



McInroy & Wood

PERSONAL INVESTMENT MANAGERS

SMALLER COMPANIES FUND

A pooled management service for private clients

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 29TH FEBRUARY 2020

SUMMARY

At 29th February 2020, total net assets of the McInroy & Wood Smaller Companies Fund (the fund) amounted to £139,415,271 compared with £119,256,864 at 28th February 2019. There were 379 investors (excluding ISA holders), each with an average holding worth £336,798.

The price of units in the fund at 29th February 2020 stood at £54.502, a rise of 4% from the level of the unit price at 28th February 2019. Gains in US and European equities and the weakness of sterling more than offset falls in equity markets elsewhere.

The objective of the fund is to grow the real value of investors' capital and income, placing an equal emphasis on the generation of income and on capital growth. Real value is defined as the value of capital and income after adjusting for the impact of inflation, as measured by the UK Retail Price Index, over the same period. Over the 3 years to 28th February 2019 the total return for unitholders in the fund was 25%, compared to inflation of 9% on the above basis over the same period. Over 5 years, the fund returned 61% against inflation of 14%.

A final dividend distribution of 57.036p per unit is now being paid. This brings the overall distribution for the year to 77.036p, an increase of 4% compared to the previous reporting period.

In light of the Coronavirus pandemic, the ability of companies to continue to pay historic levels of dividends is uncertain. Much will depend upon the longevity of the Coronavirus crisis, but it would be reasonable to assume that dividend payments for the forthcoming year are likely to be lower.

Company valuations were stretched at the start of the calendar year, but subsequent market falls are starting to give rise to new investment opportunities. Even so, an element of caution is required around the level of company earnings in the short-term. Provided the global economic fabric is not irretrievably damaged, equities and many markets are now looking more reasonably valued again for investors with a longer-term horizon. One particularly interesting and vitally important area is the environmental sector, especially as climate concerns and the global response to them are already a critical consideration in assessing any investment prospect.

Smaller companies are often sold indiscriminately in times of investor panic, which can lead to valuations becoming detached from a fundamental assessment of the company and its growth prospects. In the long term, this may offer an attractive entry point to holdings that have been, hitherto, expensive. McInroy & Wood has many decades of experience in investing in smaller companies through different business cycles and continues to believe that the sector offers particularly attractive opportunities for the long-term investor.

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**The information provided on the back of this booklet also forms part of the Authorised Fund Manager's Report.*

INTRODUCTION

McInroy & Wood Smaller Companies Fund (the fund) is an authorised unit trust for investors who wish to have their assets personally managed by McInroy & Wood Limited (MW) and for whom a discretionary managed portfolio may not be appropriate. Investors will gain access, through the fund, to a portfolio which it might well be impracticable for them to assemble themselves.

The fund has been established with the aim of providing clients with professional investment management at an economic cost.

Through the fund, investors who have similar objectives are able to pool their resources in order to secure the benefits of scale.

The investment objective of the Smaller Companies Fund is to grow the real value of investors' capital and income. Investments will primarily be in global smaller companies, which do not form part of the leading market indices. An equal emphasis will be placed on the generation of income and on capital growth.

The fund may invest in any geographical areas and any economic sectors.

Further information and application forms may be obtained from McInroy & Wood Portfolios Limited, Easter Alderston, Haddington, EH41 3SE. (Tel. +44(0)1620 825867) or through the website: www.mcinroy-wood.co.uk.

MANAGER'S INVESTMENT REPORT

At 29th February 2020, total net assets of the fund amounted to £139,415,271 compared with £119,256,864 at 28th February 2019. There were 379 investors (excluding ISA holders), each with an average holding worth £336,798.

Markets

Equity markets diverged considerably over the year to 29th February. US and European shares were supported by stimulatory measures which central banks implemented in response to indications that growth might be slowing. The threat of a radical left-wing Labour government was removed by the UK December election but economic issues surrounding the withdrawal from Europe continued to depress the UK equity market. Towards the end of the period, the Coronavirus outbreak caused a global loss of confidence and triggered sharp falls in all equity markets.

Measured by MSCI Indices in local currencies, the US (+6%) and Europe (+3%) made good progress. By contrast, it was a relatively disappointing period for Japan (-4%). Continuing concerns over the health of the local economy weighed heavily on the UK (-8%).

The weakness of the pound increased the value of overseas assets for UK-based portfolios. The MSCI All Country World Index recorded a 5% gain in sterling terms.

In the foreign exchange markets, sterling weakened against the US dollar (-3%) and the yen (-6%) but was little changed against the euro.

Inflation, as measured by the UK Retail Price Index, was 2% over the year to 29th February 2020.

Results

The price of units in the fund at 29th February 2020 stood at £54.502, a rise of 4% from the level of the unit price at 28th February 2019. Gains in US and European equities and the weakness of sterling more than offset falls in equity markets elsewhere.

The objective of the fund is to grow the real value of investors' capital and income, placing an equal emphasis on the generation of income and on capital growth. Real value is defined as the value of capital and income after adjusting for the impact of inflation, as measured by the UK Retail Price Index, over the same period. Over the 3 years to 29th February 2020 the total return for unitholders in the fund was 25%, compared to inflation of 9% on the above basis over the same period. Over 5 years, the fund returned 61% against inflation of 14%.

MANAGER'S INVESTMENT REPORT

Dividend Distribution

A final dividend distribution of 57.036p per unit is now being paid. This brings the overall distribution for the year to 77.036p, an increase of 4% compared to the previous reporting period.

