiary are prepared to the same reporting year end as the Parent Company, using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions that are recognised in assets, are eliminated in full.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

There are no minority interests.

Presentation of the Consolidated 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. Prior to 6 April 2012 in accordance with the Company's status as a UK Investment Company under S833 of the Companies Act 2006, net capital returns could not be distributed by way of dividend. This restriction has been removed which means that distributions can now be made from capital returns. The Company has taken advantage of S408 of the Companies Act 2006 not to publish its own Statement of Comprehensive Income in these Financial Statements.

Capital Management

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;
- 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 29 February 2012 was £7.5million.

The Company has met its objectives in achieving the exposure to GAM as detailed in the circular issued 14 September 2010. The funds have now been deployed into qualifying investments and its focus is to manage these investments.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(continued)*

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 a documented investment strategy detailed on page 10. 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" with the exception of derivative transactions which do not need to be designated. 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 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, earnings multiples and net assets.
- listed investments are fair valued at bid price on the relevant date.
- the investment held in the unquoted subsidiary company is valued on the basis of the fair value of the subsidiary's net assets. The Company has elected to value its investment in its subsidiary undertaking at fair value (on the basis of the fair value of the subsidiary's net assets), and furthermore has elected to account for movements in its fair value using the fair value through profit or loss method. This approach is permitted under both IAS 27 Consolidated and Separate Financial Instruments and IAS 39 Financial Instruments: Presentation and disclosure on the basis that the underlying investment of the subsidiary is part of a portfolio of identified financial instruments which are managed together by the Company.

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 consolidated 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.

The derivative, providing leveraged exposure to GAM Trading is classified at fair value through profit or loss.

Whether gains or losses on derivative transactions fall to be treated as capital or revenue will depend on the nature of the transaction. Both the underlying motives for the transaction and its circumstances are considered to be important in determining whether changes in its value are of a capital or revenue nature. In some circumstances gains or losses may have to be apportioned between capital and revenue to reflect the nature of the transaction.

Income

Investment income includes interest earned on bank balances and money market funds in the period 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 25% to the revenue account and 75% to the capital account 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.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

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 a 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 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 represent cash available at less than 3 months' notice are classified as loans and receivables under IAS39.

Receivables

Receivables are classified as loans and receivables under IAS39 and are recognised at fair value on initial recognition and subsequently at amortised cost. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

Trade and Other Payables

Trade and other payables are recognised at fair value on initial recognition and subsequently at amortised cost.

Reserves

The revenue reserve (retained earnings) and capital reserve reflect the guidance in the AIC SORP. The share premium represents the excess of the issue price net of issue costs over the par value of shares. The capital reserve represents the gains/(losses) on holding investments and the proportion of Investment Management fees charged against capital. Neither the share premium nor capital reserve are 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 – GROUP

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

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

4. INVESTMENT INCOME

	Year ended 29 February 2012			Period ended 28 February 2011		
	Revenue	**Capital**	**Total**	**Revenue**	**Capital**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Interest receivable on bank balances	7	-	7	37	-	37
Dividends receivable on money market funds	6	-	6	-	-	-
Loan interest receivable	37	-	37	-	-	-
	50	-	50	37	-	37

5. (LOSS)/GAINS ON INVESTMENTS

	Year ended 29 February 2012			Period ended 28 February 2011		
	Revenue	**Capital**	**Total**	**Revenue**	**Capital**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Realised (loss)/gain on forward contract	-	(39)	(39)	-	4	4
Unrealised gain on forward contract	-	-	-	-	13	13
Loss arising on the disposal of investments in the year	-	(100)	(100)	-	-	-
(Loss)/gain arising on the revaluation of investments at the year end	-	(188)	(188)	-	18	18
	-	(327)	(327)	-	35	35

