Talisman First Venture Capital Trust PLC

Annual Report and Financial Statements
Year ended 31 March 2012

MAVEN
CAPITAL PARTNERS

Contents

Annual Report

Directors' Reports and Financial Statements

General Information

Shareholders' Calendar

29 August 2012	**Annual General Meeting**

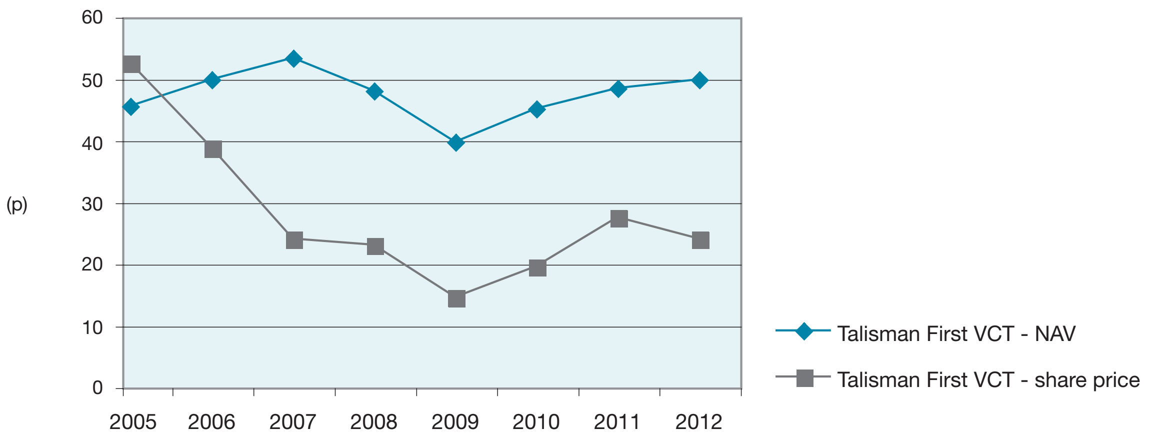
Financial Highlights

Financial history

	31 March 2012	31 March 2011	31 March 2010	31 March 2009
Net assets	£2,641,000	£2,568,000	£2,396,000	£2,107,000
Net asset value (NAV) per share	49.8p	48.4p	45.1p	39.7p
Revenue return per share for the year	0.1p	(0.5)p	0.7p	0.7p
Capital return per share for the year	1.3p	3.7p	4.7p	(9.0p)
Total return per share for the year	1.4p	3.2p	5.4p	(8.3p)
Share price[1]	24.0p	27.5p	19.5p	14.5p
Discount to NAV	51.8%	43.2%	56.8%	63.5%
Ordinary Shares in issue	5,309,102	5,309,102	5,309,102	5,309,102

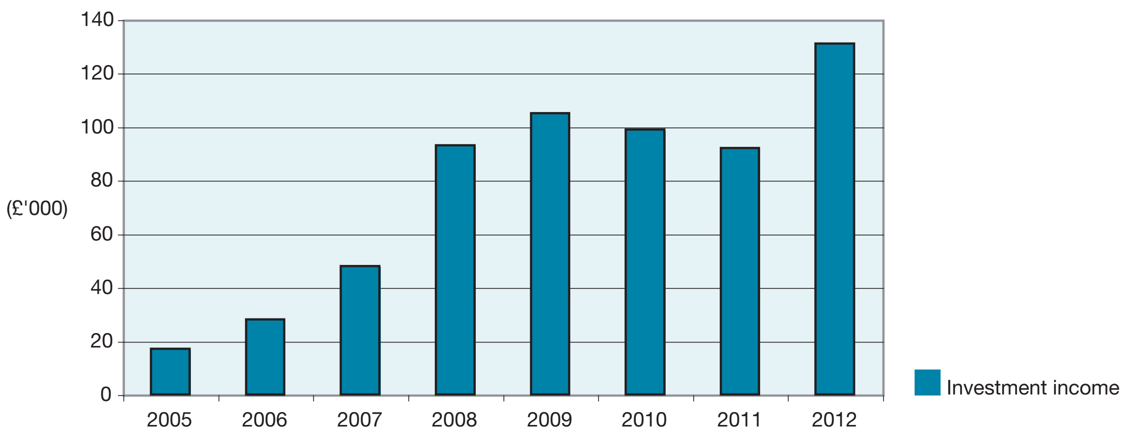
[1] Mid-market price.

NAV and share price performance



The above graph shows the movement in the Company's NAV per share and share price over the seven years from 31 March 2005, being the closest date to the appointment of the current investment management team.

Revenue performance



The above graph depicts the growth in annual investment income from the year ended 31 March 2005, being the closest date to the appointment of the current investment management team.

Source: Maven Capital Partners UK LLP; except share price (Bloomberg).

Chairman's Statement

Your Board is pleased to report further improvement in portfolio performance and net asset value (NAV) in the year to 31 March 2012. In line with the strategy of improving revenue generation and broadening the private company asset base, the Manager has continued to expand the portfolio which, including the addition of six new high-yielding private company assets during the year, has been significantly rebalanced in order to reduce the previous concentration in AIM/PLUS quoted and early-stage companies.

The portfolio now contains more than 30 later-stage and income generating private company holdings, diversified across a range of industry sectors, with the exposure to illiquid or low income quoted stocks reduced from almost 90% of the total portfolio in 2005 to less than 5% at the year end. This investment strategy has resulted in a 42.4% increase in revenue over the year, as a result of the Manager's policy of structuring each deal with a significant element of secured loan stock in order to generate an immediate yield to the VCT.

It has also been very encouraging to note a variety of positive independent coverage during the early part of 2012 which illustrates the success of the Manager's later-stage generalist VCT approach. Analysis by the AIC (Association of Investment Companies) highlighted that three VCTs managed by Maven were featured in the top ten best performing Investment Companies during the year. The Deloitte Buyout Track 100 report, which was published in February and tracks the performance of the top 100 private equity backed medium-sized companies in Britain over the past two years, provided evidence of the Manager's ability to source a range of private company assets, with three of your Company's existing portfolio investments featured in that report.

The recent performance within the VCT sector has also been reflected with the Company being ranked eighth out of 66 generalist VCTs on the basis of its share price total return over the three year period to 14 June 2012, which the Board believes is a commendable achievement given that the Company has still to pay its maiden dividend.

Performance and results

The key points to note for the year under review are:

- **NAV of 49.8p per share (2011: 48.4p) at the year end, up 2.9%;**
- **42.4% increase in revenue;**
- **six new later-stage private company investments completed; and**
- **disposal of Walker Technical Resources and ATR Holdings for a total return of 3.0 times and 1.7 times cost respectively.**

Subsequent to the year end, the Manager completed an exit from the investment in Nessco Group Holdings for a return of 2.7 times cost.

Changes in the value of the investment portfolio are analysed in the Summary of Portfolio Performance on page 10.

VCT qualifying status

The Company is required to satisfy continuously a number of qualifying criteria in order to qualify as a VCT. The Board regularly reviews the qualifying status of the Company and is pleased to confirm that it has continued to satisfy all such tests.

Dividends

Your Board is focused on generating sufficient revenues and cash to be able to commence and maintain a regular programme of dividends. Whilst there has been a significant improvement in income generation in recent years, statutory capital maintenance requirements currently restrict the amount of reserves available for distribution. The Board is nevertheless mindful of the attraction of tax-free dividends paid by VCTs, and is constantly evaluating the needs of the Company in relation to its new deal commitments, versus the reserves and cash required to begin paying dividends. This is also dependent on profitable realisations, and Shareholders will be pleased to note that two private company holdings were sold for attractive prices during the year.

Investment strategy

The strategy pursued by the Manager is to build a large diversified portfolio of high-yielding private company assets, and create Shareholder value through investment in companies with strong balance sheets, robust business models and the ability to generate a sustainable income stream, and which offer clear potential for achieving a profitable exit.

Maven deal teams operate from regional offices in Glasgow, London, Aberdeen, Edinburgh, Manchester and Birmingham and continue to see a high level of investment opportunities throughout the UK, providing access, at attractive entry multiples, to a wide spectrum of mature and profitable businesses across a range of sectors. Maven employs a highly selective investment process, which subjects every potential investment to a number of strict quality and yield generation criteria, and new private company investments are typically constituted mainly as secured loan stock, in transactions designed to generate an immediate yield.

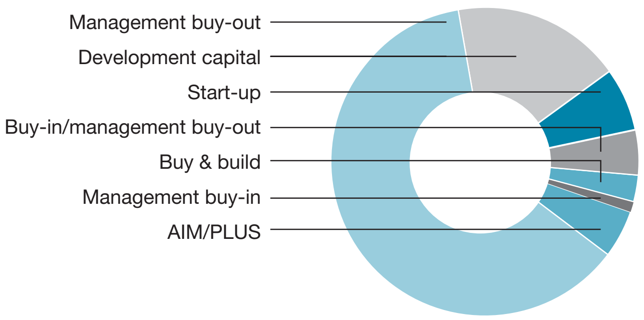
Portfolio developments

During the year to 31 March 2012, your Company has made six new private company investments and six follow-on investments, participating in every private equity deal completed by the Manager and adding further cash generative later-stage assets to the portfolio. Each of the new assets has little or no external debt and is already generating incremental income. However, it should be noted that, due to the lack of sufficient liquidity, your Company is increasingly constrained in its ability to participate in new transactions at the desired level of investment.

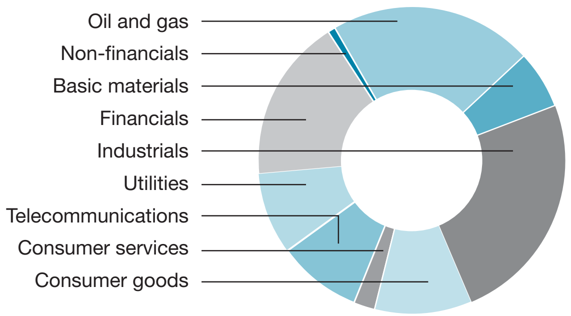
In terms of realisations, there were two notable private company exits during the period, plus one after the year end. The investment in Dalglen 1150 (Walker Technical Resources) was realised in July 2011 for an overall 3.0 times total return on the initial investment cost, via a secondary buy-out funded by Gresham Private Equity, whilst the investment in ATR Holdings was sold to NBGI Private Equity in March 2012 at an overall return of 1.7 times invested cost. One further significant private equity realisation was completed in early July 2012, with the sale of Nessco Group Holdings to NASDAQ quoted US telecoms business RigNet Inc, for a return of 2.7 times invested cost. The Board is encouraged to note that the Manager is currently engaged in negotiations on potential exits with a number of investee companies and their prospective acquirers, although there can be no certainty that this activity will ultimately lead to profitable disposals.

The Manager has also continued to selectively dispose of AIM/PLUS quoted holdings during the year, where either it concluded that there was limited potential upside or a disposal was enforced by other corporate events.

Valuation by deal type



Valuation by industrial group



Details of all investments and disposals completed during the year are set out in the Investment Manager's Review on pages 8 to 10.

Continuation of the Company

The Company's Articles of Association provide that the Board shall, at the Annual General Meeting (AGM) to be held in 2012, propose an Ordinary Resolution to the effect that the Company shall continue in being as a venture capital trust. If, at that Meeting, such a Resolution is not passed, the Board shall, within 12 months, convene an Extraordinary General Meeting to propose a Special Resolution for the reorganisation or reconstruction of the Company and, if that Resolution is not passed, a Special Resolution to wind up the Company voluntarily. If the Shareholders resolve that the Company is to continue as a venture capital trust, similar Resolutions will be proposed at every third subsequent AGM, commencing with the AGM to be held in 2015.

In considering the continuation of the Company as a venture capital trust, the Directors draw Shareholders' attention to the following:

- a decision to wind up the Company may crystallise any capital gains deferred by Shareholders at the point when they first invested;
- the costs of liquidation would reduce the amount available to Shareholders;
- it is unlikely that the unlisted portfolio can be realised at its book value in the short term; and
- the level of liquidity in the AIM quoted stocks may mean that, in order to realise the holdings, assets would have to be disposed of in a forced sale, possibly in a falling market, and this would further reduce the proceeds available to Shareholders.

The Board believes the continuation of the Company to be beneficial to Shareholders as it allows them to:

- participate fully in the long-term recovery prospects for the Company;
- continue to have access to private company investments at a time when there are a number of opportunities emanating from the fund management team; and
- retain their existing capital gains tax benefits.

It should be noted that one of the key attractions of investing in this venture capital trust at launch was the opportunity for investors to defer capital gains tax liabilities. In considering the vote to continue, Shareholders should be aware that, if the Resolution is not passed, the Company will ultimately lose its venture capital trust status. This would mean that the tax advantage of sheltering capital gains would cease and that capital gains tax liabilities may arise. Shareholders should also be aware that a decision not to continue may set in train a disposal of the portfolio and a subsequent winding up of the Company, which would expose them to the significant risk that the value achieved for the assets may not be sufficient to meet any tax liabilities due on a capital gain deferred at the point of initial investment.

Further information relating to the continuation of the Company is included in the Directors' Report. The Board believes that the long term continuation of the Company as a venture capital trust is in the best interests of the Shareholders as a whole and recommends to Shareholders that they vote in favour of the Resolution at the AGM.

Outlook

Your Board believes that, despite a challenging economic climate, significant progress has been achieved by the Manager since 2005, with notable improvements in both the portfolio performance and revenue generation in that time. The Manager is introduced to a wide range of interesting private equity investment opportunities each year and, liquidity permitting, Talisman will be entitled to participate in each transaction. This will allow your Company to continue to build a highly diversified portfolio of UK based private company holdings with strong income producing characteristics. Your Board, therefore, looks to the future with cautious optimism and believes that the current strategy will continue to deliver positive Shareholder returns.

In terms of the Company's future strategic direction, the Board will continue to explore all of its available options. Whilst the discount to NAV at which the Company's shares trade had reduced from 51.8% at the year end to 46% at 14 June 2012, the Directors are aware that this is at the wider end of the range within the VCT sector. The Board aspires to achieve a narrower discount for Shareholders and would highlight that the shares of the first four Maven branded VCTs currently trade at levels ranging from a discount of 16.9% to a premium of 3.8%. The mechanisms available to the Directors and the Manager include the buying back of shares, either in the market subject to the availability of reserves, or through an enhanced share buy-back scheme linked to an offer of new shares. The Directors are also conscious of the size of the Company relative to its peers and that its expenses require to be kept as low as possible. Over the coming months, the Board and Manager will consider alternatives to increase the asset base, giving due consideration to the various options for fundraising and to address the share price discount while continuing the process of recovering Shareholder value and positioning the Company to commence the payment of dividends. Shareholders will be kept informed, and consulted where required, on any intended future strategic initiatives.