In light of recent events, the ability of companies to continue to pay historic levels of dividends is uncertain. Much will depend upon the longevity of the Coronavirus crisis, but it would be reasonable to assume that dividend payments for the forthcoming year are likely to be lower.

Portfolio Strategy

There was no significant change to the investment strategy over the period. At 29th February 2020, the UK equity allocation was 35% (34% at 28th February 2019), USA 24% (23%), Europe 28% (28%), Japan 6% (5%) and Australia 5% (7%). Cash accounted for a further 2% (3%).

Investments

Net new funds of £16 million were subscribed during the period. In addition to increasing existing holdings, a new position was established in Gorman Rupp, a family controlled company which designs and manufactures pumps. Boiron (France), Kronos (Germany), Mattioli Woods (UK), Pfeiffer Vacuum (Germany) and Accesso Technology (UK) were sold.

The strongest performing stocks in the portfolio in local currency terms were NCC (+69%), XP Power (+49%) and Teleperformance (+40%). It was a disappointing period for Barr (AG) (-30%), Craneware (-28%) and Dorman Products (-25%).

Outlook

Prospects for world economic growth have been overwhelmed by massive and unprecedented disruption occasioned by the Coronavirus pandemic. Global recession now looks imminent. Saudi Arabia's shock decision to increase its output of oil, following a disagreement with Russia, triggered the largest single-day decline in the price of crude oil since the Gulf War in 1991. It will continue to have a negative impact on share prices, particularly those which are oil-related, until such time as production targets are agreed. As a consequence of these two factors, equity markets have come under considerable pressure, pulling company valuations down to more attractive levels.

MANAGER'S INVESTMENT REPORT

Outlook continued

As to the future, much will depend on the success of local measures to contain the Coronavirus. It is hard to see any sustained recovery until this has been achieved. In the meantime, governments have set out massive spending packages to support economic activity and central banks have cut interest rates sharply. A low oil price will also assist disposable incomes. Once health concerns subside, these factors should support a resumption of economic growth and stock markets should strengthen accordingly.

The outlook for the US economy was deteriorating before the spread of the virus gained momentum, even while employment levels and real wage growth remained at high levels. It has now worsened dramatically, and unemployment is rising steeply. In common with other leaders, President Trump has moved aggressively to revive the economy. He is set to face a presidential election at the end of the year. With the advance of Joe Biden towards the Democrat nomination, the electorate may be somewhat less polarised than if the 'democratic socialist' Bernie Sanders had sustained his initial momentum.

Forecasts for the UK have also been overtaken by the health crisis, after beginning to look more positive following the Conservative election victory. The country was already facing difficult negotiations with the EU to reach a trade agreement. Any resolution is now likely to be delayed. The trading bloc itself finished 2019 very weakly and by February was growing at its slowest rate in seven years. Italy has now been devastated by the pandemic, but France and Spain also appear particularly weak. Although Germany narrowly avoided recession last year as structural change in the auto industry weighed on manufacturing activity and trade disruption reduced export demand, sentiment indicators have now dropped sharply and a severe slowdown is well underway.

Similarly, Japan began to slide into recession at the start of the year following a collapse in Chinese tourism and a hike in consumption tax implemented last autumn. In the face of rising numbers of infections, domestic demand is unlikely to remain resilient despite a tight job market and newly enacted limits on overtime. However, the Japanese Central Bank's share buying program is providing some support to the local equity market.

MANAGER'S INVESTMENT REPORT

Outlook continued

Company valuations were stretched at the start of the calendar year, but subsequent market falls are starting to give rise to new investment opportunities. Even so, an element of caution is required around the level of company earnings in the short-term. Provided the global economic fabric is not irretrievably damaged, equities and many markets are now looking more reasonably valued again for investors with a longer-term horizon. One particularly interesting and vitally important area is the environmental sector, especially as climate concerns and the global response to them are already a critical consideration in assessing any investment prospect.

Smaller companies are often sold indiscriminately in times of investor panic, which can lead to valuations becoming detached from a fundamental assessment of the company and its growth prospects. In the long term, this may offer an attractive entry point to holdings that have been, hitherto, expensive. McInroy & Wood has many decades of experience in investing in smaller companies through different business cycles and continues to believe that the sector offers particularly attractive opportunities for the long-term investor.

20th April 2020

COMPARATIVE TABLE — PERSONAL CLASS

	Year to 29 th February 2020 (pence per unit)	Year to 28 th February 2019 (pence per unit)	13 months to 28 th February 2018 (pence per unit)
Change in net assets per unit			
Opening net asset value per unit	5,201.92	5,177.16	4,400.16
Return before operating charges*	346.10	161.75	896.68
Operating charges	(65.30)	(63.16)	(62.83)
Return after operating charges	280.80	98.59	833.85
Distributions	(77.04)	(73.83)	(56.85)
Closing net asset value per unit			
	5,405.68	5,201.92	5,177.16
*After direct transaction costs of	(2.81)	(2.62)	(2.11)
Performance**			
Return after charges	5.40%	1.90%	18.95%
Other information			
Closing net asset value (£'000)	139,415	119,257	106,494
Closing number of units	2,579,053	2,292,555	2,057,000
Operating charges	1.14%	1.16%	1.19%
Direct transaction costs	0.05%	0.05%	0.04%
Prices			
Highest unit price	£60.974	£59.879	£53.900
Lowest unit price	£51.446	£49.198	£44.006
Portfolio turnover			
Annualised	16%	16%	9%

**Performance is capital gains (or losses) plus income earned.

Please note that the capital return element, reflected in the performance figure noted above is based on the movement in the net asset value per the published financial statements and includes the impact of post year end accounting adjustments. It may therefore vary from the unit price movement noted in the Manager's Report. The unit price is struck at the daily valuation point at 12 noon, whereas the valuation of investments reported in the financial statements is struck at the close of business on the last business day of the period (See note 1(g)), creating a timing difference.