6. INVESTMENT MANAGEMENT FEES

Triple Point Investment Management LLP provides investment management and administration services to the Group under an Investment Management Agreement effective 2 February 2010 which runs for a period of 5 years and may be terminated at any time thereafter by not less than twelve months' notice given by either party and which provides for an administration and investment management fee of 2.5% per annum of net assets calculated and payable quarterly in arrears. Should such notice be given, the Investment Manager would perform its duties under the Investment Management Agreement and receive its management fee during the notice period.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

7. 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 29 February 2012			Period ended 28 February 2011		
	Revenue	**Capital**	**Total**	**Revenue**	**Capital**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Fees payable to the Company's auditor:						
for the audit of the Company and Group accounts	12	-	12	10	-	10
for other services related to taxation	-	-	-	4	-	4
	12	-	12	14	-	14

8. 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. The Directors are considered to be the entity's key management personnel. Full disclosure of key management personnel's remuneration is included in the Directors' Remuneration report.

	Year ended 29 February 2012			Period ended 28 February 2011		
	Revenue	**Capital**	**Total**	**Revenue**	**Capital**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Charles Metcalfe, Chairman	15	-	15	17	-	17
Simon Acland	13	-	13	15	-	15
Prof. Elroy Dimson	10	-	10	-	-	-
Chris Tottle	2	-	2	6	-	6
David Dick	-	-	-	8	-	8
	40	-	40	46	-	46

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

9. TAXATION

	Year ended 29 February 2012			Year ended 28 February 2011		
	Revenue	**Capital**	**Total**	**Revenue**	**Capital**	**Total**
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
Loss on ordinary activities before tax	(101)	(444)	(545)	(132)	(103)	(235)
Corporation tax @ 20% (2011: 28%)	(20)	(89)	(109)	(37)	(29)	(66)
Effect of:						
Non taxable (losses)/gains	-	65	65	-	(10)	(10)
Unrelieved tax losses arising in the year	20	24	44	37	39	76
Tax charge/credit for the period	-	-	-	-	-	-

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

Excess management charges of £447,000 (2011: £197,000) have been carried forward at 29 February 2012 and are available for offset against future taxable income subject to arrangement with HM Revenue & Customs.

10. LOSS PER SHARE

The loss per share is based on a loss from ordinary activities after tax of £545,372 (2011: £235,030), and on the weighted average number of shares in issue during the year of 8,746,340 (2011: 5,017,174)

There are no potentially dilutive capital instruments in issue and, therefore, no diluted return per share figures are included in these Financial Statements.

11. 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 if quoted prices are readily and regularly available, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1.

NOTICE OF ANNUAL GENERAL MEETING *(continued)*

Level 2: the fair value of financial instruments that are not traded in active markets is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available 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 earnings multiples. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers between these classifications in the period. The 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.

All items held at fair value through the income statement were designated as such upon initial recognition.

Level 3 valuations include assumptions based on non-observable data, such as discounts applied either to reflect the revaluation of the Investee Company's financial assets, or the price of recent investments, or valuations of investments based on their net asset values.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS *(continued)*

Investments *(continued)*

Movements in investments held at fair value through profit or loss during the year ended 29 February 2012 were as follows:

	Level 1 Quoted Investments	Level 2 Derivatives	Level 3 Unquoted Investments	Total
	£'000	*£'000*	*£'000*	*£'000*
Year ended 29 February 2012				
Group				
Opening cost	2,758	1,230		3,988
Opening investment holding gains/(losses)	31	(14)		17
	2,789	1,216	-	4,005
Purchases at cost	973	-	3,800	4,773
Disposal proceeds	(1,493)	-	-	(1,493)
Losses arising from the disposal of investment	(100)	-	-	(100)
Investment holding losses	(4)	(184)	-	(188)
Closing fair value at 29 February 2012	2,165	1,032	3,800	6,997
Closing cost	2,138	1,230	3,800	7,168
Closing investment holding gains/(losses)	27	(198)	-	(171)
Parent Company				
Opening cost	1,520	1,230	1,311	4,061
Opening investment holding losses	(38)	(14)	(14)	(66)
	1,482	1,216	1,297	3,995
Purchases at cost	973	-	3,800	4,773
Disposal proceeds	(1,493)	-	-	(1,493)
Losses arising from the disposal of investment	(100)	-	-	(100)
Investment holding gains/(losses)	38	(184)	(53)	(199)
Closing fair value at 29 February 2012	900	1,032	5,044	6,976
Closing cost	900	1,230	5,111	7,241
Closing investment holding losses	-	(198)	(67)	(265)