Jonathan D Carr
Chairman

27 July 2012

Analysis of Unlisted and AIM/PLUS Portfolio

As at 31 March 2012

Industry sector	Unlisted valuation £'000	%	AIM/PLUS valuation £'000	%	Total valuation £'000	%
Oil & gas	549	21.5	-	-	549	21.5
Support services	482	18.9	38	1.5	520	20.4
Insurance	383	15.0	-	-	383	15.0
Telecommunication services	226	8.8	-	-	226	8.8
Electricity	170	6.7	-	-	170	6.7
Chemicals	146	5.7	-	-	146	5.7
Household goods & textiles	127	5.0	19	0.7	146	5.7
Electronic & electrical equipment	97	3.7	9	0.4	106	4.1
Automobiles & parts	82	3.2	-	-	82	3.2
Real estate	60	2.3	-	-	60	2.3
Utilities (ex-electricity)	50	2.0	-	-	50	2.0
Food producers & processors	33	1.3	-	-	33	1.3
Media & entertainment	-	-	32	1.3	32	1.3
Leisure & hotels	28	1.1	-	-	28	1.1
Software & computer services	-	-	15	0.6	15	0.6
Mining	-	-	9	0.3	9	0.3
	2,433	**95.2**	**122**	**4.8**	**2,555**	**100.0**

Deal type	Number of holdings	Valuation £'000	%
Unlisted			
Management buy-out	19	1,589	62.2
Development capital	7	452	17.6
Start-up	1	170	6.7
Buy-in/management buy-out	2	122	4.8
Buy & build	1	67	2.6
Management buy-in	1	33	1.3
Total unlisted	**31**	**2,433**	**95.2**
AIM/PLUS	**12**	**122**	**4.8**
Total unlisted and AIM/PLUS	**43**	**2,555**	**100.0**

Investment Manager's Review

Overview

Against the background of a challenging economic environment, the Manager has continued to reshape the portfolio and your Company has been able to participate in all Maven led private equity transactions during the year, across a wide range of industry sectors, with each investment structured to generate a high yield to the VCT from the outset. New investments are made only at conservative entry prices in businesses with little or no external debt, and we are encouraged to note that the majority of private companies in the portfolio are trading in line with expectations and continue to generate improved revenues.

The Company has now less than 5% of net assets invested in AIM/PLUS quoted companies and we remain focused on realising these holdings for value where possible in order to release sufficient cash for investment in additional high-yielding private company assets.

This approach is designed to create value for investors, through a combination of revenue generation and the potential for a capital gain at exit, and is now delivering tangible results, including consistent improvements in NAV and a seven-fold increase in annual revenues since 2005.

Maven is able to use its national presence and local advisory relationships across the key UK regions to generate a high level of new introductions each year, and there continues to be a steady flow of prospective investment opportunities in our target private equity market. We have been introduced to more than 400 private company transactions nationwide in the past 12 months, mainly by a network of long-established contacts across the corporate finance and business community.

Investment activity

During the year under review, the Maven team completed six substantial new private equity investments on behalf of your Company, alongside six follow-on investments in existing portfolio companies. There were two private company disposals during the year and a further realisation after the year end.

At the year end, the portfolio stood at 43 unlisted and AIM/PLUS investments at a total cost of £2.6 million.

The following investments have been completed during the period:

Investment	Date	Sector	Investment cost £'000	Website
Unlisted				
ATR Holdings Limited	July 2011	Oil equipment services	3	www.atrgroup.co.uk
Camwatch Limited	August 2011	Telecommunication services	27	www.camwatch.co.uk
Cat Tech International Limited	March 2012	Support services	60	www.cat-tech.com
Lawrence Recycling & Waste Management Limited	December 2011	Support services	3	www.lawrenceskiphire.co.uk
LCL Hose Limited (trading as Dantec)	October 2011	Manufacturing	60	www.dantec.ltd.uk
Lemac No. 1 Limited (trading as John McGavigan)	July 2011	Manufacturing	62	www.mcgavigan.com
Maven Co-invest Exodus Limited Partnership (trading as 6^0 Group)	June 2011	Telecommunication services	66	www.6dg.co.uk
Moriond Limited	December 2011	Real estate	60	No website available
Nessco Group Holdings Limited	March 2012	Oil equipment services	25	www.nesscogroup.com
Space Student Living Limited	June 2011	Support services	60	No website available
Torridon Capital Limited	April 2011	Financial services	53	www.elite-insurance.co.uk
Vodat International Holdings Limited	March 2012	Telecommunication services	60	www.vodat-int.com
Total unlisted investment			**539**	

Talisman First Venture Capital Trust has co-invested in some or all of the above transactions with Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3, Maven Income and Growth VCT 4, Maven Income and Growth VCT 5 and Ortus VCT. The Company is expected to continue to co-invest with these as well as other Maven clients, which offers the advantage that, in aggregate, they are able to underwrite a wider range and larger size of transaction than would be the case on a stand-alone basis.

Portfolio developments

The six new private company investments added to the portfolio during the year were:

- Space Student Living, a business providing contracted property management services across the student housing sector. Space aims to achieve significant growth across its consultancy services operation, in tandem with the acquisition of further long-term management contracts;
- Maven Co-invest Exodus, a new company trading as 6º Group, established by Penta Capital to implement a buy-and-build strategy in the business telecommunications service sector based on the converging of mobile, fixed-line, broadband, internet and IT technology businesses. Penta is an established private equity firm with which Maven had previously co-invested in the successful 2010 management buy-out of *esure*;
- LCL Hose, trading as Dantec, a specialist manufacturer of hand-built composite hoses for the global petro-chemical industry. Composite hoses provide the vital flexible connection in many fluid transfer systems, and are used worldwide in applications such as uploading road, rail and marine tankers within chemical and oil plants, and in Formula 1 racing. Dantec exports around 70% of its output and is engaged in a number of significant overseas projects;
- Moriond, a new company set up to acquire an established residential property portfolio at a significant discount to open market value. Maven will work on a joint venture basis with an experienced developer to break up the portfolio into single units, carry out minor refurbishment, and then implement a structured sale of the individual assets over an 18 to 24 month period;
- Vodat International Holdings, a provider of payment and communications solutions to high street businesses, which enable retailers to reduce costs, boost store productivity and increase sales in an increasingly competitive trading environment. The company has an established and diverse customer base, has consistently improved profitability in recent years and enjoys high levels of recurring revenue from a number of long-term service and support contracts; and
- Cat Tech International, a niche industrial services business offering catalyst handling products and services to petro-chemical plants operating in the major international markets. The business specialises in servicing equipment used in applications where operational efficiency is critical and there is an increasing global focus on health and safety issues, and has developed a range of patented products and processes to improve the efficiency, speed and safety of catalyst operations.

There were two notable private company exits during the year, and one completed after the year end.

The holding in Dalglen 1150 (Walker Technical Resources) was realised in July 2011 and further proceeds received on agreement of completion accounts. Total proceeds over the life of the investment were £151,000 and represented an overall return of 3.0 times the initial cost. The exit was via a secondary buy-out, funded by Gresham Private Equity, just two years after Maven originally led the management buy-in in June 2009. Walker, which provides some of the most advanced composite repairs technology available for the global oil & gas industry, has consistently traded ahead of budget and has more than doubled its earnings since our initial investment.

In March 2012, Maven completed the realisation of ATR Holdings for £19.25 million via a secondary buy-out funded by the private equity manager NBGI, realising a total return of 1.7 times the initial cost and proceeds of £47,000 for the Company. ATR provides rental services for specialist plant, equipment and consumables, along with a comprehensive range of added value support services, to offshore and onshore energy services maintenance contractors operating in highly regulated environments.

The table on page 10 gives details of these, and other, realisations during the reporting period. In July 2012, Nessco Group Holdings was sold to RigNet Inc, a NASDAQ quoted US telecoms company, for a return of 2.7 times the cost of investment. Nessco supplies telecommunication services to the global energy services and industrial sectors, including the design, installation, commission and maintenance of telecommunications solutions, VSAT networks and mobile communications products.

	Date first invested	Complete/ partial exit	Cost of shares disposed of £'000	Value at 31 March 2011 £'000	Sales proceeds £'000	Realised gain/(loss) £'000	Realised gain/(loss) over March 2011 Valuation £'000
Unlisted							
Atlantic Foods Group Limited	2008	Partial	22	22	25	3	3
ATR Holdings Limited	2007	Complete	18	18	39	21	21
Attraction World Holdings Limited	2010	Partial	15	15	15	-	-
Dalglen 1150 Limited (trading as Walker Technical Resources)	2009	Complete	50	112	126	76	14
Space Student Living Limited	2011	Partial	14	14	14	-	-
Tosca Penta Investments Limited Partnership (trading as *esure*)	2010	Partial	11	11	11	-	-
Spectral Fusion Limited	2002	Partial	126	1	1	(125)	-
Others unlisted disposals			4	4	2	(2)	(2)
Total unlisted disposals			**260**	**197**	**233**	**(27)**	**36**
AIM/PLUS							
Associated Network Solutions PLC	2000	Complete	97	228	193	96	(35)
Other AIM/PLUS disposals			66	-	35	(31)	35
Total AIM/PLUS disposals			**163**	**228**	**228**	**65**	**-**
Total disposals			**423**	**425**	**461**	**38**	**36**

In respect of AIM holdings the Manager has continued its policy of structured exits from this part of the portfolio, where investments were either underperforming or trading below entry price. These disposals incurred realised losses of £220,000 (cost £242,000) during the period but had no effect on the Company's NAV as a full provision against the cost of these investment had been taken in previous years.

Outlook

The focus will continue to be on the expansion and diversification of the portfolio, with investment in profitable and income generating private companies. The ongoing scarcity of bank debt means that an increasing number of private companies are seeking capital from generalist VCT managers, and these market conditions should ensure that your Company is well placed to continue to deliver positive returns to Shareholders.

Maven Capital Partners UK LLP
Manager

27 July 2012

Summary of Portfolio Performance

For the year ended 31 March 2012

	Opening value 31 March 2011 £'000	Purchases £'000	Sales proceeds £'000	Realised gain/ (loss) over opening value £'000	Unrealised gain/(loss) over opening value £'000	Closing value 31 March 2012 £'000	Total gain/(loss) £'000
Unlisted	1,929	539	(233)	(27)	225	2,433	198
PLUS	231	-	(193)	96	(132)	2	(36)
AIM	190	-	(57)	(251)	238	120	(13)
Total portfolio	**2,350**	**539**	**(483)**	**(182)**	**331**	**2,555**	**149**

Investment Portfolio Summary

As at 31 March 2012

Investment	Valuation £'000	Cost £'000	% of total assets	% of equity held	% of equity held by other clients[1]
Unlisted					
Torridon Capital Limited	252	115	9.4	0.8	39.2
Fotolec Technologies Limited	170	250	6.4	4.0	-
Nessco Group Holdings Limited	158	75	6.0	0.6	34.5
Tosca Penta Investments Limited Partnership (trading as *esure*)	131	64	5.0	-	0.2
Homelux Nenplas Limited	127	37	4.8	0.8	39.2
Camwatch Limited	101	119	3.8	1.4	55.9
Flexlife Group Limited	99	75	3.7	0.3	14.3
Oliver Kay Holdings Limited	97	68	3.7	0.4	19.6
Martel Instruments Holdings Limited	90	76	3.4	1.4	42.8
Steminic Limited	89	89	3.4	1.2	34.7
Adler & Allan Holdings Limited	87	62	3.3	0.2	40.8
Westway Services Limited	87	38	3.3	0.4	21.5
Lemac No.1 Limited (trading as John McGavigan)	82	82	3.1	1.4	35.4
Venmar Limited (trading as XPD8 Solutions)	80	80	3.0	1.2	33.8
Intercede (Scotland) 1 Limited (trading as Electro-Flow Controls)	73	50	2.8	0.5	28.0
Attraction World Holdings Limited	70	47	2.7	0.9	37.5
Maven Co-invest Exodus Limited Partnership (trading as 6^{O} Group)	66	66	2.5	0.2	10.3
Lawrence Recycling & Waste Management Limited	65	65	2.5	0.8	61.2
Moriond Limited	60	60	2.3	1.2	48.8
LCL Hose Limited (trading as Dantec)	60	60	2.3	1.1	28.9
Cat Tech International Limited	60	60	2.3	0.6	29.4
Vodat International Holdings Limited	60	60	2.3	0.7	41.0
CHS Engineering Services Limited	57	57	2.2	0.6	22.7
Enpure Holdings Limited	50	50	1.9	0.2	2.2
Glacier Energy Services Group Limited	50	50	1.9	0.5	24.5
Space Student Living Limited	46	46	1.7	0.7	29.3
Atlantic Foods Group Limited	33	33	1.2	-	8.8
Training for Travel Group Limited	25	50	0.9	0.6	29.4
Other unlisted investments	8	8	0.3		
Total unlisted investments	**2,433**	**1,992**	**92.1**		
AIM/PLUS					
Chime Communications PLC	32	26	1.3	-	0.3
Plastics Capital PLC	19	30	0.7	0.1	3.6
Work Group PLC	15	101	0.6	0.5	2.8
Hasgrove PLC	13	49	0.5	0.2	1.5
Vianet Group PLC (formerly Brulines Group PLC)	13	16	0.5	-	1.5
Brookwell Limited	9	17	0.3	-	-
Datong PLC	9	47	0.3	0.3	1.7
Hambledon Mining PLC	9	32	0.3	0.1	0.2
Other AIM/PLUS investments	3	271	0.1		
Total AIM/PLUS investments	**122**	**589**	**4.6**		
Total investments	**2,555**	**2,581**	**96.7**		

[1]Other clients of Maven Capital Partners UK LLP.

Largest Unlisted and AIM/PLUS Investments

As at 31 March 2012

Torridon Capital Limited		Grantham			www.elite-insurance.co.uk
Cost (£'000)	115	**Period ended**	31 March	**2011**	**2010**
Valuation (£'000)	252			**£'000**	**£'000**
Basis of valuation	Earnings	**Sales**		31,162	5,433
Equity held	0.8%	**Profit/(loss) before tax**		2,939	1,828
Income received (£'000)	17	**Retained profit/(loss)**		2,072	1,710
First invested	January 2010	**Net assets**		4,559	2,487

National supplier of specialist financial and legal insurance products and litigation services.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3, Maven Income and Growth VCT 4 and Ortus VCT.