PORTFOLIO STATEMENT

as at 29th February 2020

INVESTMENTS	Holdings at 29 th Feb. 2020	Bid Market Value £'000	Percentage of Value of total net assets	
			29 th Feb. 2020	28 th Feb. 2019
<i>Equities</i>				
UK				
Abcam	257,420	2,976	2.1	
Advanced Medical Solutions	1,212,270	3,073	2.2	
Assura	4,447,580	3,278	2.4	
Barr (AG)	577,000	3,081	2.2	
Craneware	154,850	2,896	2.1	
GB Group	589,700	3,804	2.7	
Hill & Smith	276,570	3,698	2.7	
James Fisher & Sons	172,731	3,178	2.3	
NCC	1,541,600	3,191	2.3	
Rotork	1,001,800	2,821	2.0	
Spectris	122,175	3,318	2.4	
Spirax-Sarco Engineering	45,785	3,844	2.8	
Treatt	616,230	2,772	2.0	
Victrex	143,065	2,996	2.1	
XP Power	127,360	3,821	2.7	
		<u>48,747</u>	<u>35.0</u>	<u>34.1</u>
USA				
Anika Therapeutics	94,330	3,089	2.2	
AptarGroup	45,400	3,596	2.6	
Dorman Products	64,135	3,045	2.2	
Energy Recovery	180,275	1,388	1.0	
Gorman-Rupp	109,220	2,728	2.0	
Helios Technologies	108,230	3,367	2.4	
Lindsay	24,190	1,881	1.3	
Proto Labs	49,660	3,417	2.4	
Tractor Supply	44,760	3,103	2.2	
US Physical Therapy	47,800	3,892	2.8	
Watsco	34,030	4,184	3.0	
		<u>33,690</u>	<u>24.1</u>	<u>22.5</u>
Denmark				
Össur	729,100	3,646	2.6	2.3
France				
Rubis	96,404	4,046	2.9	
Somfy	53,248	3,883	2.8	
Teleperformance	21,310	4,024	2.9	
		<u>11,953</u>	<u>8.6</u>	<u>9.2</u>

PORTFOLIO STATEMENT

continued

	Holdings at 29 th Feb. 2020	Bid Market Value £'000	Percentage of Value of total net assets	
			29 th Feb. 2020	28 th Feb. 2019
<i>Equities continued</i>				
Germany				
Basler	83,660	3,187	2.3	
Dr Hoenle	100,910	3,215	2.3	
HELLA	88,920	2,829	2.0	
ISRA Vision	52,217	2,247	1.6	
		<u>11,478</u>	<u>8.2</u>	<u>10.4</u>
Switzerland				
Belimo	930	4,731	3.4	
Sonova	20,860	3,876	2.8	
Vifor Pharma	27,670	3,595	2.6	
		<u>12,202</u>	<u>8.8</u>	<u>6.5</u>
Australia				
ARB	309,800	2,682	1.9	
Bapcor	960,100	2,830	2.0	
Technology One	478,540	1,891	1.4	
		<u>7,403</u>	<u>5.3</u>	<u>7.2</u>
Japan				
Asahi Intecc	205,400	3,846	2.8	
Nabtesco	192,900	4,055	2.9	
		<u>7,901</u>	<u>5.7</u>	<u>5.1</u>
TOTAL INVESTMENTS		137,020	98.3	97.3
Net other assets		<u>2,395</u>	<u>1.7</u>	<u>2.7</u>
TOTAL NET ASSETS		<u><u>139,415</u></u>	<u><u>100.0</u></u>	<u><u>100.0</u></u>

Note: Unless otherwise stated, the above securities are admitted to official stock exchange listings or traded on a regulated market.

SUMMARY OF ALL PORTFOLIO CHANGES

for the year to 29th February 2020

Purchases	Cost £'000
33,650 Abcam	416
429,723 Advanced Medical Solutions	1,208
35,230 Anika Therapeutics	1,291
8,700 AptarGroup	763
15,800 Asahi Intecc	298
94,800 Asahi Intecc (<i>Split</i>)	—
847,480 Assura	649
166,100 Bapcor	498
324,890 Barr (AG)	2,008
22,883 Basler	835
40,518 Basler (<i>Stock Dividend</i>)	—
16,235 Dorman Products	956
49,686 Dr Hoenle	1,988
180,275 Energy Recovery	1,405
71,000 GB Group	415
109,220 Gorman-Rupp Co	3,076
8,610 Helios Technologies	307
99,620 Helios Technologies (<i>Name Change</i>)	—
10,780 HELLA	413
56,940 Hill & Smith	684
28,220 ISRA Vision	911
31,481 James Fisher & Sons	634
59,300 Nabtesco	1,369
351,700 NCC	644
9,430 Proto Labs	769
141,600 Rotork	421
29,630 Rubis	1,294
14,115 Somfy	1,047
52,035 Spectris	1,366
9,020 Sun Hydraulics	301
125,551 Treatt	512
5,265 US Physical Therapy	464
28,340 Victrex	574
11,430 Vifor Pharma	1,460
3,780 Watsco	498
36,610 XP Power	808
TOTAL	<u>30,282</u>