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

Investments *(continued)*

	Level 1 Quoted Investments	Level 2 Derivatives	Level 3 Unquoted Investments	Total
	£'000	*£'000*	*£'000*	*£'000*
Year ended 28 February 2011				
Group				
Purchases at cost	2,758	1,230	-	3,988
Investment holding gains/(losses)	31	(14)	-	17
Closing fair value at 28 February 2011	2,789	1,216	-	4,005
Closing cost	2,758	1,230		3,988
Closing investment holding gains/(losses)	31	(14)		17
Parent Company				
Purchases at cost	2,758	1,230	1,311	5,299
Disposal Proceeds	(1,311)	-	-	(1,311)
Gains arising from the disposal of investment	73	-	-	73
Investment holding losses	(38)	(14)	(14)	(66)
Closing fair value at 28 February 2011	1,482	1,216	1,297	3,995
Closing cost	1,520	1,230	1,311	4,061
Closing investment holding losses	(38)	(14)	(14)	(66)

All investments are designated as fair value through profit or loss at the time of acquisition and all capital gains or losses arising on investments are so designated. Given the nature of the Group's venture capital investments, the changes in fair values of such investments recognised in these Financial Statements are not considered to be readily convertible to cash in full at the balance sheet date and accordingly any gains or losses on these items are treated as unrealised. Details of the nature of the investments are given in the Investment Manager's Review on pages 6 to 7.

An analysis of money market funds is shown on page 8 in the investment portfolio analysis. Money market funds are offshore funds which invest in money markets and distribute all net income. The value of the investments remains constantly at par and they are realisable on demand.

The initial best estimate of fair value for the investments made during the year is the transaction price which is cost.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

12. RECEIVABLES

	29 February 2012		28 February 2011	
	Group	Parent Company	Group	Parent Company
	£'000	*£'000*	*£'000*	*£'000*
Accrued income	1	1	27	27
Prepaid expenses	11	9	5	4
Other debtors	31	46	-	-
	43	56	32	31

13. FORWARD CONTRACTS

Foreign currency forward contracts are recognised at fair value within current assets based on the date of maturity. Changes to the fair value of the contract are taken through the consolidated statement of comprehensive income. During the year a loss of £38,720 (2011: gain of £16,958) has been taken to capital reserve through the consolidated statement of comprehensive income. At 29 February 2012 the Group did not hold any forward contracts as their purpose was to hedge foreign currency risk on the Group's exposure to GAM Multi-Focused Macro SP USD Open and GAM Multi-Systematic Trading USD Open, both of which have been sold during the year.

14. CASH AND CASH EQUIVALENTS

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

15. PAYABLES

	29 February 2012		28 February 2011	
	Group	Parent Company	Group	Parent Company
	£'000	*£'000*	*£'000*	*£'000*
Payables	32	26	21	8
Accrued expenses	30	28	66	66
	62	54	87	74

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

16. SHARE CAPITAL – GROUP AND COMPANY

	29 February 2012		28 February 2011	
	Authorised	Issued & Fully Paid	Authorised	Issued & Fully Paid
	£'000	*£'000*	*£'000*	*£'000*
Ordinary Shares of 1p				
Number of shares	60,000,000	8,746,340	60,000,000	8,746,340
Par Value £'000	600	87	600	87

On 24 February 2010 the Company issued 50,000 redeemable preference shares of £1 each at 25p paid. These shares were redeemed on 4 June 2010 and each redeemed share was redesignated and redenominated as 100 Ordinary Shares of 1p.