Fotolec Technologies Limited		Birmingham			www.fotolec.com
Cost (£'000)	250	**Year ended**	30 June	**2011**	**2010**
Valuation (£'000)	170			**£'000**	**£'000**
Basis of valuation	Market value assessment	**Sales**[1]			
Equity held	4.0%	**Profit/(loss) before tax**[1]			
Income received	Nil	**Retained profit/(loss)**[1]			
First invested	March 2001	**Net assets**		2,915	2,603

Developer of fluoropolymer coating for tube lighting and domestic light bulbs.

Other Maven clients invested: There are no other clients of the Manager invested in this company.

Nessco Group Holdings Limited		Aberdeen			www.nesscogroup.com
Cost (£'000)	75	**Year ended**	31 March	**2011**	**2010**
Valuation (£'000)	158			**£'000**	**£'000**
Basis of valuation	Earnings	**Sales**		17,307	13,302
Equity held	0.6%	**Profit/(loss) before tax**		(436)	361
Income received (£'000)	18	**Retained profit/(loss)**		(505)	417
First invested	June 2008	**Net assets**		635	943

Provider of telecommunication services.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3, Maven Income and Growth VCT 4 and Ortus VCT.

Tosca Penta Investments Limited Partnership (trading as *esure*)		Glasgow			www.esure.com
Cost (£'000)	64	**Year ended**	31 December	**2011**	**2010**
Valuation (£'000)	131			**£'000**	**£'000**
Basis of valuation	Net asset value	**Sales**[2]		488,915	432,576
Equity held	Nil	**Profit/(loss) before tax**[2]		64,803	18,766
Income received (£'000)	8	**Retained profit/(loss)**[2]		46,973	14,101
First invested	February 2010	**Net assets**[2]		85,197	85,186

Provider of insurance services.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3, Maven Income and Growth VCT 4 and Ortus VCT.

Homelux Nenplas Limited		Ashbourne			www.homelux.co.uk
Cost (£'000)	37	**Year ended**	31 May	**2011**	**2010**
Valuation (£'000)	127			**£'000**	**£'000**
Basis of valuation	Earnings	**Sales**		15,960	12,909
Equity held	0.8%	**Profit/(loss) before tax**		1,881	1,142
Income received (£'000)	24	**Retained profit/(loss)**		1,556	785
First invested	May 2006	**Net assets**		5,061	3,484

Manufacturer of plastic tiling trims and related products.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3 and Maven Income and Growth VCT 4.

Camwatch Limited — Sheffield — www.camwatch.co.uk

Cost (£'000)	119	**Year ended**	31 March	**2010**	**2009**
Valuation (£'000)	101			**£'000**	**£'000**
Basis of valuation	Earnings	**Sales**		4,378	3,895
Equity held	1.4%	**Profit/(loss) before tax**		(804)	(776)
Income received (£'000)	21	**Retained profit/(loss)**		(804)	(776)
First invested	March 2007	**Net assets**		(920)	(266)

Provider of CCTV monitoring and installation services.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3 and Maven Income and Growth VCT 4.

Flexlife Group Limited — Aberdeen — www.flexlife.co.uk

Cost (£'000)	75	**Year ended**	31 March	**2011**[3]
Valuation (£'000)	99			**£'000**
Basis of valuation	Earnings	**Sales**		3,966
Equity held	0.3%	**Profit/(loss) before tax**		285
Income received (£'000)	8	**Retained profit/(loss)**		47
First invested	October 2010	**Net assets**		7,652

Provider of sub-sea flexible pipe project management and integrity management solutions to the oil & gas industry.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 4 and Ortus VCT.

Oliver Kay Holdings Limited — Bolton — www.oliverkayproduce.co.uk

Cost (£'000)	68	**Year ended**	30 September	**2010**	**2009**
Valuation (£'000)	97			**£'000**	**£'000**
Basis of valuation	Earnings	**Sales**		19,229	16,994
Equity held	0.4%	**Profit/(loss) before tax**		919	661
Income received (£'000)	37	**Retained profit/(loss)**		462	251
First invested	January 2007	**Net assets**		5,351	4,810

Supplier of fresh produce to the on-trade catering industry in the UK.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3 and Maven Income and Growth VCT 4.

Martel Instruments Holdings Limited — County Durham — www.martelinstruments.com

Cost (£'000)	76	**Year ended**	31 December	**2010**	**2009**
Valuation (£'000)	90			**£'000**	**£'000**
Basis of valuation	Cost	**Sales**[1]			
Equity held	1.4%	**Profit/(loss) before tax**[1]			
Income received (£'000)	7	**Retained profit/(loss)**[1]			
First invested	January 2007	**Net assets**		1,186	1,242

Manufacturer of compact hand-held printers and display devices.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3 and Maven Income and Growth VCT 4.

Steminic Limited — Aberdeen — www.msisgroup.com

Cost (£'000)	89	**Year ended**	31 December	**2010**	**2009**
Valuation (£'000)	89			**£'000**	**£'000**
Basis of valuation	Cost	**Sales**[1]			
Equity held	1.2%	**Profit/(loss) before tax**[1]			
Income received (£'000)	11	**Retained profit/(loss)**[1]			
First invested	April 2007	**Net assets**		(666)	(797)

Provider of industrial cleaning and waste management services to the oil & gas and industrial sectors.

Other Maven clients invested: Maven Income and Growth VCT, Maven Income and Growth VCT 2, Maven Income and Growth VCT 3 and Maven Income and Growth VCT 4.

[1] These companies only produce abridged accounts, as permitted under the Companies Act relating to small companies.

[2] Limited Partnership does not trade; trading company disclosure provided.

[3] Period 16 July 2010 to 31 March 2011.

Your Board

The Board of four Directors, all of whom are non-executive and three of whom are considered by the Board to be independent of the Manager, supervises the management of Talisman First Venture Capital Trust PLC and looks after the interests of its Shareholders.

Jonathan D Carr Chairman and Independent Non-executive Director

Relevant experience and other directorships: Jonathan worked at Phillips and Drew from 1962 to 1967 and at L Messel & Co from 1968 to 1986, specialising in investment trusts. He was manager of the corporate division of Thomson T-Line from 1987 to 1989 and was director in charge of the London office of Bell Lawrie White from 1990 to 1993. From 1993 to 1999 he was a director of S G Warburg Securities (now UBS), specialising in investment trust corporate broking. He is currently chairman of Galaxy Asset Management Limited and of Aberdeen Private Equity Fund Limited.

Length of service: He was appointed as a Director and as Chairman on 22 March 2000.

Last re-elected to the Board: 1 September 2010.

Age: 73.

Committee membership: Chairman of Audit, Management Engagement, Nomination and Remuneration Committees.

Employment by the Manager: None.

Other connections with the Manager: From April 2005 to March 2006 he was a director of the Income & Growth Trust PLC and Income & Growth Securities PLC, clients of the former Manager.

Shared directorships with other Directors: None.

Shareholding in Company: 10,000 Ordinary Shares

Stephen J Barclay Independent Non-executive Director

Relevant experience and other directorships: Stephen qualified as a chartered accountant in 1964 with Robson Rhodes before obtaining an MBA degree from Wharton Business School in 1967. In 1989, after a career during which he reorganised various companies, he established Clifton Financial Associates Plc (now Clink Wharf Associates Limited) to provide corporate finance advice to small to medium sized private and public companies. Stephen is a former executive chairman of Seymour Pierce Limited and was a director of Investment Management Holdings plc until March 2001. He is a director of a number of public companies and is a governor of the London School of Economics and Political Science.

Length of service: He was appointed as a Director on 22 March 2000.

Last re-elected to the Board: 30 August 2011.

Age: 70.

Committee membership: Audit, Management Engagement, Nomination and Remuneration Committees.

Employment by the Manager: None.

Other connections with the Manager: None.

Shared directorships with other Directors: None.

Shareholding in Company: 137,500 Ordinary Shares.

Brian O J May Independent Non-executive Director

Relevant experience and other directorships: Brian graduated from Stanford University, California in 1983. From 1984 to 1988 he worked for Aitken Hume Plc as a small companies fund manager for Sentinel Funds Management Limited. Since 1989, he has been managing director of Berthon Boat Company Limited and he is a director of a number of other small companies.

Length of service: He was appointed as a Director on 22 March 2000.

Last re-elected to the Board: 3 September 2009.

Age: 51.

Committee membership: Audit, Management Engagement, Nomination and Remuneration Committees.

Employment by the Manager: None.

Other connections with the Manager: None.

Shared directorships with other Directors: None.

Shareholding in Company: 62,800 Ordinary Shares.

William R Nixon Non-executive Director

Relevant experience and other directorships: Bill is managing partner of Maven Capital Partners UK LLP (Maven) and has over 30 years' experience in banking and private equity. He is a Fellow of the Chartered Institute of Bankers in Scotland and obtained an MBA from Strathclyde University in 1996. In the mid 1990s he was head of the UK private equity business at National Australia Bank, before joining the Aberdeen Asset Management Group (Aberdeen) in 1999. In 2004 he was appointed as principal fund manager to all Aberdeen managed VCTs. In 2009, Bill and his senior colleagues led a management buy-out from Aberdeen to form Maven. He is a director of Maven Income and Growth VCT 2 PLC, Maven Income and Growth VCT 3 PLC, Maven Income and Growth VCT 4 PLC, and Ortus VCT PLC.

Length of service: He was appointed as a Director on 21 February 2006.

Last re-elected to the Board: 30 August 2011.

Age: 49.

Committee membership: None.

Employment by the Manager: Since 1999 (1999-2009 with Aberdeen).

Other connections with the Manager: None.

Shared directorships with other Directors: None.

Shareholding in Company: 155,300 Ordinary Shares.

Directors' Report

The Directors submit their Annual Report together with the Financial Statements of the Company for the year ended 31 March 2012.

Results and dividends

The return attributable to Equity Shareholders, for the year ended 31 March 2012, was £73,000 (2011: £172,000). The Directors do not recommend the payment of a final dividend. The NAV per Ordinary Share at 31 March 2012 was 49.8p (2011: 48.4p). The NAV per Ordinary Share has been calculated using the number of shares in issue at 31 March 2012 of 5,309,102 (2011: 5,309,102).

Business review

A full review of the Company's operations is given in the Chairman's Statement and in the Investment Manager's Review. In addition, the Directors' Report includes a summary of the business objectives, the Board's strategy for achieving them, the key performance indicators and the principal risks faced by the Company.

Investment objective

The Company aims to achieve long term capital appreciation and generate maintainable levels of income for Shareholders.

Statement of investment policy

The Company intends to achieve its objective by:

- investing the majority of its funds in a diversified portfolio of shares and securities of smaller unquoted UK companies and in AIM/PLUS quoted companies which meet the criteria for VCT qualifying investments and have strong growth potential;
- investing in line with VCT regulations, no more than £1 million in any business in one year and no more than 15% of the Company's assets by cost in one business at any time;
- maintaining a qualifying investment level of at least 70% according to VCT regulations;
- borrowing up to £400,000 on a selective basis in pursuit of investment strategy; and
- retaining the services of a Manager that can provide the breadth and depth of resources to achieve the investment objective.

The Company manages and minimises investment risk by:

- diversifying across a large number of companies;
- diversifying across a range of industry sectors;
- actively and closely monitoring the progress of investee companies;
- seeking to appoint a non-executive director to the board of each private investee company, provided from the Manager's investment management team or from its pool of experienced independent directors;
- co-investing with other companies run by the Manager in larger deals that tend to carry a reduced risk profile;
- not investing in hostile public to private transactions; and
- retaining the services of a Manager that can provide the breadth and depth of resources required to meet the criteria stated above.

Other risks are managed as follows:

- VCT qualifying status is monitored continuously and risk of a breach is minimised by retaining the services of a Manager with the resources to provide sufficient flow of investment opportunities and integrated administrative and management systems to ensure continuing compliance with regulations; and
- risks of political change or changes to exchange controls, taxation or other regulations that might affect investee companies are monitored and taken account of before investments are made and in determining the valuations of unlisted investments.

Statement of compliance with investment policy

That the Company is adhering to its stated investment policy and managing the risks arising from it can be seen in various tables and charts throughout the Annual Report and from figures provided in the Chairman's Statement and in the Investment Manager's Review.

The management of the investment portfolio has been delegated to Maven Capital Partners UK LLP (Maven or the Manager), which also provides administrative, financial management and company secretarial services to the Company. The Board is satisfied with the depth and breadth of the Manager's resources and its network of offices, which generates new deals and enables the geographically widespread portfolio companies to be monitored effectively.

The Investment Portfolio Summary shows the number of investments in the portfolio and the degree of co-investment with other clients of the Manager. The tabular analyses of the unlisted and AIM/PLUS portfolio by industrial sector and deal type show that the portfolio is diversified across a variety of economic sectors and deal types. The level of qualifying investments is monitored by the Manager on a daily basis and reported to the Board quarterly.

Key performance indicators

At each Board Meeting, the Directors consider a number of performance measures to assess the Company's success in achieving its objectives. The principal performance indicator is NAV per share and a historical record of the Company's financial performance is shown in the Financial Highlights. In addition, the Board considers peer group comparative performance.

Principal risks and uncertainties

The principal risks and uncertainties facing the Company relate to its investment activities and include market price, interest rate and liquidity risk. An explanation of these risks and how they are managed is contained in Note 17 to the Financial Statements.

Additional risks faced by the Company, and the mitigation approach adopted by the Board, are as follows:

- investment objective: the Board's aim is to maximise returns to Shareholders while managing risk by ensuring an appropriate diversification of investments;
- investment policy: inappropriate stock selection leading to underperformance in absolute and relative terms is a risk which the Manager mitigates by operating within investment guidelines and regularly monitoring performance against the peer group. The regulations affecting venture capital trusts are central to the Company's investment policy;
- discount volatility: due to lack of liquidity in the secondary market, venture capital trust shares tend to trade at discounts to their net asset values and can be subject to influence by market volatility; and
- regulatory risk: the Company operates in a complex regulatory environment and faces a number of related risks. A breach of Section 274 of the Income Tax Act 2007 could result in the Company being subject to capital gains tax on the sale of its investments. A breach of the VCT Regulations could result in the loss of VCT status and a consequent loss of tax reliefs currently, or previously, available to Shareholders. A serious breach of other regulations, such as the UKLA Listing Rules or the Companies Act, could lead to suspension of trading in the Company's shares at the Stock Exchange and reputational damage. The Board receives quarterly reports from the Manager in order to monitor compliance with regulations.