SUMMARY OF ALL PORTFOLIO CHANGES

continued

Disposals	Proceeds £'000
75,000 Accesso Technology	484
55,375 Anika Therapeutics	2,541
71,804 Barr (AG)	670
43,108 Boiron	1,549
52,218 ISRA Vision	2,230
26,110 Krones	1,206
280,790 Mattioli Woods	2,041
7,176 Pfeiffer Vacuum	959
99,620 Sun Hydraulics (<i>Name change</i>)	—
338,500 Technology One	1,323
4,600 Teleperformance	740
186,090 Treatt	829
TOTAL	<u>14,572</u>

GENERAL INFORMATION

Authorisation

The Smaller Companies Fund is an authorised unit trust scheme within the meaning of the Financial Services and Markets Act 2000 and is categorised as a UCITS scheme under the rules contained in the Collective Investment Schemes Sourcebook made by the Financial Conduct Authority.

McInroy & Wood Limited and its subsidiary, McInroy & Wood Portfolios Limited, are authorised and regulated by the Financial Conduct Authority.

Capital Gains Tax

Authorised unit trusts are exempt from UK capital gains tax on realised capital gains. Overseas capital gains tax is accounted for on an accruals basis.

Applications

The minimum initial and subsequent investment in the Fund is £1,000. Regular monthly contributions may be made for a minimum of £100.

Costs of Investment Research

McInroy & Wood Limited, the Investment Adviser to the Smaller Companies Fund, pays for all research costs relating to the management of the investments within the fund from its own resources. No additional charges are placed upon the fund relating to the provision of investment research.

Using your personal information

The personal information which we obtain from you when you invest in the fund is used to help administer your investment. All processing of your personal information will be carried out in accordance with our Privacy Policy, which you can access at the foot of our homepage on our website (www.mcinroy-wood.co.uk). Please read our Privacy Policy, as it sets out your rights with respect to any personal information we collect from or about you, and explains in more detail how we use that information to administer your investment.

Remuneration Policy

McInroy & Wood Portfolios Limited (“MWP”) delegates investment management of the fund to McInroy & Wood Limited (“MW”), the Investment Adviser. Directors and staff working on the fund are not remunerated by MWP, but they are subject to the remuneration requirements of the UCITS Remuneration Code. The group remuneration policy is approved annually by the MW Board and is designed to ensure that the remuneration of directors and staff is consistent with and promotes sound and effective risk management. MW pays no variable remuneration to its directors. No other employees have authority to influence the risk profile of the funds. It is, therefore, not possible for variable remuneration incentives to encourage risk taking which is inconsistent with the risk profile of the funds managed. MWP's compliance with its duty to act in the best interests of the funds it manages is therefore not subject to any conflict of interest.

GENERAL INFORMATION

continued

A Word of Caution

You should remember that the price of units and the income from them may go down as well as up. Gains are not necessarily achieved in the short term. Exchange rate fluctuations may also cause the value of an investment to rise and fall. Investment in emerging markets can be subject to risk not normally associated with developed markets.

Synthetic Risk and Reward Indicator (Volatility measure)

1	2	3	4	5	6	7
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Lower risk

Typically lower rewards

Higher risk

Typically higher rewards

This indicator shows how much a fund's price has risen and fallen in the past and therefore how much its returns have varied: it is a measure of the fund's volatility. The higher the past volatility, the higher the number on the scale. The lowest number on the scale does not mean that a fund is risk free.

This indicator is prescribed by EU reporting guidelines and is based on historical data. It should not be used as an indicator of the fund's future risk profile. The risk and reward profile shown is not guaranteed to remain the same and may shift over time.

Value Assessment

The Manager will be conducting an assessment of value for the fund. The assessment of value report will be made available to investors annually in a composite report for all the McInroy & Wood funds on our website by 30th June.

STATEMENT OF THE MANAGER'S RESPONSIBILITIES

The Collective Investment Schemes Sourcebook as issued and amended by the Financial Conduct Authority (“the Rules”) requires the Manager to prepare financial statements for each annual accounting period which give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice (including FRS 102), of the financial position of the fund and of its net revenue and the net capital gains on the property of the fund for the year. In preparing the financial statements the Manager is required to:

- Select suitable accounting policies and then apply them consistently.
- Comply with the disclosure requirements of the Statement of Recommended Practice relating to Authorised Funds issued by the IMA in May 2014, updated in June 2017.
- Follow generally accepted accounting principles and applicable accounting standards.
- Prepare the accounts on the basis that the fund will continue as a going concern unless it is inappropriate to do so.
- Keep proper accounting records which enable it to demonstrate that the financial statements as prepared comply with the above requirements.

The Manager is responsible for the management of the fund in accordance with its Trust Deed, Prospectus and the Rules, and for taking reasonable steps for the prevention and detection of fraud, error and non-compliance with law or regulations.

The maintenance and integrity of the McInroy & Wood website is the responsibility of the Authorised Fund Manager.

DIRECTORS' STATEMENT

In accordance with the requirements of the rules in the Collective Investment Schemes Sourcebook as issued and amended by the Financial Conduct Authority, we hereby certify the Report and Financial Statements of the fund on behalf of the Directors of McInroy & Wood Portfolios Limited.