17. SUBSIDIARY

At 29 February 2012 and 28 February 2011 the Company had the following subsidiary company:

	Nature of Activities	Class of share Capital	Country of Incorporation	Proportion of Shares held and voting rights by the parent company %
Starshell Limited	Investment	Ordinary	Cyprus	100

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Group's financial instruments comprise VCT qualifying investments, exposure to a hedge fund, money market instruments, cash balances and liquid resources including debtors and creditors. The Group holds financial assets in accordance with its investment policy detailed in the Directors' Report on page 10.

The following table discloses the financial assets and liabilities of the Group 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 29 February 2012				
Assets:				-
Financial assets at fair value through profit or loss	6,997	-	-	6,997
Receivables	31	31	-	-
Forward contracts	-	-	-	-
Accrued income	1	1	-	-
Cash and cash equivalents	554	554	-	-
	7,583	586	-	6,997
Liabilities:				
Other payables	32	-	32	-
Accrued expenses	30	-	30	-
	62	-	62	-
Year ended 28 February 2011				
Assets:				
Financial assets at fair value through profit or loss	4,005	-	-	4,005
Receivables	-	-	-	-
Forward contracts	17	17	-	-
Accrued income	27	27	-	-
Cash and cash equivalents	4,110	4,110	-	-
	8,159	4,154	-	4,005
Liabilities:				
Other payables	21	-	21	-
Accrued expenses	66	-	66	-
	87	-	87	-

Fixed 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 the fair value of the assets at the year end is equal to their book value.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

Fixed Asset Investments (see note 11) are valued at fair value through profit or loss. 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.

In carrying out its investment activities, the Group is exposed to various types of risk associated with the financial instruments and markets in which it invests. The Group'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 Group's VCT qualifying investments are held in small and medium-sized unquoted investments 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 page 8.

The Group has an investment in a leveraged note issued by Exane which, after leverage delivers exposure to GAM Trading. This exposure is subject to market fluctuations affecting the underlying hedge fund investments. In turn the effect of such fluctuations is magnified by the leverage in the note. Both the Board and the Investment Manager receive regular written reports and oral briefings from GAM.

The Company through its subsidiary holding, Starshell Limited, has a direct holding in GAM Trading II GBP 1.25XL, which carries equivalent risks.

An increase of 1% in the value of investments would increase the capital profits for the period and the net asset value at 29 February 2012 by £80,000. A decrease of 1% would reduce the capital profits and net asset value by the same amount. A movement of 1% is used as it is easy to use this as a multiple to demonstrate the impact of varying changes on the capital profits and net asset value of the Group.

At 29 February 2012 VCT qualifying investments accounted for 50% of the Group's investments and the investment exposure in GAM Trading accounted for 30%, and with leverage, exposure was 55%.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

Interest Rate Risk

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

Investments made into qualifying holdings are part equity and part loan. The loan element is subject to a fixed interest rate for five years and therefore other than fair value risk there is not an interest rate risk associated with these loans.

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

	29 February 2012	**28 February 2011**
	£'000	*£'000*
Cash on deposit	554	4,110
Money market funds	900	-
	1,454	4,110

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 Group. 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.

	29 February 2012	**28 February 2011**
	£'000	*£'000*
Qualifying investments – loans	2,660	-
Cash on deposit	554	4,110
Money market funds	900	-
GAM Trading II GBP 1.25XL	1,265	1,307
GAM Multi-Focused Macro SP USD Open	-	1,157
GAM Multi-Systematic Trading USD Open	-	325
Exane Note	1,032	1,216
	6,411	8,115

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

Credit risk relating to listed money market funds is mitigated by the funds themselves investing in a portfolio of investment instruments of high credit quality.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

The Group is exposed to the credit risk of Exane through the leveraged note. Should the credit quality or financial position of Exane deteriorate significantly the Investment Manager could (subject to notice periods) terminate the note.