At least twice each year the Board considers all of the above risks and the measures in place to manage them.

Directors

Biographies of the Directors who held office during the year ended 31 March 2012 are shown under Your Board along with their interests in the shares of the Company, which are also shown on page 18. No contract or arrangement significant to the Company's business, and in which any of the Directors is interested, has subsisted during the year.

In accordance with the Articles of Association, Directors must offer themselves for re-election at least once every three years. Mr May retires by rotation at the Annual General Meeting and, being eligible, offers himself for re-election. In addition, Mr Nixon, who is deemed not to be independent of the Manager, retires at the Annual General Meeting in accordance with corporate governance best practice and, being eligible, offers himself for annual re-election. In respect of these re-elections, Resolutions 3 and 4 respectively will be proposed at the Annual General Meeting.

The interests of the Directors in the share capital of the Company are as follows:

	31 March 2012 Ordinary Shares of 50p	31 March 2011 Ordinary Shares of 50p
J D Carr (Chairman)	10,000	10,000
S J Barclay	137,500	137,500
B O J May	62,800	62,800
W R Nixon	155,300	112,800

All of the interests shown above are beneficial and there have been no other changes to the above share interests since the end of the Company's financial year.

Manager and Company Secretary

During the year ended 31 March 2012, investment management, administrative and company secretarial services were provided to the Company by Maven Capital Partners UK LLP (Maven). The management and secretarial fees payable to Maven in respect of the year then ended have been calculated and charged on the following basis:

- a fee of £100,000 in respect of investment management services; and
- a fee of £30,000 in respect of administrative and secretarial services.

The effects of these arrangements for the year ended 31 March 2012 are detailed in Notes 3 and 4 to the Financial Statements.

The key terms of the Management and Administration Deed include:

- the Management and Administration Deed is terminable by the Manager giving to the Company not less than 12 months' notice in writing or by the Company giving to the Manager not less than 12 months' notice in writing. Notwithstanding these provisions, the Deed may be terminated by either party giving written notice to the other if that other commits a material breach of the Deed and, if the breach is capable of remedy, fails to rectify the same within 30 days of being requested to do so. The Deed may also be terminated immediately if the Manager ceases to be authorised or permitted to act as discretionary investment manager, or if either party enters into liquidation or has a receiver or administrator appointed over it or any of its undertakings or assets;
- the Company shall pay remuneration to the Manager in respect of investment management services by way of an annual fee of £100,000, payable quarterly in advance;
- the Company shall pay remuneration to the Manager in respect of administrative and secretarial services by way of an annual fee of £30,000, payable quarterly in advance; and
- an incentive fee, at the rate of 20% of any uplift, shall become payable if the value of the Company's assets at the agreed reference date exceeds that at the previous reference date and at each anniversary of the Commencement Date.

In order to ensure that the Manager's executives are appropriately incentivised in relation to the management of the portfolio, there exists a co-investment scheme that requires individuals nominated by the Manager to participate in investments in portfolio companies alongside the Company. All such investments are made through a nominee and under terms previously agreed by the Board. The terms of the scheme ensure that all investments are made on identical terms to those of the Company and that no selection of investments will be allowed. Total investment by participants in the co-investment scheme is set at 5% of the aggregate amount of ordinary shares subscribed for by the Company and the co-investing executives, except where the only securities to be acquired by the Company are ordinary shares or are securities quoted on AIM, in which case the co-investment percentage will be 1.5%. Any dilution of the Company's interests is, therefore, minimal and the Directors believe that the scheme provides a useful incentive which closely aligns the interests of key individuals within the Manager's staff with those of Shareholders.

The Board considers the continued appointment of the Manager on the agreed terms to be in the best interests of the Company's Shareholders because of the quality of the investment management, company secretarial and administrative services provided and, in particular, the breadth and depth of the experience, knowledge and skill of the Manager's staff and its network of offices across the country from which it sources new investments and monitors portfolio companies. It should be noted that, as at 27 July 2012, Maven Capital Partners and its employees hold, in aggregate, 598,484 of the Company's Ordinary Shares of 10p each.

VAT on investment management fees

Following the statement by the Chancellor of the Exchequer in the March 2008 Budget, Her Majesty's Revenue and Customs (HMRC) announced that, from 1 October 2008, all VCTs would be exempt from VAT on management fees and, in addition, VCTs would be able to be able to claim back VAT paid in the previous three years. The Board has been in negotiations with HMRC and Aberdeen Asset Management PLC (Aberdeen), the parent company of the former Manager in relation to the amount of VAT that may be reclaimed by Aberdeen, which will then be repaid to the Company. During the year ended 31 March 2010, the Board accepted an offer of £56,501 as part settlement of the refund of VAT paid on investment management fees, and this has been reflected in the Financial Statements for that period. The Manager remains in continuing dialogue with Aberdeen with a view to making further recovery of any amounts due to the Company.

Auditor

So far as the Directors who held office at the date of approval of the Director's Report are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's Auditor is unaware, and each of the Directors has taken all the steps that he should have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Deloitte LLP have expressed their willingness to continue in office and Resolution 5, to re-appoint Deloitte LLP as Auditor, will be proposed at the forthcoming Annual General Meeting along with Resolution 6, to authorise the Directors to fix their remuneration.

Purchase of Ordinary Shares

The Company has authority to make market purchases of its own shares, although no such transactions have been effected during the year ended 31 March 2012. A Special Resolution, numbered 10 in the Notice of Meeting, will be put to Shareholders at the Annual General Meeting for their authority for the Company to purchase in the market a maximum of 14.99% of Ordinary Shares in issue (795,834 Ordinary Shares) at 31 March 2012. Such authority will expire on the date of the next Annual General Meeting or after a period of 15 months from the date of passing of the Resolution, whichever is the earlier. This means, in effect, that the authority will have to be renewed at the Annual General Meeting of the Company to be held in 2013.

Purchases of Ordinary Shares will be made within guidelines established from time to time by the Board, but only if it is considered that such purchases would be to the advantage of the Company and its Shareholders taken as a whole. Purchases will be made in the market for cash only at prices below the prevailing net asset value per Ordinary Share. Under the Listing Rules of the UK Listing Authority, the maximum price that may be paid on the exercise of this authority must not exceed 105% of the average of the middle market quotations for the shares over the five business days immediately preceding the date of purchase. The minimum price that may be paid is 10p per share. In making purchases, the Company will deal only with member firms of the London Stock Exchange. Shares which are purchased will be cancelled.

Purchases of Ordinary Shares by the Company can only be made from available reserves and the purchase cost will normally be paid out of cash balances held by the Company from time to time. The purchase of Ordinary Shares by the Company is intended to provide liquidity in the shares and enhance the NAV per share for the remaining Shareholders. Since it is anticipated that any purchases will be made at a discount to NAV at the time of purchase, the NAV of the remaining Ordinary Shares in issue should increase as a result of any such purchase.

Shares will not be purchased by the Company in the period of two months immediately preceding the notification of the Company's interim results and the two months immediately preceding the announcement of the annual results or, if shorter, the period from the end of the Company's relevant financial period up to and including the time of the relevant announcement.

Issue of new Ordinary Shares

Resolution numbered 8 in the Notice of Meeting will be put to Shareholders at the Annual General Meeting for their approval for the Company to issue up to an aggregate nominal amount of £265,455 (equivalent to 530,910 Ordinary Shares or 10% of the total issued share capital at 31 March 2012). Further issues of new Ordinary Shares may only be made at a premium to NAV per share, thus ensuring existing investors will not be disadvantaged by such issues. The proceeds of any issue may be used to purchase the Company's Ordinary Shares in the market or to fund further investments in accordance with the Company's investment policy. This authority shall expire either at the conclusion of the next Annual General Meeting of the Company or on the expiry of 15 months from the passing of the Resolution, whichever is the first to occur. This means, in effect, that the authority will have to be renewed at the Annual General Meeting of the Company to be held in 2013.

When shares are to be allotted for cash, Section 561(1) of the Companies Act 2006 provides that existing Shareholders have pre-emption rights and that the new shares are offered first to such Shareholders in proportion to their existing Shareholdings. However, Shareholders can, by Special Resolution, authorise the Directors to allot shares otherwise than by a pro-rata issue to existing Shareholders. Resolution 9 will, if passed, give the Directors power to allot for cash, Ordinary Shares up to an aggregate nominal amount of £265,455 (equivalent to 530,910 Ordinary Shares or 10% of the total issued share capital at 31 March 2012 as if Section 561(1) does not apply. This is the same amount of share capital that the Directors are seeking the authority to allot pursuant to Resolution 8. The Company will not use this authority in connection with a rights issue. The authority will expire either at the conclusion of the next Annual General Meeting of the Company or on the expiry of 15 months from the passing of the Resolution, whichever is the first to occur. This means, in effect, that the authority will have to be renewed at the Annual General Meeting of the Company to be held in 2013.

Share capital

As at 31 March 2012, the Ordinary Share capital of the Company amounted to 5,309,102 Ordinary Shares of 50p each. Full details are included in Note 11 to the Financial Statements.

Share interests

At 27 July 2012, as far as the Directors have been made aware and in addition to the interests of the Directors, the following have aggregate interests in the Company's issued share capital:

	Ordinary Shares of 50p	% of ordinary capital
Pershing Keen Nominees Limited	1,111,884	20.9
of which held by Mr B Miller	194,000	3.7
Mr E Lovett-Turner, Mr N Lovett-Turner and Miss A Lovett-Turner	300,000	5.7
Maven Capital Partners UK LLP[1]	293,184	5.5
The Corporation of Lloyds	200,000	3.8

[1]In addition to this holding, Mr Nixon, managing partner of the Manager, holds 155,300 shares and other employees of the Manager hold a further 150,000 shares.

Principal activity and status

The Company's affairs have been conducted, and will continue to be conducted, in a manner to satisfy the conditions to enable it to obtain approval as a Venture Capital Trust under Section 274 of the Income Tax Act 2007. HMRC will grant Section 274 status, if requested, provided that the Company's affairs have been conducted in such a manner as to satisfy the conditions of that Section of the Act. Such approval was last granted in respect of the year ended 31 March 2011. The Company revoked investment company status on 12 July 2010 and this will allow the distribution of realised gains, subject to the availability of reserves.

Continuation of the Company

The Company's Articles of Association provide that the Board shall, at the Annual General Meeting to be held in 2012, propose an Ordinary Resolution to the effect that the Company shall continue in being as a venture capital trust. If, at that Meeting, such a Resolution is not passed, the Board shall, within 12 months, convene an Extraordinary General Meeting to propose a Special Resolution for the reorganisation or reconstruction of the Company and, if that Resolution is not passed, a Special Resolution to wind up the Company voluntarily. If the Shareholders resolve that the Company is to continue as a venture capital trust, similar Resolutions will be proposed at every third subsequent Annual General Meeting, commencing with the one to be held in 2015. Accordingly, a Resolution to propose that the Company continues as a venture capital trust will be put to Shareholders at the Annual General Meeting to be held on 29 August 2012 and the Directors' recommendation on this Resolution is included in the Chairman's Statement.

Corporate governance

The Statement of Corporate Governance is shown on pages 24 to 29.

Political and charitable donations

The Company did not make any political or charitable donations during the year ended 31 March 2012 (2011: nil).

Creditor payment policy

The Company's creditor payment policy is to agree terms of payment before business is transacted, to ensure suppliers are aware of these terms and to settle bills in accordance with them. The Company did not have any material trade creditors at the year end.

Financial instruments

The Company's financial instruments comprise its investment portfolio, cash balances and debtors and creditors that arise directly from its operations, including accrued income and purchases and sales awaiting settlement. The main risks that the Company faces arising from its financial instruments are disclosed in Note 17 to the Financial Statements.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and financial position are set out in this Directors' Report, and the financial position of the Company is described in the Chairman's Statement. In addition, Note 17 to the Financial Statements includes the Company's objectives, policies and processes for managing its financial risks; details of its financial instruments; and its exposures to market price risk, interest rate risk, liquidity risk and credit risk. The Directors believe that, despite the current economic outlook, the Company is well placed to manage its business risks.

Having made suitable enquiries, the Directors have a reasonable expectation that the Company has adequate financial resources to enable it to continue in operational existence for the foreseeable future and, accordingly, they have continued to adopt the going concern basis when preparing the Annual Report and Financial Statements.

Annual General Meeting

The Notice of the Annual General Meeting, which will be held on 29 August 2012, is contained on pages 46 to 51.

By order of the Board
Maven Capital Partners UK LLP
Secretary

27 July 2012

Directors' Remuneration Report

The Board has prepared this report, in accordance with the requirements of the Companies Act 2006. An Ordinary Resolution for the approval of this report will be put to the Members of the Company at the forthcoming Annual General Meeting.

The law requires the Company's Auditor to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in their report on pages 31 and 32.

Remuneration Committee

At 31 March 2012 the Company had four non-executive Directors, whose biographies are provided on pages 14 and 15, and the three independent Directors fulfil the function of a Remuneration Committee, which is chaired by Mr Carr. The names of the Directors who served during the year are shown on page 23, together with the fees paid during the year. During the year under review, the Board has not been provided with advice and services in respect of its consideration of the Directors' remuneration. However, the Directors expect, from time to time, to review the fees paid to the boards of directors of other venture capital trust companies in order to provide an appropriate comparison when reviewing their own remuneration.

Policy on Directors' remuneration

The Board's policy is that the remuneration of the Directors, all of whom are non-executive, should reflect the experience of the Board as a whole and be fair and comparable to that of other venture capital trusts with a similar capital structure and similar investment objectives.

The Company's policy is for the Directors to be remunerated in the form of fees, payable quarterly in arrears, to the Director personally or to a third party specified by him. The Directors' fees are determined within the limits set out in the Company's Articles of Association, which limit the aggregate of the fees payable to the Directors to £250,000 per annum. In practice, prior to 30 June 2010, the Manager paid, on behalf of the Company, the fees due to the Directors from the amount paid to the Manager under the terms of the Management and Administration Deed. With effect from 1 July 2010, the Company has made payment of fees direct to those Directors entitled to receive remuneration.

The Company's policy is that fees payable to the Directors should reflect the performance of the Company and the time spent by the Directors on the Company's affairs, and should be sufficient to enable candidates of a high quality to be recruited. Non-executive Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits. However, there is an arrangement whereby, once the sum of 125p per share has been distributed to the holders of Ordinary Shares, each of the independent Directors are entitled to an equal share of ten per cent of any further dividends or capital distributions.