T A U Wood
Director

J C McAulay
Director

Haddington, 20th April 2020

STATEMENT OF THE TRUSTEE'S RESPONSIBILITIES IN RESPECT OF THE SCHEME AND REPORT OF THE TRUSTEE

to the Unitholders of the McInroy & Wood Smaller Companies Fund (“the Trust”) for the year ended 29th February 2020

The Trustee in its capacity as Trustee of McInroy & Wood Smaller Companies Fund must ensure that the Trust is managed in accordance with the Financial Conduct Authority’s Collective Investment Schemes Sourcebook, the Financial Services and Markets Act 2000, as amended, (together “the Regulations”), the Trust Deed and Prospectus (together “the Scheme documents”) as detailed below.

The Trustee must in the context of its role act honestly, fairly, professionally, independently and in the interests of the Trust and its investors.

The Trustee is responsible for the safekeeping of all custodial assets and maintaining a record of all other assets of the Trust in accordance with the Regulations.

The Trustee must ensure that:

- the Trust’s cash flows are properly monitored and that cash of the Trust is booked in cash accounts in accordance with the Regulations;
- the sale, issue, repurchase and cancellation of units are carried out in accordance with the Regulations;
- the value of units of the Trust are calculated in accordance with the Regulations;
- any consideration relating to transactions in the Trust’s assets is remitted to the Trust within the usual time limits;
- the Trust’s income is applied in accordance with the Regulations; and
- the instructions of the Authorised Fund Manager (“the AFM”), which is the UCITS Management Company, are carried out (unless they conflict with the Regulations).

STATEMENT OF THE TRUSTEE'S RESPONSIBILITIES IN RESPECT OF THE SCHEME AND REPORT OF THE TRUSTEE

continued

The Trustee also has a duty to take reasonable care to ensure that the Trust is managed in accordance with the Regulations and the Scheme documents of the Trust in relation to the investment and borrowing powers applicable to the Trust.

Having carried out such procedures as we considered necessary to discharge our responsibilities as Trustee of the Trust, it is our opinion, based on the information available to us and the explanations provided, that, in all material respects the Trust, acting through the AFM:

- (i) has carried out the issue, sale, redemption and cancellation, and calculation of the price of the Trust's units and the application of the Trust's income in accordance with the Regulations and the Scheme documents of the Trust; and
- (ii) has observed the investment and borrowing powers and restrictions applicable to the Trust in accordance with the Regulations and the Scheme documents of the Trust.

20th April 2020

For and on behalf of
The Bank of New York Mellon
(International) Limited

INDEPENDENT AUDITORS' REPORT TO THE UNITHOLDERS OF MCINROY & WOOD SMALLER COMPANIES FUND

Report on the audit of the financial statements

Opinion

In our opinion, McInroy & Wood Smaller Companies Fund's financial statements:

- give a true and fair view of the financial position of the Trust as at 29 February 2020 and of the net revenue and the net capital gains on its scheme property for the year then ended; and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law, the Statement of Recommended Practice for UK Authorised Funds, the Collective Investment Schemes sourcebook and the Trust Deed.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 29 February 2020; the statement of total return and the statement of change in net assets attributable to unitholders for the year then ended; the distribution tables; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the Manager's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Manager has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Trust's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

INDEPENDENT AUDITORS' REPORT TO THE UNITHOLDERS OF MCINROY & WOOD SMALLER COMPANIES FUND

continued

Conclusions relating to going concern continued

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

Reporting on other information

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

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

Authorised Fund Manager's Report

In our opinion, the information given in the Authorised Fund Manager's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Responsibilities for the financial statements and the audit

Responsibilities of the Manager for the financial statements

As explained more fully in the Statement of the Manager's Responsibilities set out on page 15, the Manager is responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Manager is also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Manager is responsible for assessing the Trust's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Manager either intend to wind up or terminate the Trust, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE UNITHOLDERS OF MCINROY & WOOD SMALLER COMPANIES FUND

continued

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the Trust's unitholders as a body in accordance with paragraph 4.5.12 of the Collective Investment Schemes sourcebook and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Opinion on matter required by the Collective Investment Schemes sourcebook

In our opinion, we have obtained all the information and explanations we consider necessary for the purposes of the audit.

Collective Investment Schemes sourcebook exception reporting

Under the Collective Investment Schemes sourcebook we are also required to report to you if, in our opinion:

- proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

PricewaterhouseCoopers LLP
Chartered Accountants
and Statutory Auditors
Edinburgh

20th April 2020

STATEMENT OF TOTAL RETURN

for the year ended 29th February 2020

	Notes	Year ended 29 th Feb. 2020		Year ended 28 th Feb. 2019	
		£'000	£'000	£'000	£'000
Income					
Net capital gains	2		5,264		1,512
Revenue	3	2,148		1,854	
Expenses	4	<u>(1,602)</u>		<u>(1,351)</u>	
Net revenue before taxation		546		503	
Taxation	5	<u>(86)</u>		<u>(91)</u>	
Net revenue after taxation			<u>460</u>		<u>412</u>
Total return before distributions			5,724		1,924
Distributions	6		<u>(1,863)</u>		<u>(1,577)</u>
Change in net assets attributable to unitholders from investment activities			<u>3,861</u>		<u>347</u>

STATEMENT OF CHANGE IN NET ASSETS ATTRIBUTABLE TO UNITHOLDERS

for the year ended 29th February 2020

	Year ended 29 th Feb. 2020		Year ended 28 th Feb. 2019	
	£'000	£'000	£'000	£'000
Opening net assets attributable to unitholders		119,257		106,494
Amounts receivable on creation of units	19,495		15,908	
Amounts payable on cancellation of units	<u>(3,198)</u>		<u>(3,492)</u>	
		16,297		12,416
Change in net assets attributable to unitholders from investment activities		<u>3,861</u>		<u>347</u>
Closing net assets attributable to unitholders		<u>139,415</u>		<u>119,257</u>