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

Liquidity Risk

The Group's financial assets include investments in unquoted equity securities which are not traded on a recognised stock exchange and which are illiquid. As a result the Company may not be able to realise some of its investments in these instruments quickly at an amount close to their fair value in order to meet its liquidity requirements.

The Group's money market funds are considered to be readily realisable as they are of high credit quality as outlined above.

The GAM exposure may have redemption periods that result in investments being illiquid and not readily realisable.

The Group'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 Group's overall liquidity risks are monitored by the Board on a quarterly basis.

The Board maintains a capital management policy in which sufficient investments in cash and readily realisable money market funds will be available to pay expenses. At 29 February 2012 these amounted to £1,454,000 (28 February 2011: £4,110,000).

Currency Risk

The Group's exposure to the GAM Multi-Focused Macro SP USD Open and the GAM Multi-Systematic Trading USD Open would have resulted in an exposure to currency risk but this exposure was hedged with a foreign currency forward contract. At 29 February 2012 the funds had been sold and the forward contract closed.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

19. NET ASSET VALUE PER SHARE

The calculation of Group and Company net asset value per share is based on net assets of £7,532,208 (2011: £8,077,580) divided by the 8,746,340 (2011: 8,746,340) shares in issue.

20. COMMITMENTS AND CONTINGENCIES

The Group and the Company have no outstanding commitments or contingent liabilities, other than for the additional VCT qualifying investments listed on page 6.

21. RELATED PARTY TRANSACTIONS

Chris Tottle, who was a director of the Company, has equity interests in Triple Point LLP (TPLLP). TPLLP in turn has a controlling interest in Triple Point Investment Management LLP (TPIM). During the year, TPIM received £155,498 (2011: £183,786), which has been expensed, for providing management and administrative services to the Company.

22. POST BALANCE SHEET EVENTS

The additional VCT qualifying investments detailed in the Investment Manager's Review on page 6 are the only post balance sheet events.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the second Annual General Meeting of TP70 2010 VCT plc will be held at 4-5 Grosvenor Place, London, SW1X 7HJ at 10.00am on Thursday 12 July 2012 for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the Report of the Directors and Financial Statements for the year ended 29 February 2012.
2. To approve the Directors' Remuneration Report for the year ended 29 February 2012.
3. To re-elect Simon Acland a Director.
4. To re-appoint Grant Thornton UK LLP as auditor and authorise the Directors to agree their remuneration.
5. "That the Company be generally and unconditionally authorised, pursuant to S693(4) of the Act, to make market purchases (as defined in S163 of the Act) of up to 10% of the ordinary share capital on such terms and in such manner as the Directors of the Company may from time to time determine, provided that the amount paid for each share (exclusive of expenses) shall not be less than 1 penny per Ordinary Share; and the authority herein contained 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, 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 pursuant of such contract as if the authority hereby conferred had not expired." *(Special Resolution)*
6. To authorise the provision of information to shareholders by electronic means.

By Order of the Board

CHARLES METCALFE
Chairman

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

16 May 2012

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 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.

FORM OF PROXY

Relating to the 2012 Annual General meeting of TP70 2010 VCT plc

I/We _____

BLOCK CAPITALS PLEASE – Name in which shares registered

of _____

hereby appoint _____

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 at 10.00am on Thursday 12 July 2012, notice of which was sent to shareholders with the Report of the Directors' rand the Financial Statements for the year ended 29 February 2012, 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	WITHHELD
1. To receive, consider and adopt the report of the Directors and the Financial Statements for the year ended 29 February 2012			
2. To approve the Directors' Remuneration Report for the year ended 29 February 2012			
3.To re-elect Simon Acland as a Director			
4.To re-appoint Grant Thornton UK LLP as auditors and authorise the Directors to agree their remuneration			
5. To authorise the Directors to make market purchases of the Company's own shares (Special Resolution)			
6. To authorise the provision of information to shareholders by electronic means			

Signed: _____ Dated: _____ 2012

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 the Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 48 hours before the commencement of the meeting.

TriplePoint

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