At its Meeting in February 2012, the Remuneration Committee carried out a review of Directors' fees and concluded that there would be no change to the level of the remuneration of the independent Directors. It is intended that this policy will continue for the year ending 31 March 2013 and subsequent years, and the Committee will continue to review the rates of Directors' remuneration from time to time.

Directors' and Officers' liability insurance

The Company purchases and maintains liability insurance covering the Directors and Officers of the Company. This insurance is not a benefit in kind, nor does it form part of the Directors' remuneration.

Directors' service contracts

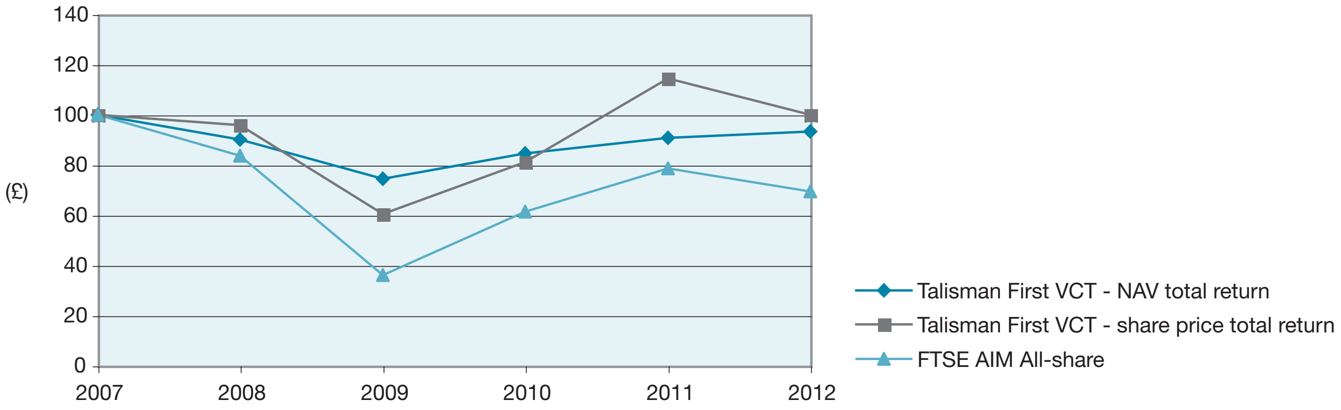
None of the Directors has a contract of service or contract for services and a Director may resign by giving three months' notice in writing to the Board at any time.

The Articles of Association provide that, at the Annual General Meeting each year, one third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to one third) shall be subject to retirement by rotation. Directors, therefore, shall retire and be subject to re-election at the first Annual General Meeting following their appointment and, thereafter, shall be obliged to retire by rotation, and offer themselves for re-election, at least every three years. No compensation is payable for loss of office, save any arrears of fees which may be due.

Company performance

The graph below compares the total return on an investment of £100 in the Ordinary Shares of the Company, for each annual accounting period for the five years to 31 March 2012, assuming any dividends are reinvested, with the total shareholder return on a notional investment of £100 made up of shares of the same kinds and number as those by reference to which the FTSE AIM All-Share Index is calculated. This index was chosen for comparison purposes as it is the most relevant to the Company's investment portfolio.

Total return performance



Source: Maven Capital Partners UK LLP.

Please note that past performance is not necessarily a guide to future performance.

Directors' emoluments for the year (audited)

The Directors who served during the year ended 31 March 2012 received the following emoluments in the form of fees:

	Year ended 31 March 2012 £	Year ended 31 March 2011 £
Chairman:		
J D Carr	6,500	6,500
Directors:		
S J Barclay	5,000	5,000
B O J May	5,000	5,000
W R Nixon	-	-
Total	**16,500**	**16,500**

No performance fees, other remuneration, benefit or pension retirement benefits were paid during the year. No Director has received any taxable expenses, compensation for loss of office or non-cash benefit for the year ended 31 March 2012 (2011: £nil).

Approval

The Directors' Remuneration Report was approved by the Board of Directors and signed on its behalf by:

Jonathan D Carr
Director

27 July 2012

Statement of Corporate Governance

The Company is committed to a high standard of corporate governance. The Board has put in place a framework for corporate governance which it believes is appropriate for a venture capital trust and which enables it to comply with the UK Code of Corporate Governance (the Code). The Listing Rules of the UK Listing Authority require the Board to report on compliance with the provisions of the Code and this statement describes how the principles and supporting principles identified in the Code have been applied by the Company during the year ending 31 March 2012, except where disclosed below.

The exceptions to compliance with the Code, which are explained under the headings of 'The Board' and 'Policy on tenure', were as follows:

- a senior non-executive Director has not been appointed (Code provision A4.1) as the Board considers that each of the Directors has different qualities and areas of expertise on which they may lead. Consequently, no individual has unfettered powers of decision;
- the Code recommends that the Chairman of the Company may be a member, but not Chairman, of the Audit Committee (Code provision C.3.1). Mr Carr is Chairman of the Audit Committee for the reasons explained under 'Audit Committee'; and
- Mr Carr, Mr Barclay and Mr May have each served as a Director for a period in excess of the recommended limit of nine years (Code provision B.1.1). The Board's view on whether length of service is a factor in determining whether a Director may continue to serve is set out under 'Policy on tenure'.

The Board

The Board currently consists of four Directors who, with the exception of Mr Nixon, are considered to be independent of the investment manager (Maven Capital Partners UK LLP, Maven or the Manager) and free of any relationship which could materially interfere with the exercise of their independent judgement.

However, the following points should be noted:

- Mr Nixon is managing partner of Maven Capital Partners UK LLP;
- Mr Carr was independent of the Manager at the time of his appointment as Chairman and continues to be so by virtue of his lack of either a connection with the Manager or cross-directorships with his fellow Directors; and
- certain Directors of the Company and members of their close families have invested, and may continue to invest, in companies in which the Company has invested; any such interests are declared at Board Meetings.

The biographies of the Directors appear under Your Board and indicate their high level and range of investment, industrial, commercial and professional experience.

The Board sets the Company's values and objectives and ensures that its obligations to Shareholders are met. It has formally adopted a schedule of matters which are required to be brought to it for decision, thus ensuring that it maintains full and effective control over appropriate strategic, financial, operational and compliance issues. These matters include:

- the appointment and removal of the Manager and the terms and conditions of the management and administration deed;
- the maintenance of clear investment objectives and risk management policies;
- the monitoring of the business activities of the Company;
- Companies Act requirements such as the approval of the Interim and Annual Financial Statements and recommendation of any interim and final dividends;
- major changes relating to the Company's structure, including share buy-backs and share issues;
- Board appointments and related matters;
- terms of reference for, and membership of, Board Committees; and
- Stock Exchange, UK Listing Authority and Financial Services Authority matters, such as approval of all circulars, listing particulars and releases concerning matters decided by the Board.

As required by the Companies Act 2006 and permitted by the Articles of Association, Directors notify the Company of any situation which might give rise to the potential for a conflict of interest, so that the Board may consider and, if appropriate, approve such situations. A register of potential conflicts of interest for Directors is maintained and is reviewed regularly by the Board. Directors notify the Company whenever there is a change in the nature of a registered conflict, or whenever a new conflict situation arises.

There is an agreed procedure for Directors to take independent professional advice, if necessary, at the Company's expense. The Directors have access to the advice and services of the corporate Company Secretary through its appointed representatives, who are responsible to the Board for:

- ensuring that Board procedures are complied with;
- under the direction of the Chairman, ensuring good information flow within the Board and its Committees; and
- advising on corporate governance matters.

An induction meeting will be arranged on the appointment of any new Director, covering details about the Company, the Manager, legal responsibilities and venture capital trust industry matters. Directors are provided, on a regular basis, with key information on the Company's policies, regulatory and statutory requirements and internal controls. Changes affecting Directors' responsibilities are advised to the Board as they arise.

The Chairman of the Company is a non-executive Director and is Chairman of the Audit, Management Engagement, Nomination and Remuneration Committees, as the Board considers that he has the skills and experience relevant to these roles.

The Board meets at least four times a year and, between these Meetings, maintains contact with the Manager. The primary focus of quarterly Board Meetings is a review of investment performance and related matters including asset allocation, peer group information and industry issues. During the year ended 31 March 2012, the Directors held four full Board Meetings and a further two Meetings were held by telephone. In addition, there were two Meetings of the Audit Committee and one Meeting each of the Management Engagement, Nomination and Remuneration Committees.

Directors have attended Board and Committee Meetings during the year ended 31 March 2012 as follows:

Director	Board Meetings	Audit Committee	Management Engagement Committee	Nomination Committee	Remuneration Committee
J D Carr (Chairman)	6	2	1	1	1
S J Barclay	6	1	1	1	1
B O J May	6	2	1	1	1
W R Nixon[1]	5	-	-	-	-

[1] Mr Nixon is not a member of the Audit, Management Engagement, Nomination and Remuneration Committees.

In February 2012, Meetings of the Management Engagement, Nomination and Remuneration Committees were held to review, among other things, the performance of the Manager and the effectiveness of the Board and its Committees.

To enable the Board to function effectively and allow Directors to discharge their responsibilities, full and timely access is given by the Manager and Secretary to all relevant information. In the case of Board meetings, this consists of a comprehensive set of papers, including the Manager's review and discussion documents regarding specific matters. The Directors make further enquiries where necessary.

The Board and its Committees have undertaken a process for their annual performance evaluation, using questionnaires and discussion to ensure that Directors have devoted sufficient time and contribute adequately to the work of the Board and its Committees. As part of this process, the Chairman is subject to evaluation by his fellow Directors.

Directors' terms of appointment

Non-executive Directors are not appointed for specific terms as, under appointment letters between each of the Directors and the Company, each of the Directors was appointed until a time to be determined by either party and subject to three months' notice. However, all non-executive Directors are subject to Companies Act provisions and, in accordance with the Articles of Association, stand for election at the first Annual General Meeting following their appointment and at least once every three years thereafter. In addition, Mr Nixon is subject to annual re-election in view of his position as managing partner of Maven Capital Partners UK LLP, the Manager.

Policy on tenure

The Board's policy on tenure is that Directors need not serve on the Board for a limited period of time only. The Board does not consider that the length of service of a Director is as important as the contribution he has to make and, therefore, the length of service will be determined on a case by case basis.

Committees

The Board has established a number of Committees, each of which comprises the independent Directors and is chaired by the Chairman of the Company. Each of the Committees has written terms of reference that are available on request from the Registered Office of the Company and which are reviewed and re-assessed for their adequacy at each Committee Meeting.

Audit Committee

The Audit Committee comprises all of the independent Directors and the Board is satisfied that at least one member of the Committee has recent and relevant financial experience. The Chairman of the Company is also the Chairman of the Audit Committee, as the other Directors consider that his knowledge and experience are relevant to the position. Two meetings were held during the year ended 31 March 2012.

The terms of reference of the Audit Committee include:

- the review of the effectiveness of the internal control environment of the Company including by the receipt of reports from internal and external auditors on a regular basis;
- the review of the Interim and Annual Reports and Financial Statements;
- the review of the terms of appointment of the Auditor, together with their remuneration, as well as any non-audit services provided by the Auditor;
- the review of the scope and results of the audit and the independence and objectivity of the Auditor;
- the review of the Auditor's management report and any required response;
- meetings with representatives of the Manager; and
- making appropriate recommendations to the Board.

At each Meeting, the Audit Committee examined the Annual or Interim Report and Financial Statements, reviewed the Company's internal controls and, when considering the Annual Report, reviewed the scope of the audit and the Auditor's management report to the Board. No significant weaknesses in the control environment were identified.

The Company has in place a policy governing and controlling the provision of non-audit services by the external Auditor, so as to safeguard their independence and objectivity. Shareholders are asked to approve the re-appointment, and the Directors' responsibility for the remuneration, of the Auditor at each Annual General Meeting. Any non-audit work, other than interim reviews, requires the specific approval of the Audit Committee in each case. Non-audit work is prohibited where independence may be compromised or conflicts arise and the Audit Committee considers the external Auditor, Deloitte LLP which also provides tax services to the Company, to be independent.

Details of the amounts paid to the Auditor during the year for audit and other services are set out in Note 4 to the Financial Statements.

Management Engagement Committee

The Management Engagement Committee comprises all of the independent Directors and, on an annual basis, reviews the management contract with the Manager, details of which are shown in the Directors' Report. One Meeting was held during the year ended 31 March 2012, at which the Committee recommended the continued appointment of Maven Capital Partners UK LLP as the Company's Manager.

Nomination Committee

The Nomination Committee comprises all of the independent Directors and one Meeting was held during the year ended 31 March 2012. The Committee makes recommendations to the Board on the following matters:

- the evaluation of the performance of the Board and its Committees;
- succession planning;
- the identification and nomination of candidates to fill Board vacancies as and when they arise;
- the re-appointment of any non-executive Director at the conclusion of their specified term of office;
- the re-election by Shareholders of any Director under the retirement by rotation provisions in the Company's Articles of Association;
- the continuation in office of any Director at any time; and
- the appointment of any Director to another office, such as Chairman of the Audit Committee, other than to the position of Chairman.

At its Meeting in February 2012, the Committee recommended to the Board the nomination for re-election of Mr May and Mr Nixon for the following reasons:

Mr May has, inter alia, detailed knowledge of, and significant experience in, the management of smaller companies; and Mr Nixon has, inter alia, considerable knowledge of, and experience in, the private equity industry and the venture capital trust sector.

The Board has endorsed these recommendations and, accordingly, Resolutions 3 and 4 will be put to the Annual General Meeting.

Remuneration Committee and Directors' remuneration

Under the UK Listing Authority Listing Rules, where a venture capital trust has only non-executive Directors, the Combined Code principles relating to directors' remuneration do not apply. However, the Company does have a Remuneration Committee comprising all of the independent Directors. The Committee held one Meeting during the year ended 31 March 2012 to review the policy for, and the level of, Directors' Remuneration.

The level of the remuneration of the Directors has been set in order to attract individuals of a calibre appropriate to the future development of the Company. The Company's policy on Directors' remuneration, together with details of the remuneration of each Director, is detailed in the Directors' Remuneration Report.