BALANCE SHEET

as at 29th February 2020

	Notes	29 th Feb. 2020		28 th Feb. 2019	
		£'000	£'000	£'000	£'000
ASSETS:					
Investments			137,020		116,056
Current assets					
Debtors	7	1,223		309	
Cash & bank balances		4,795		5,563	
Total other assets			<u>6,018</u>		<u>5,872</u>
Total assets			<u>143,038</u>		<u>121,928</u>
LIABILITIES:					
Creditors					
Distribution payable		(1,471)		(1,234)	
Other creditors	8	<u>(2,152)</u>		<u>(1,437)</u>	
Total liabilities			<u>(3,623)</u>		<u>(2,671)</u>
Net assets attributable to unitholders			<u>139,415</u>		<u>119,257</u>

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 29th February 2020

1. Accounting policies

- (a) The financial statements have been prepared on a going concern basis in accordance with FRS 102 and the Statement of Recommended Practice 'Financial Statements of UK Authorised Funds' issued by the IMA (now known as the Investment Association) in May 2014, updated in June 2017, (the "SORP").
- (b) Dividends receivable from equity investments are recognised gross of withholding tax and are credited to revenue when they are first quoted ex dividend. Interest receivable from debt securities is accounted for on an effective yield basis. All other income is recognised on an accruals basis.
- (c) Special dividends are treated as revenue or capital depending on the facts of each particular case.
- (d) Expenses of the fund are charged against revenue except for costs associated with the purchase and sale of investments which are allocated to the capital of the fund.
- (e) Corporation tax is provided for on the revenue liable to corporation tax less deductible expenses.

Deferred taxation is provided for on all timing differences that have originated but not reversed by the balance sheet date, other than those differences regarded as permanent. Any liability to deferred taxation is provided for at the average rate of taxation expected to apply. Deferred tax assets and liabilities are not discounted to reflect the time value of money.

Overseas capital gains tax is accounted for on an accruals basis.

- (f) The revenue available for distribution is the total revenue earned by the fund, less deductible expenses and taxation charged to revenue. This revenue is distributed annually on the last business day of April. An interim distribution based on available revenue is distributed on the last day of October. The ordinary element of stock dividends is treated as revenue and forms part of the distribution. The annual management charge is initially charged to revenue but ultimately borne by the capital of the fund.
- (g) All investments have been valued at their fair value, at close of business on the last business day of the period, which is generally the bid market value net of any accrued revenue.
- (h) Foreign currency transactions are translated at the rates ruling on the date of the transaction. Assets and liabilities valued in foreign currencies have been translated into sterling at exchange rates prevailing at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

continued

2. Net capital gains

	Year ended 29 th Feb. 2020 £'000	Year ended 28 th Feb. 2019 £'000
Non-derivative securities	5,408	1,579
Currency losses	(140)	(60)
Custodial transaction fees	(4)	(7)
Net capital gains*	<u>5,264</u>	<u>1,512</u>
<i>*includes realised gains on investments sold</i>	<u>4,805</u>	<u>6,959</u>

3. Revenue

	Year ended 29 th Feb. 2020 £'000	Year ended 28 th Feb. 2019 £'000
Bank interest	23	15
UK dividends	727	702
Overseas dividends	1,373	1,113
Property income distributions on UK REITs	25	24
Total revenue	<u>2,148</u>	<u>1,854</u>

NOTES TO THE FINANCIAL STATEMENTS

continued

4. Expenses

	Year ended 29 th Feb. 2020 £'000	Year ended 28 th Feb. 2019 £'000
Payable to the Manager, associates of the Manager and agents of either of them:		
- Manager's periodic charge	1,403	1,165
- Transfer agency fee	88	75
Payable to the Trustee, associates of the Trustee and agents of either of them:		
- Trustee's fee	32	28
- Safe custody fee	27	23
Other expenses:		
- Audit fee	9	9
- Fund accounting fee	40	36
- Sundry fees*	3	15
Total expenses	<u>1,602</u>	<u>1,351</u>

*Includes FT listing fees, financial statement printing and postage, tax computation fees for £2,800 performed by the fund's auditors, PricewaterhouseCoopers LLP (2019: £2,700), and other fees.

NOTES TO THE FINANCIAL STATEMENTS

continued

5. Taxation

	Year ended 29 th Feb. 2020 £'000	Year ended 28 th Feb. 2019 £'000
(a) Analysis of tax charge		
Overseas tax	86	91
	<u>86</u>	<u>91</u>

(b) Factors affecting the tax charge for the year

The tax assessed for the year is lower (2019 - lower) than the standard rate of corporation tax in the UK for an authorised unit trust (20%). The differences are explained below:

	Year ended 29 th Feb. 2020 £'000	Year ended 28 th Feb. 2019 £'000
Net revenue before taxation	<u>546</u>	<u>503</u>
Corporation tax at 20%	109	101
<i>Effects of:</i>		
Movement in unrecognised tax losses	311	262
Overseas tax	86	91
Revenue not subject to tax	<u>(420)</u>	<u>(363)</u>
Current tax charge for the year	<u>86</u>	<u>91</u>

(c) Deferred tax

At the balance sheet date, there is a potential deferred tax asset of £1,862,944 (2019 - £1,551,963) in respect of unrecognised tax losses. The fund may not generate sufficient taxable profits in the future to utilise this amount and therefore no deferred tax asset has been recognised in the current or prior year.