Internal control

The Board of Directors of Talisman First Venture Capital Trust PLC has overall responsibility for the Company's system of internal control and for reviewing its effectiveness. The Directors have delegated the investment management of the Company to Maven Capital Partners UK LLP, which also provides company secretarial and administrative services to the Company. Therefore, the Board considers that it is appropriate for the Company's internal controls to be monitored by the Manager, rather than by the Company itself. The Directors confirm that there is an ongoing process for identifying, evaluating and managing the significant risks faced by the Company, which has been in place for the full year under review and up to the date of approval of the Annual Report and Financial Statements. This process is regularly reviewed by the Board and accords with the guidance for directors on internal control "Internal Control: Guidance for Directors on the Combined Code" (the Turnbull Guidance).

The Board has reviewed the effectiveness of the system of internal control and, in particular, it has reviewed the process for identifying and evaluating the significant risks affecting the Company and the policies and procedures by which these risks are managed. The Directors have delegated the investment management of the Company to the Manager and this embraces implementation of the system of internal control, including financial, operational and compliance controls and risk management. Internal control systems are monitored and supported by the internal audit function of the Manager, which undertakes periodic examination of business processes, including compliance with the terms of the management agreement, and ensures that recommendations to improve controls are implemented.

Risks are identified through a risk management framework by each function within the Manager's and Secretary's activities. Risk is considered in the context of the Turnbull Guidance and includes financial, regulatory, market, operational and reputational risk. This helps the internal audit risk model identify which functions to review. Any errors or weaknesses identified are reported to the Company and timetables are agreed for implementing improvements to systems. The implementation of any remedial action required is monitored and feedback is provided to the Board.

The key components designed to provide effective internal control for the year under review and up to the date of this report are:

- the Manager prepares forecasts and management accounts which allow the Board to assess the Company's activities and review its investment performance;
- the Board and the Manager have agreed clearly defined investment criteria, specific levels of authority and exposure limits.

Reports on these issues, including performance statistics and investment valuations, are regularly submitted to the Board;

- the Manager's evaluation procedure and financial analysis of the companies concerned include detailed appraisal and due diligence;
- the compliance function of the Manager continually reviews its operations and those of the Secretary;
- the Manager provides the systems and reports essential to the Company's internal environment;
- written agreements are in place which specifically define the roles and responsibilities of the Manager and other third party service providers;
- clearly documented contractual arrangements exist in respect of any activities that have been delegated to external professional organisations;
- the Directors carry out a six monthly assessment of internal controls by considering reports from the Manager, including its compliance function, and taking account of events since the relevant period end; and
- the internal audit function of the Manager reports to the Audit Committee on a six monthly basis and has direct access to the Directors at any time.

The internal control systems are designed to meet the Company's particular needs and the risks to which it is exposed. Accordingly, the internal control systems are designed to manage, rather than eliminate, the risk of failure to achieve business goals and, by their nature, can provide reasonable, but not absolute, assurance against material misstatement of loss.

External agencies

The Board has contractually delegated to external agencies, including the Manager, certain services: the management of the investment portfolio, the custodial services (which include the safeguarding of the assets), the registration services and the day-to-day accounting and company secretarial requirements. Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of services offered. The Board receives and considers reports from the Manager on a regular basis. In addition, ad hoc reports and information are supplied to the Board when requested.

Accountability and audit

The Directors' Statement of Responsibilities in relation to the Financial Statements is on page 30 and the Statement of Going Concern is included in the Directors' Report on page 31. The Independent Auditor's Report is on pages 31 and 32 and it should be noted that the Auditor, Deloitte LLP, rotates the partner responsible for the Company's audit every five years.

Exercise of voting powers

The Directors believe that the exercise of voting rights lies at the heart of regulation and promotion of corporate governance and, in respect of the Company's investments, the Board has given discretionary voting powers to the Manager.

Socially responsible investment policy

The Directors are aware of their duty to act in the best interests of the Company. They acknowledge that there are risks associated with investment in companies which fail to conduct business in a socially responsible manner and the Directors, therefore, ensure that they take regular account of the social environment and ethical factors that may affect the performance or value of the Company's investments.

Communication with Shareholders

The Company places a great deal of importance on communication with its Shareholders. The Annual General Meeting is an event which all Shareholders are welcome to attend. The Notice of Annual General Meeting sets out the business of the Meeting and the Resolutions are explained more fully in the Directors' Report and in the Directors' Remuneration Report. Separate Resolutions are proposed for each substantive issue and Shareholders have the opportunity to put questions to the Board and to the Manager. The results of proxy voting are relayed to Shareholders after each Resolution has been voted on by a show of hands. Nominated persons, often the beneficial owners of shares held for them by nominee companies, may attend Shareholder Meetings and are invited to contact the registered Shareholder, the nominee company, in the first instance in order to be nominated to attend the Meeting and to vote in respect of the shares held for them. It is in the nature of a venture capital trust that it generally has few major shareholders.

As required under the Code, the Annual Report is posted to Shareholders at least twenty business days before the Annual General Meeting. Annual and Interim Reports and Financial Statements are distributed to Shareholders and other parties who have an interest in the Company's performance. Shareholders and potential investors may obtain up-to-date information on the Company through the Manager, and the Company and the Manager respond to letters from Shareholders on a wide range of issues. Shareholders also have access to the Company via the telephone service run by the Manager. In order to ensure that the Directors develop an understanding of the views of Shareholders, correspondence between Shareholders and the Manager or the Chairman is copied to the Board.

The Company's web pages are hosted on the Manager's website, and can be visited at www.mavencp.com/talismanfirst from where Annual and Interim Reports, Stock Exchange Announcements and other information can be viewed, printed or downloaded. Further information about the Manager can be found at www.mavencp.com.

Statement of Directors’ Responsibilities

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

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law, the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The Financial Statements are required by law to give a true and fair view of the state of affairs of the Company and of the net return of the Company for that period. In preparing these Financial Statements, the Directors are required to:

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

The Directors are responsible for keeping proper accounting records that 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. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company’s website. Legislation in the United Kingdom governing the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.

Responsibility Statement of the Directors in respect of the Annual Report and Financial Statements

The Directors believe that, to the best of their knowledge:

- the Financial Statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company as at 31 March 2012 and for the year to that date; and
- the Directors’ Report includes a fair review of the development and performance of the Company, together with a description of the principal risks and uncertainties that it faces.

By order of the Board
Maven Capital Partners UK LLP
Secretary

27 July 2012

Independent Auditor's Report to the Members of Talisman First Venture Capital Trust PLC

We have audited the Financial Statements of Talisman First Venture Capital Trust PLC for the year ended 31 March 2012 which comprise the Income Statement, the Reconciliation of Movements in Shareholders' Funds, the Balance Sheet, the Cash Flow Statement and the related Notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Statement of Directors' Responsibilities, 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

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the Financial Statements.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited Financial Statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the Financial Statements

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2012 and of its return for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements. The information given in the Directors' Report includes the specific information presented in the Chairman's Statement and in the Investment Manager's Review that is cross-referenced from the Business Review section of the Directors' Report.

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

Under the Listing Rules we are required to review:

- the Directors' statement contained within the Directors' Report in relation to going concern;
- the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the Code specified for our review; and
- certain elements of the report to Shareholders by the Board on Directors' remuneration,

David Claxton ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Glasgow, United Kingdom

27 July 2012

Income Statement

For the year ended 31 March 2012

	Notes	Year ended 31 March 2012 Revenue £'000	Capital £'000	Total £'000	Year ended 31 March 2011 Revenue £'000	Capital £'000	Total £'000
Gains on investments	8	-	149	149	-	275	275
Income from investments	2	131	-	131	92	-	92
Investment management fees	3	(20)	(80)	(100)	(20)	(79)	(99)
Other expenses	4	(107)	-	(107)	(96)	-	(96)
Net return/(loss) on ordinary activities before taxation		**4**	**69**	**73**	**(24)**	**196**	**172**
Tax on ordinary activities	5	-	-	-	-	-	-
Return attributable to Equity Shareholders		**4**	**69**	**73**	**(24)**	**196**	**172**
Earnings per share (pence)		**0.1p**	**1.3p**	**1.4p**	**(0.5p)**	**3.7p**	**3.2p**

A Statement of Total Recognised Gains and Losses has not been prepared as all gains and losses are recognised in the Income Statement.

All items in the above statement are derived from continuing operations. The Company has only one class of business and derives its income from investments made in shares, securities and bank deposits.

The total column of this statement is the Profit and Loss Account of the Company.

Reconciliation of Movements in Shareholders' Funds

For the year ended 31 March 2012

	Year ended 31 March 2012 £'000	Year ended 31 March 2011 £'000
Opening Shareholders' funds	2,568	2,396
Net return for year	73	172
Closing Shareholders' funds	**2,641**	**2,568**

The accompanying Notes are an integral part of the Financial Statements.

Balance Sheet

As at 31 March 2012

	Notes	31 March 2012 £'000	31 March 2011 £'000
Fixed assets			
Investments at fair value through profit or loss	8	2,555	2,350
Current assets			
Debtors	9	72	69
Cash and overnight deposits	15	68	169
		140	**238**
Creditors			
Amounts falling due within one year	10	54	20
Net current assets		**86**	**218**
Net assets		**2,641**	**2,568**
Capital and reserves			
Called up share capital	11	2,655	2,655
Share premium account	12	-	-
Capital reserve - realised	12	(1,444)	(1,182)
Capital reserve - unrealised	12	(26)	(357)
Special distributable reserve	12	2,389	2,389
Revenue reserve	12	(933)	(937)
Net assets attributable to Ordinary Shareholders		**2,641**	**2,568**
Net asset value per Ordinary Share (pence)	13	**49.8**	**48.4**

The Financial Statements of Talisman First Venture Capital Trust PLC, registered number 3870187, were approved by the Board and were signed on its behalf by:

Jonathan D Carr
Director

27 July 2012

The accompanying Notes are an integral part of the Financial Statements.

Cash Flow Statement

For the year ended 31 March 2012

		Year ended 31 March 2012		Year ended 31 March 2011	
	Notes	**£'000**	**£'000**	**£'000**	**£'000**
Operating activities					
Investment income received		125		74	
Investment management fees paid		(100)		(42)	
Other cash payments		(70)		(96)	
Net cash outflow from operating activities	14		**(45)**		**(64)**
Financial investment					
Purchase of investments		(539)		(492)	
Sale of investments		483		424	
Net cash outflow from financial investment			**(56)**		**(68)**
Equity dividends paid			-		-
Net cash outflow before financing			**(101)**		**(132)**
Decrease in cash	15		**(101)**		**(132)**

The accompanying Notes are an integral part of the Financial Statements.

Notes to the Financial Statements

For the year ended 31 March 2012

1 Accounting Policies - UK Generally Accepted Accounting Practice

(a) Basis of preparation

The Financial Statements have been prepared under the historical cost convention, modified to include the revaluation of investments, and in accordance with the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' (the SORP) issued in January 2009. The disclosures on going concern in the Directors' Report form part of these Financial Statements.

(b) Income

Dividends receivable on equity shares and unit trusts are treated as revenue for the period on an ex-dividend basis. Where no ex-dividend date is available dividends receivable on or before the year end are treated as revenue for the period. Provision is made for any dividends not expected to be received. The fixed returns on debt securities and non-equity shares are recognised on a time apportionment basis so as to reflect the effective interest rate on the debt securities and shares. Provision is made for any fixed income not expected to be received. Interest receivable from cash and short term deposits and interest payable are accrued to the end of the year.

(c) Expenses

All expenses are accounted for on an accruals basis and charged to the income statement. Expenses are charged through the revenue account except as follows:

- expenses which are incidental to the acquisition and disposal of an investment are charged to capital; and
- expenses are charged to realised capital reserves where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. In this respect the investment management fee has been allocated 20% to revenue and 80% to realised capital reserves to reflect the Company's investment policy and prospective income and capital growth.

(d) Taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or right to pay less tax in the future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the Financial Statements which are capable of reversal in one or more subsequent periods.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The tax effect of different items of income/gain and expenditure/loss is allocated between capital reserves and revenue account on the same basis as the particular item to which it relates using the Company's effective rate of tax for the period.

UK Corporation tax is provided at amounts expected to be paid/recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

(e) Investments

In valuing unlisted investments the Directors follow the criteria set out below. These procedures comply with the revised International Private Equity and Venture Capital Valuation Guidelines (IPEVCV) for the valuation of private equity and venture capital investments. Investments are recognised at their trade date and are designated by the Directors as fair value through profit or loss. At subsequent reporting dates, investments are valued at fair value, which represents the Directors' view of the amount for which an asset could be exchanged between knowledgeable and willing parties in an arm's length transaction. This does not assume that the underlying business is saleable at the reporting date or that its current shareholders have an intention to sell their holding in the near future.

A financial asset or liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

1. For investments completed within the 12 months prior to the reporting date and those at an early stage in their development, fair value is determined using the Price of Recent Investment Method, except that adjustments are made when there has been a material change in the trading circumstances of the company or a substantial movement in the relevant sector of the stock market.
2. Whenever practical, recent investments will be valued by reference to a material arm's length transaction or a quoted price.
3. Mature companies are valued by applying a multiple to their fully taxed prospective earnings to determine the enterprise value of the company.

   3.1 To obtain a valuation of the total ordinary share capital held by management and the institutional investors, the value of third party debt, institutional loan stock, debentures and preference share capital is deducted from the enterprise value. The effect of any performance related mechanisms is taken into account when determining the value of the ordinary share capital.

   3.2 Preference shares, debentures and loan stock are valued using the Price of Recent Investment Method. When a redemption premium has accrued, this will only be valued if there is a reasonable prospect of it being paid. Preference shares which carry a right to convert into ordinary share capital are valued at the higher of the Price of Recent Investment Method basis and the price/earnings basis, both described above.
4. Where there is evidence of impairment, a provision may be taken against the previous valuation of the investment.
5. In the absence of evidence of a deterioration, or strong defensible evidence of an increase in value, the fair value is determined to be that reported at the previous balance sheet date.
6. All unlisted investments are valued individually by the portfolio management team of Maven Capital Partners UK LLP. The resultant valuations are subject to detailed scrutiny and approval by the Directors of the Company.
7. In accordance with normal market practice, investments listed on the Alternative Investment Market or a recognised stock exchange are valued at their bid market price.

(f) Fair value measurement

Fair value is defined as the price that the Company would receive upon selling an investment in a timely transaction to an independent buyer in the principal or the most advantageous market of the investment. A three-tier hierarchy has been established to maximise the use of observable market data and minimise the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity.

Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on best information available in the circumstances.