NOTES TO THE FINANCIAL STATEMENTS

continued

6. Distributions

The distributions take account of revenue received on the creation of units and revenue deducted on the cancellation of units, and comprise:

	Year ended 29 th Feb. 2020 £'000	Year ended 28 th Feb. 2019 £'000
Interim	485	426
Final	1,471	1,234
	<u>1,956</u>	<u>1,660</u>
Add: Revenue deducted on cancellation of units	20	15
Deduct: Revenue received on creation of units	(113)	(98)
	<u>1,863</u>	<u>1,577</u>
Net distribution for the year	<u>1,863</u>	<u>1,577</u>
Net revenue after taxation	460	412
Expenses taken to capital	1,403	1,165
	<u>1,863</u>	<u>1,577</u>

Details of the distributions per unit are shown in the Distribution Tables on page 34.

NOTES TO THE FINANCIAL STATEMENTS

continued

7. Debtors

	29 th Feb. 2020	28 th Feb. 2019
	£'000	£'000
Amounts receivable for creation of units	239	76
Foreign currency contracts awaiting settlement	715	—
Overseas withholding tax recoverable	124	114
Prepaid expenses	2	2
Tax recoverable on UK REITs	—	5
Revenue receivable:		
Income tax recoverable	—	4
Overseas equities	96	67
UK equities	47	41
	<u>1,223</u>	<u>309</u>

8. Other Creditors

	29 th Feb. 2020	28 th Feb. 2019
	£'000	£'000
Accrued expenses:		
Audit fee	9	9
Fund accounting fee	4	4
Manager's periodic charge	121	92
Safe custody fee	5	3
Transfer agency fee	14	8
Trustee's fee	2	2
Custodial transaction fees	—	2
Other	3	5
Amounts payable for cancellation of units	6	—
Foreign currency contracts awaiting settlement	715	—
Purchases awaiting settlement	1,273	1,312
	<u>2,152</u>	<u>1,437</u>

9. Unit movement

For the year 1st March 2019 to 29th February 2020

Opening units	2,292,555
Units created	342,836
Units cancelled	(56,338)
Closing units	<u>2,579,053</u>

NOTES TO THE FINANCIAL STATEMENTS

continued

10. Related Party Transactions

The Manager actively exercises control over the fund and is therefore a related party by virtue of their controlling influence.

Amounts paid during the year or due to the Manager at the balance sheet date are disclosed under Expenses and Creditors in the Notes to the Financial Statements.

The Manager acts as principal on all transactions of units in the fund. The aggregate monies received through the creation and cancellation of units are disclosed in the Statement of Change in Net Assets Attributable to Unitholders and Distributions in the Notes to the Financial Statements. Amounts due to or from the Manager in respect of unit transactions at the balance sheet date are disclosed under Debtors and Creditors in the Notes to the Financial Statements.

Units held or managed by the Manager or associates of the Manager as a percentage of the fund's value at the balance sheet date were 2.8% (2019 - 2.4%).

11. Portfolio Risk Analysis

In pursuing its investment objectives, the fund invests in a variety of financial assets. These comprise securities and other investments. There are also cash balances, debtors and creditors that arise directly from its operations, for example, in respect of sales and purchases awaiting settlement, amounts receivable for creations and debtors for accrued revenue.

Credit and Liquidity Risk

Credit risk is the risk that the counterparty in a financial transaction will fail to fulfil their obligation or commitment, and includes the risk that the issuer of a security will be unable to pay interest and principal in a timely manner.

The fund's assets comprise mainly readily realisable securities. There are no borrowings or unlisted securities of a material nature. The main potential liability of the fund is the redemption of any units that investors wish to sell. Assets of the fund may need to be sold if insufficient cash is available to finance such redemptions. The Manager has reviewed the portfolio's investments and considers them to be sufficiently liquid for these purposes.

It is estimated that 80% of the fund could be realised within 5 days, based upon normal trading activities and achieving 30% of the 30-day average traded volume.

continued

11. Portfolio Risk Analysis continued

Market Price Risk

Market price risk arises from the effect which falls in the price or value of the assets held could have on the property of the fund. The Manager seeks to mitigate such risk by maintaining a prudent diversification of its investments.

The Manager adheres to investment guidelines and to investment borrowing powers set out in the Trust Deed, Prospectus and in the rules of the Collective Investment Schemes sourcebook. This mitigates the risk of excessive exposure to any particular type of security or issuer. Further information on the investment portfolio is set out in the Manager's Investment Report and Portfolio Statement.

Interest Rate Risk

The fund hold cash on deposits. Changes in interest rates may have an adverse effect on the future cash flows from such deposits and on the amount of income derived from them.

The Manager reviews policies for managing these risks in pursuance of Investment Objective and Policy.

At 29th February 2020 and 28th February 2019, no interest bearing investments were held by the fund, hence no interest rate risk exposure table has been presented.

Foreign Currency Risk

The fund invests in overseas securities and the balance sheet can be significantly affected by movements in foreign exchange rates. The fund has not hedged the sterling value of investments that are priced in other currencies. Revenue received in other currencies is translated to sterling on or near the date of receipt. The fund does not hedge or otherwise seek to avoid currency movement risk on accrued revenue.

Operational Risk - Brexit

Having conducted an internal risk assessment, we deem the operational risk to the fund of reaching the end of the post-Brexit transitional period with the EU without a trade deal as low.