The three-tier hierarchy of inputs is summarised in the three broad levels listed below:

- Level 1 - quoted prices in active markets for identical investments;
- Level 2 - other significant observable inputs (included quoted prices for similar investments, interest rates, prepayment speeds, credit risk etc); and
- Level 3 - significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments).

(g) Gains and losses on investments

When the Company sells or revalues its investments during the year, any gains or losses arising are credited/charged to the Income Statement.

2. Income

	Year ended 31 March 2012 £'000	Year ended 31 March 2011 £'000
Income from investments:		
UK franked investment income	3	11
UK unfranked investment income	128	81
Total income	**131**	**92**

3. Investment management fees

	Year ended 31 March 2012			Year ended 31 March 2011		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fees	20	80	100	20	79	99
	20	**80**	**100**	**20**	**79**	**99**

4. Other expenses

	Year ended 31 March 2012			Year ended 31 March 2011		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Secretarial fees	36	-	36	27	-	27
Directors' remuneration	19	-	19	9	-	9
Fees to Auditor - audit services	10	-	10	7	-	7
Fees to Auditor - tax services	2	-	2	2	-	2
Miscellaneous expenses	40	-	40	51	-	51
	107	**-**	**107**	**96**	-	**96**

The above expenses include VAT where applicable.

5. Tax on ordinary activities

	Year ended 31 March 2012			Year ended 31 March 2011		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Corporation tax	-	-	-	-	-	-

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 26% (2011: 28%). The differences are explained below:

	Year ended 31 March 2012			Year ended 31 March 2011		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Return on ordinary activities before taxation	4	69	73	(24)	196	172
Revenue return on ordinary activities multiplied by standard rate of corporation tax	1	18	19	(7)	55	48
Non-taxable UK dividend income	(1)	-	(1)	3	-	3
Gains on investments	-	(39)	(39)	-	(77)	(77)
Smaller Companies Relief	4	37	41	(3)	6	3
Movement in excess management expenses	(4)	(16)	(20)	7	16	23
	-	**-**	**-**	**-**	**-**	**-**

The Company has not recognised a deferred tax asset of £351,000 (2011: £361,000) arising as a result of having unutilised management expenses. It is unlikely that the Company will obtain relief for these in the future, so no deferred tax asset has been recognised.

6. Dividends

The Directors have not proposed a dividend for the year ended 31 March 2012 (2011: £nil).

7. Returns per Ordinary Share

	Year ended 31 March 2012	Year ended 31 March 2011
The returns per share have been based on the following figures:		
Weighted average number of Ordinary Shares	5,309,102	5,309,102
Revenue return	£4,000	(£24,000)
Capital return	£69,000	£196,000
Total return	**£73,000**	**£172,000**

8. Investments

	Year ended 31 March 2012 Unlisted (unobservable inputs) £'000	AIM/PLUS (quoted prices) £'000	Total £'000
Movements during the year:			
Valuation at 31 March 2011	1,929	421	2,350
Unrealised (gains)/losses	(216)	573	357
Cost at beginning of year	1,713	994	2,707
Purchases	539	-	539
Sales proceeds	(233)	(250)	(483)
Realised losses	(27)	(155)	(182)
Cost at 31 March 2012	1,992	589	2,581
Unrealised gains/(losses)	441	(467)	(26)
Valuation at 31 March 2012	**2,433**	**122**	**2,555**

Note 1(f) defines the three tier hierarchy of investments, and the significance of the information used to determine their fair value, that is required by Financial Reporting Standard 29 "Financial Instruments: Disclosures".

The portfolio valuation **Held at market valuation:**	**31 March 2012 £'000**	**31 March 2011 £'000**
AIM quoted equities	120	190
PLUS quoted equities	2	231
	122	**421**
Unlisted at Directors' valuation:		
Unlisted unobservable equities	933	722
Unlisted unobservable fixed income	1,500	1,207
	2,433	**1,929**
Total	**2,555**	**2,350**
Realised losses on historical basis	(182)	(347)
Movement in net unrealised gains	331	622
Gains on investments	**149**	**275**

9. Debtors

	31 March 2012 £'000	31 March 2011 £'000
Prepayments	-	3
Other debtors	72	66
	72	**69**

10. Creditors

	31 March 2012 £'000	31 March 2011 £'000
Amounts falling due within one year:		
Accruals	54	20
	54	**20**

11. Share capital

	31 March 2012 Number	31 March 2012 £'000	31 March 2011 Number	31 March 2011 £'000
At 31 March 2012, the authorised share capital comprised:				
allotted, issued and fully paid: Ordinary Shares of 50p each	5,309,102	2,655	5,309,102	2,655
	5,309,102	**2,655**	**5,309,102**	**2,655**

12. Reserves

	Share premium account £'000	Capital reserve realised £'000	Capital reserve unrealised £'000	Special distributable reserve £'001	Revenue reserve £'000
At 31 March 2011	-	(1,182)	(357)	2,389	(937)
Loss on sale of investments	-	(182)	-	-	-
Net increase in value of investments	-	-	331	-	-
Investment management fees	-	(80)	-	-	-
Net return on ordinary activities after taxation	-	-	-	-	4
At 31 March 2012	**-**	**(1,444)**	**(26)**	**2,389**	**(933)**

13. Net asset value per share

	31 March 2012 Net asset value per share p	31 March 2012 Net asset value attributable £'000	31 March 2011 Net asset value per share p	31 March 2011 Net asset value attributable £'000
Ordinary Shares	**49.8**	**2,641**	**48.4**	**2,568**

The number of Ordinary Shares used in this calculation is set out in Note 12.

14. Reconciliation of revenue return before taxation to net cash outflow from operating activities

	Year ended 31 March 2012 £'000	Year ended 31 March 2011 £'000
Return on ordinary activities before taxation	73	172
Gains on investments	(149)	(275)
Increase in accrued income	(5)	(17)
Increase in accruals	34	56
Decrease in prepayments	3	-
Increase in tax debtor	(1)	-
Net cash outflow from operating activities	**(45)**	**(64)**

15. Analysis of changes in net funds

	31 March 2011 £'000	Cash flows £'000	31 March 2012 £'000
Cash and overnight deposits	**169**	**(101)**	**68**

	31 March 2010 £'000	Cash flows £'000	31 March 2011 £'000
Cash and overnight deposits	**301**	**(132)**	**169**

16. Capital commitments, contingencies and financial guarantees

	Year ended 31 March 2012 £'000	Year ended 31 March 2011 £'000
Financial guarantees	-	73

17. Derivatives and other financial instruments

The Company's financial instruments comprise equity and fixed interest investments, financial commitments and guarantees, cash balances and debtors and creditors that arise directly from its operations, for example, in respect of sales and purchases awaiting settlement, and debtors for accrued income. The Company holds financial assets in accordance with its investment policy of investing mainly in a portfolio of VCT qualifying unquoted and AIM or PLUS quoted securities. The Company may not enter into derivative transactions in the form of forward foreign currency contracts, futures and options without the written approval of the Directors. It is not the Company's policy to enter into derivative transactions.

The main risks the Company faces from its financial instruments are: (i) market price risk, being the risk that the value of investment holdings will fluctuate as a result of changes in market prices caused by factors other than interest rate or currency movement; (ii) interest rate risk; (iii) liquidity risk; and (iv) credit risk. In line with the Company's investment objective, the portfolio comprises UK securities and, therefore, has no exposure to foreign currency risk.

The Manager's policies for managing these risks are summarised below and have been applied throughout the year. The numerical disclosures below exclude short-term debtors and creditors which are included in the Balance Sheet at fair value.

(i) Market price risk

The Company's investment portfolio is exposed to market price fluctuations, which are monitored by the Manager in pursuance of the investment objective. Adherence to investment guidelines and to investment borrowing powers set out in the Management and Administration Deed mitigates the risk of excessive exposure to any particular type of security or issuer and, in particular, no purchase can be made in any one company where this would result in a holding that would exceed 15% of the Company's investments.

These powers and guidelines include the requirement to invest in a number of companies across a range of industrial and service sectors at varying stages of development but with an emphasis on well established businesses. The Company complied with the stated investment guidelines and borrowing powers throughout the year ended 31 March 2012.

Further information on the investment portfolio (including sector analysis, concentration and deal type analysis) is set out in the Analysis of Unlisted and AIM/PLUS Portfolio, Investment Manager's Review, Summary of Portfolio Performance, Investment Portfolio Summary and Largest Unlisted and AIM/PLUS Investments.

(ii) Interest rate risk

The interest rate risk profile of financial assets at the balance sheet date was as follows:

		31 March 2012	
	Fixed interest	**Floating rate**	**Non-interest bearing**
	£'000	**£'000**	**£'000**
Sterling			
Unlisted	1,500	-	933
AIM/PLUS	-	-	122
Cash	-	68	-
	1,500	**68**	**1,055**

		31 March 2011	
	Fixed interest	**Floating rate**	**Non-interest bearing**
	£'000	**£'000**	**£'000**
Sterling			
Unlisted	1,207	-	722
AIM/PLUS	-	-	421
Cash	-	169	-
	1,207	**169**	**1,143**

The unlisted fixed interest assets have a weighted average life of 2.6 years (2011: 2.9 years) and a weighted average interest rate of 10.7% (2011: 10.6%).

It is the Directors' opinion that the carrying amounts of these financial assets represent the maximum credit risk exposure at the balance sheet date.

17. Derivatives and other financial instruments (continued)

Maturity profile

The interest rate profile of the Company's financial assets at the balance sheet date was as follows:

At 31 March 2012	Within 2 years £'000	Within 2-3 years £'000	Within 3-4 years £'000	Within 4-5 years £'000	More than 5 years £'000	Total £'000
Fixed interest						
Unlisted	555	61	619	219	46	1,500
	555	**61**	**619**	**219**	**46**	**1,500**

Within "more than 5 years" there is a figure of £3,679 (2011: £5,150), in respect of preference shares which have no redemption date.

At 31 March 2011	Within 2 years £'000	Within 2-3 years £'000	Within 3-4 years £'000	Within 4-5 years £'000	More than 5 years £'000	Total £'000
Fixed interest						
Unlisted	310	278	216	359	44	1,207
	310	**278**	**216**	**359**	**44**	**1,207**

All liabilities are due within one year and, as such, no maturity profile has been provided.

(iii) Liquidity risk

Due to their nature, unlisted investments may not be readily realisable and a portfolio of listed assets and cash is held to offset this liquidity risk. Note 8 details the three-tier hierarchy of inputs used as at 31 March 2012 in valuing the Company's investments carried at fair value.

The Company, generally, does not hold significant cash balances and any cash held is with reputable banks with high quality external credit ratings.

17. Derivatives and other financial instruments (continued)

(iv) Credit risk

This is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company.

The Company's financial assets exposed to credit risk amounted to the following:

	31 March 2012	31 March 2011
	£'000	£'000
Investments in unlisted debt securities	1,500	1,207
Cash and cash equivalents	68	169
	1,568	**1,376**

All fixed interest assets which are traded on a recognised exchange are held by JP Morgan Chase (JPM), the Company's custodian. Cash balances are held by JPM and RBS. Should the credit quality or the financial position of any of these institutions deteriorate significantly the Manager will move these assets to another provider.

The Manager evaluates credit risk on unlisted debt securities and financial commitments and guarantees prior to investment, and as part of the ongoing monitoring of investments. In doing this, it takes into account the extent and quality of any security held.

Typically, unlisted debt securities have a fixed charge over the assets of the investee company in order to mitigate the gross credit risk. The Manager receives management accounts from investee companies and members of the investment management team sit on the boards of investee companies; this enables the close identification, monitoring and management of investment specific credit risk.

There were no significant concentrations of credit risk to counterparties at 31 March 2012 or 31 March 2011.

(v) Price risk sensitivity

The following details the Company's sensitivity to a 10% increase and decrease in the market prices, with 10% being the Manager's assessment of a reasonable possible change in market prices.

At 31 March 2012, if market prices of AIM and PLUS quoted securities had been 10% higher or lower with all other variables held constant, the increase or decrease in net assets attributable to Ordinary Shareholders for the year would have been £12,000 (2011: £42,000), due to the change in valuation of financial assets at fair value through the Income Statement.

At 31 March 2012, 92.1% (2011: 75.1%) of total assets comprised investments in unquoted companies held at fair value. The valuation methods used by the Company include cost and realisable value. Therefore, it is not considered meaningful to provide a sensitivity analysis on the net asset position and total return for the year due to the fact any such movements would be immaterial to users of Financial Statements.

Notice of Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Talisman First Venture Capital Trust PLC, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice is hereby given that the Annual General Meeting of Talisman First Venture Capital Trust PLC will be held on Wednesday 29 August 2012 at 10.00 am at 9-13 St Andrew Street, London EC4A 3AF, to transact the following business:

Ordinary Resolutions

To consider and, if thought fit, pass the following Resolutions as Ordinary Resolutions:

1. To receive the Directors' Report and audited Financial Statements for the year ended 31 March 2012.
2. To approve the Directors' Remuneration Report.
3. To re-elect Mr B O J May as a Director.
4. To re-elect Mr W R Nixon as a Director.
5. To re-appoint Deloitte LLP as Auditor.
6. To authorise the Directors to fix the remuneration of the Auditor.
7. THAT the Company be continued as a venture capital trust.
8. THAT the Directors be, and they are hereby, generally and unconditionally authorised under Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £265,455 (representing 10% of the Company's issued Ordinary Share capital on 31 March 2012) provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company held after the passing of this Resolution, and so that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

To consider and if thought fit pass the following Resolutions as Special Resolutions:

9. THAT, subject to the passing of Resolution 8, the Directors be, and they are hereby, empowered under Section 571 of the 2006 Act to allot equity securities (as defined in Section 560 of the 2006 Act) under the authority conferred by Resolution 8 for cash as if Section 561(1) of the 2006 Act did not apply to the allotment, provided that this power shall be limited to the allotment:
   (a) of equity securities in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as practicable) to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
   (b) (other than under paragraph (a) above) of equity securities up to an aggregate nominal amount not exceeding £265,455 (representing 10% of the Company's issued Ordinary Share capital on 31 March 2012) and shall expire at the conclusion of the next Annual General Meeting of the Company held after the passing of this Resolution, and so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

10. THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the 2006 Act to make one or more market purchases (within the meaning of Section 693(4) of the 2006 Act) of Ordinary Shares of 50p each in the capital of the Company provided always that:

   (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 795,834 representing 14.99% of the Company's issued Ordinary Share capital as at 31 March 2012;

   (b) the minimum price which may be paid for an Ordinary Share shall be 10p per share;

   (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than:

      (i) an amount equal to 105 per cent of the average of the closing middle market price for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Shares are purchased; and

      (ii) the price stipulated by Article 5(1) of Commission Regulation (EC) No. 273/2003 (the Buy-back and Stabilisation Regulation); and

   (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the expiry of 15 months from the passing of this Resolution, save that the Company may before such expiry enter into a contract to purchase Ordinary Shares which will or may be completed wholly or partly after such expiry.

11. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Recommendation

The Directors consider that all of the Resolutions to be put to the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

By order of the Board
Maven Capital Partners UK LLP
Secretary
9-13 St Andrew Street
London EC4A 3AF

27 July 2012

Notes:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members 48 hours before the date and time set for the Meeting or, if this Meeting is adjourned, 48 hours before the date and time set for the adjourned Meeting, shall be entitled to attend and vote at the Meeting.

Website giving information regarding the Meeting

2. Information regarding the Meeting, including the information required by Section 311A of the Companies Act 2006, is available from www.mavencp.com/talismanfirst.

Attending in person

3. If you wish to attend the Meeting in person, please bring some form of identification.

Appointment of proxies

4. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these Notes and the notes to the proxy form.

5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

6. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please copy the proxy form, indicate on each copy the number of shares that it relates to and attach them together.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of a proxy using hard copy proxy form

9. The notes to the proxy form explain how to direct your proxy to vote on each Resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed, signed and sent or delivered to Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and must be received by Capita Registrars no later than 10.00 am on 24 August 2012.

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from https://www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

    In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by the no later than 48 hours before the date and time set for the Meeting.

    For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of a proxy by joint members

11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see Note 9) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars; contact details are provided in the Corporate Information section of the Annual Report.

    If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

    The revocation notice must be received by Capita Registrars no later than 48 hours before the date and time set for the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

    Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

14. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

15. As at 10.00 am on 27 July 2012 the Company's issued share capital comprised 5,309,102 Ordinary Shares of 50p each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 10.00 am on 27 July 2012 is 5,309,102.

    The website referred to in Note 2 will include information on the number of shares and voting rights.

Questions at the Meeting

16. Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the Meeting unless:

    - answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
    - the answer has already been given on a website in the form of an answer to a question; or
    - it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Website publication of audit concerns

17. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (Sections 527 to 531), where requested by a member or members meeting the qualification criteria set out at Note 18 below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Meeting.

    Where the Company is required to publish such a statement on its website:

    - it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
    - it must forward the statement to the Company's Auditors no later than the time the statement is made available on the Company's website; and
    - the statement may be dealt with as part of the business of the Meeting.

    The request:

    - may be in hard copy form or in electronic form (see Note 19 below);
    - either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
    - must be authenticated by the person or persons making it (see Note 19 below); and
    - be received by the Company at least one week prior to the Meeting.

Members' qualification criteria

18. In order to be able to exercise the members' right to require the Company to publish audit concerns (see Note 17). The relevant request must be made by:

    - a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company; or
    - at least 100 members have a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital.

    For information on voting rights, including the total number of voting rights, see Note 15 and the website referred to in Note 2.

Submission of hard copy and electronic requests and authentication requirements

19. Where a member or members wishes to request the Company to publish audit concerns (see Note 17), such request be must be made in accordance with one of the following ways:

    - a hard copy request which is signed by you, states your full name and address and is sent to The Secretary, Talisman First Venture Capital Trust PLC, Kintyre House, 205 West George Street, Glasgow G2 2LW;
    - a request which is signed by you, states your full name and address and is sent by fax to 0141 248 8093 marked for the attention of The Secretary, Talisman First Venture Capital Trust PLC; or
    - a request which states your full name, address and investor code, and is sent to enquiries@mavencp.com stating "AGM" in the subject line of the e-mail.

Nominated persons

20. If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person):

    - you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the Meeting;
    - if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
    - your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Documents on display

21. The following documents will be available for inspection at 9-13 St Andrew Street, London, EC4A 3AF from the date of the Notice of Annual General Meeting until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:

    - copies of the letters of appointment of the Directors of the Company; and
    - a copy of the existing Articles of Association.

Communication

22. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

    - calling the Manager and Secretary on 0141 306 7400; or
    - e-mailing enquiries@mavencp.com.

    You may not use any electronic address provided either in this Notice of Annual General Meeting; or in any related documents (including the Annual Report and proxy form), to communicate with the Company for any purposes other than those expressly stated.

Registered in England and Wales - Company Number 3870187.

Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages given an explanation of the proposed Resolutions.

Resolutions 1 to 8 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 9 to 11 are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1 - Annual Report and Financial Statements

The Directors of the Company must present to the Annual General Meeting the audited annual accounts and the Directors' and Auditor's reports for the financial year ended 31 March 2012.

Resolution 2 - Directors' Remuneration Report

The Company's Shareholders will be asked to approve the Directors' Remuneration Report contained in the Annual Report and Accounts at the Annual General Meeting.

Resolution 3 - Re-election of a Director

Mr B O J May will retire by rotation this year in accordance with the Articles of Association of the Company and is proposed for re-election by the Company's Shareholders. Biographical details for Mr May are set out on page 15 of the Annual Report.

Resolution 4 - Re-election of a Director

Mr W R Nixon, as a non-independent Director, retires annually in accordance with corporate governance best practice and is proposed for re-election by the Company's Shareholders. Biographical details for Mr Nixon are set out on page 15 of the Annual Report.

Resolutions 5 and 6 - Appointment and remuneration of Auditor

The Company must appoint an Auditor at each General Meeting at which accounts are presented to Shareholders to hold office until the conclusion of the next such Meeting. Resolution 5 seeks Shareholder approval to reappoint Deloitte LLP as the Company's Auditor. In accordance with normal practice, Resolution 6 seeks authority for the Directors to determine their remuneration.

Resolution 7 – Continuation of the Company as a venture capital trust

The Company's Articles of Association provide that the Board shall, at the Annual General Meeting to be held in 2012, propose an Ordinary Resolution to the effect that the Company shall continue in being as a venture capital trust. If, at that Meeting, such a Resolution is not passed, the Board shall, within nine months, convene an Extraordinary General Meeting to propose a Special Resolution for the reorganisation or reconstruction of the Company and, if that Resolution is not passed, a Special Resolution to wind up the Company voluntarily. If the Shareholders resolve that the Company is to continue as a venture capital trust, similar Resolutions will be proposed at every third subsequent Annual General Meeting, commencing with the one to be held in 2015.

Resolution 8 - Authority to allot shares

Under Section 549 of the Companies Act 2006, the Directors are prevented, subject to certain exceptions, from allotting shares in the Company or rights to subscribe for such shares without the authority of the Shareholders in General Meeting. Resolution 8 is proposed as an Ordinary Resolution to authorise the Directors to allot shares or rights to subscribe for them up to an aggregate nominal value of £265,455. This amounts to 530,910 Ordinary Shares representing approximately 10 per cent of the share capital of the Company in issue at 31 March 2012. The Directors' authority will expire at the conclusion of the next Annual General Meeting of the Company following the passing of Resolution 8. At the date of this notice the Company does not hold any Ordinary Shares in the capital of the Company in treasury.

Resolution 9 - Waiver of statutory pre-emption rights

Under Section 561 of the Companies Act 2006, when new shares are allotted they must first be offered to existing shareholders pro rata to their holdings. Shareholders are being asked to grant authority to the Directors to: (a) allot shares of the Company on such a pre-emptive basis as far as possible, subject to excluding circumstances where it is impractical to apply the strict pro rating; and (b) otherwise allot shares of the Company or rights to subscribe for shares of the Company up to an aggregate nominal value of £265,455 (representing approximately 10 per cent of the share capital in issue at 31 March 2012) as if the pre-emption rights of Section 561 of the Companies Act 2006 did not apply. This authority will expire at the conclusion of the next Annual General Meeting of the Company following the passing of Resolution 9.

Resolution 10 - Purchase of own shares

At the last Annual General Meeting, the Company's Shareholders passed a Resolution granting to the Company authority to make market purchases of the Company's Ordinary Shares subject to certain specified limits. Under Resolution 10, the Company's Shareholders are being asked to renew the Directors' authority to make market purchases of up to 795,834 Ordinary Shares of the Company (which represents approximately 14.99 per cent of the issued share capital of the Company at 31 March 2012) and the Resolution sets out the minimum and maximum prices that can be paid, exclusive of expenses. The minimum price is 10p per Ordinary Share and maximum price is equal to the higher of: (i) 105 per cent of the average of the closing middle market price of an Ordinary Share of the Company for the five business days, prior to the date of purchase; and (ii) the price stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003 (the Buy-back and Stabilisation Regulation), being the higher of the last independent trade for an Ordinary Share or the highest current independent bid for an Ordinary Share as derived from the trading venue where the purchase is carried out. Any Ordinary Shares in the Company purchased pursuant to the authority sought under Resolution 10 may either be cancelled (and not be available for reissue) or held in treasury. Once held in treasury, such shares may be cancelled or sold for cash.

Resolution 11 - Notice of General Meetings

This resolution is required to reflect the implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive increased the notice period for General Meetings of the Company to 21 days. The Company is currently able to call General Meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, Shareholders must have approved the calling of General Meetings on 14 days' notice. Resolution 11 seeks such approval, which will be effective until the Company's next Annual General Meeting, when it is intended that a similar Resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a General Meeting on 14 days' notice.

Corporate Summary

Company profile

Talisman First Venture Capital Trust PLC (the Company) is a venture capital trust. It has one class of share and was incorporated on 2 November 1999.

Objective

The Company aims to achieve long term capital appreciation and generate maintainable levels of income for Shareholders.

Benchmark

There is no meaningful venture capital trust index against which to compare the performance of the Company. However, for reporting to the Board and Shareholders, the Manager uses comparisons with appropriate indices and the Company's peer group.

Capital structure

As at 31 March 2012, the Company's issued share capital consisted of 5,309,102 Ordinary Shares of 50p each.

Total assets and net asset value

At 31 March 2012, the Company had total assets of £2,641,000 and an NAV of 49.8p per share.

Continuation vote

The Articles of Association require the Directors to put a proposal for the continuation of the Company, in its then form, to Shareholders at three yearly intervals and the next vote on the continuation of the Company as a venture capital trust will take place at the Annual General Meeting to be held in 2012. For the Resolution not to be passed, a majority of the votes cast must be against the Resolution.

Risks and uncertainties

Investments in smaller unlisted and AIM or PLUS quoted companies carry substantially greater risk, in terms of price and liquidity, than investments in larger companies or in companies listed on the Official List. In addition, many of the businesses in which the Company invests may be exposed to the risk of political change, exchange controls, tax or other regulations that may affect their value and marketability.

The levels and bases of tax reliefs may change.

As the volume of the Company's shares traded on the market is likely to be small, the shares may trade at a significant discount to NAV.

In order to qualify as a VCT, within the accounting period beginning not more than three years after the receipt of applications, the Company must have at least 70% by value of its investments in qualifying holdings. The Company may invest in a number of companies which are not considered to be qualifying investments for a VCT.

Further details of the Company's risk profile are contained in the Directors' Report and in Note 17 to the Financial Statements.

Management agreement

The Company has an agreement with Maven Capital Partners UK LLP for the provision of investment management, company secretarial and administrative services. Please refer to the Directors' Report and Notes 3 and 4 to the Financial Statements for details of the management and secretarial fees payable.

Share dealing

Shares in the Company can be purchased and sold in the open market through a stockbroker. Seymour Pierce Limited is stockbroker to Talisman First Venture Capital Trust PLC.

For qualifying investors buying shares on the open market:

- dividends are free of income tax;
- no capital gains tax is payable on a disposal of shares;
- there is no minimum holding period;
- the value of shares, and income from them, can fall as well as rise;
- tax regulations and rates of taxation may be subject to change;
- VCTs tend to be invested in smaller, unlisted companies with a higher risk profile; and
- the secondary market for VCT shares can be illiquid.

Unsolicited offers for shares (boiler room scams)

Shareholders in a number of UK registered companies have received unsolicited calls from organisations, usually based overseas or using false UK addresses or phone lines routed abroad, offering to buy shares at prices much higher than their current market values or to sell non-tradable, overpriced, high risk or even non-existent securities. Whilst the callers may sound credible and professional, Shareholders should be aware that their intentions are often fraudulent and high pressure sales techniques may be applied, often involving a request for an indemnity or a payment to be provided in advance.

If you receive such a call, you should exercise caution and, based on advice from the Financial Services Authority (FSA), the following precautions are suggested:

- obtain the name of the individual or organisation calling;
- check the FSA register to confirm if the caller is authorised;
- call back using the details on the FSA Register to verify the caller's identity;
- discontinue the call if you are in any doubt about the intentions of the caller, or if calls persist; and
- report to the FSA and the City of London Police any individual or organisation that cold calls with an offer to buy or sell shares.

Useful contact details:

Action Fraud

- Telephone: 0300 123 2040
- Website: www.actionfraud.org.uk

FSA

- Telephone: 0845 606 1234
- Website: www.fsa.gov.uk
- Register: www.fsa.gov.uk/pages/register
- Boiler room warning: www.fsa.gov.uk/consumerinformation/scamsandswindles

Corporate Information

Directors

J D Carr (Chairman)

S J Barclay

B O J May

W R Nixon

Manager and Secretary

Maven Capital Partners UK LLP
Kintyre House
205 West George Street
Glasgow G2 2LW

Telephone: 0141 306 7400

e-mail: enquiries@mavencp.com

Points of Contact

The Chairman and/or the Company Secretary at:

Kintyre House
205 West George Street
Glasgow G2 2LW

Registered Office

9-13 St Andrew Street
London EC4A 3AF

Registered in England and Wales
Company Number 3870187

Registrars

Capita Registrars
Northern House
Woodsome Park
Fenay Bridge
Huddersfield
West Yorkshire HD8 0GA

Shareholder Helpline: 0871 664 0300

(Calls cost 10p per minute plus network extras and lines are open 9.00 am until 5.30 pm, Monday to Friday)

Auditor

Deloitte LLP

Bankers

J P Morgan Chase Bank

Stockbrokers

Seymour Pierce Limited

Website

www.mavencp.com/talismanfirst

London Stock Exchange
LISTED
PREMIUM

Maven Capital Partners UK LLP
Kintyre House
205 West George Street
Glasgow G2 2LW

Tel 0141 306 7400

MAVEN
CAPITAL PARTNERS