Dividend Risk

The fund invests part of the portfolio in equities, from which it receives dividend income, In light of the Coronavirus crisis, the ability of companies to continue to pay historic levels of dividends is uncertain. As a result, dividend payments, and therefore the income derived by the fund may be adversely affected.

To Manager seeks to mitigate such risk by maintaining a prudent diversification of investments.

NOTES TO THE FINANCIAL STATEMENTS

continued

11. Portfolio Risk Analysis continued

Valuation of financial investments

The categorisation of financial investments in the tables below reflects the methodology used to measure their fair value.

	Assets £'000	Liabilities £'000
29th February 2020		
Level 1: Quoted prices	137,020	—
Level 2: Observable market data	—	—
Level 3: Unobservable data	—	—
	137,020	—
28th February 2019		
Level 1: Quoted prices	116,056	—
Level 2: Observable market data	—	—
Level 3: Unobservable data	—	—
	116,056	—

Risk Exposure

The Manager uses Value at Risk (VaR) to measure the risks relating to the financial assets in which the fund is invested.

Value at Risk is a statistical measurement. It intends to measure the maximum potential loss in the fund's Net Asset Value under normal market conditions and is calculated for a given confidence level (probability) over a specific time period. The Manager calculates an absolute VaR daily, based on a one year historical observation period and uses a confidence level of 97.5% with a holding period of 1 month.

The absolute VaR of the fund is not permitted to be greater than 20% of its Net Asset Value under normal market conditions.

The table below details the lowest, highest and average VaR in the year.

	Year ended 29 th Feb. 2020	Year ended 28 th Feb. 2019
	%	%
Year end VaR	8.21	7.98
Minimum VaR	6.25	6.21
Maximum VaR	8.79	8.87
Average VaR	7.94	7.17

Leverage

The fund had no exposure to leverage, either in form of debt or derivatives during the current or prior year.

NOTES TO THE FINANCIAL STATEMENTS

continued

12. Portfolio Transaction Costs

For the year 1st March 2019 to 29th February 2020

Purchases	Value £'000	Commissions £'000	%	Taxes £'000	%
Equity instruments (direct)	30,222	16	0.05	44	0.15
Total purchases	30,222	16		44	

Total purchases including transaction costs

30,282

Sales	Value £'000	Commissions £'000	%	Taxes £'000	%
Equity instruments (direct)	14,580	8	0.05	—	—
Total sales	14,580	8		—	

Total sales net of transaction costs

14,572

Total transaction costs 24 44

Total transaction costs as a % of average net assets 0.02% 0.03%

For the year 1st March 2018 to 28th February 2019

Purchases	Value £'000	Commissions £'000	%	Taxes £'000	%
Equity instruments (direct)	24,399	14	0.06	33	0.14
Total purchases	24,399	14		33	

Total purchases including transaction costs

24,446

Sales	Value £'000	Commissions £'000	%	Taxes £'000	%
Equity instruments (direct)	13,151	9	0.07	—	—
Total sales	13,151	9		—	

Total sales net of transaction costs

13,142

Total transaction costs 23 33

Total transaction costs as a % of average net assets 0.02% 0.03%

NOTES TO THE FINANCIAL STATEMENTS

continued

12. Portfolio Transaction Costs continued

The above analysis covers any direct transaction costs carried by the fund during the year. However it is important to understand the nature of other transaction costs associated with different investment asset classes and instruments types.

Separately identifiable direct transaction costs (commissions & taxes etc) are attributable to the fund's purchase and sale of equity shares. Additionally for equity shares there are dealing spread costs (the difference between the buying and selling prices) which are payable on purchase and sale transactions.

Dealing spread costs incurred by the fund vary depending on a number of factors including transaction value and market sentiment.

At the balance sheet date the average portfolio dealing spread (difference between bid and offer prices of all investments expressed as a percentage of the offer price value) was 0.46% (2019 - 0.40%).

13. Post Balance Sheet Events

Subsequent to the year end, the net asset value per unit (Personal class) has decreased from £54.502 to £50.966 as at 17th April 2020. This primarily reflects movements in financial markets resulting from the global Coronavirus pandemic.

DISTRIBUTION TABLES

**in pence per unit
for year ended 29th February 2020**

INTERIM DISTRIBUTION

Group 1 - Units purchased prior to 1st March 2019

Group 2 - Units purchased 1st March 2019 to 31st August 2019

	Dividend income	Equalisation*	Amount paid 31.10.19
Group 1	20.000	—	20.000
Group 2	0.000	20.000	20.000

FINAL DISTRIBUTION

Group 1 - Units purchased prior to 1st September 2019

Group 2 - Units purchased 1st September 2019 to 29th February 2020

	Dividend income	Equalisation*	Amount payable 30.04.20
Group 1	57.036	—	57.036
Group 2	11.795	45.241	57.036

*Income arises throughout each reporting period. Equalisation is the average amount of income included in the purchase price of all Group 2 units and is refunded to holders of these units as a return of capital. Being capital it is not liable to income tax. Instead, it must be deducted from the cost of units for capital gains purposes.

DISTRIBUTION SUMMARY

**in pence per unit
for the year ended 29th February 2020**

	Year to 29 th Feb. 2020	Year to 28 th Feb. 2019
Interim paid	20.000	20.000
Final payable/paid	57.036	53.829
	<u>77.036</u>	<u>73.829</u>

DISTRIBUTION XD AND PAYMENT DATES

	<i>XD Date</i>	<i>Payment Date</i>
Final	29.02.20	30.04.20
Interim	31.08.20	31.10.20

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