RNS Number : 8543U
Pantheon International PLC
04 August 2022

For immediate release

The information contained in this announcement is restricted and is not for publication, release or distribution in the United States of America, Canada, Australia (other than to persons who are both wholesale clients and professional or sophisticated investors in Australia), Japan, the Republic of South Africa or any other jurisdiction where its release, publication or distribution is or may be unlawful.

PANTHEON INTERNATIONAL PLC (the "Company" or "PIP")
ANNUAL REPORT FOR THE TWELVE MONTHS ENDED 31 MAY 2022

The full Annual Report and Accounts can be accessed via the Company's website at www.piplc.com or by contacting the Company Secretary by telephone on +44 (0)1392 477500.

Pantheon International Plc (the "Company" or "PIP")

Pantheon International Plc, a FTSE 250 investment trust that provides access to an actively-managed global and diversified portfolio of private equity-backed companies, today publishes its Annual Report and Accounts for the twelve months ended 31 May 2022.

ANNUALISED PERFORMANCE AS AT 31 MAY 2022

	1 yr	**3 yrs**	**5 yrs**	**10 yrs**	**Since inception (1987)**
NAV per share (stated net of fees)	31.0%	17.7%	15.6%	14.8%	12.4%
Ordinary share price	8.6%	9.9%	10.5%	14.7%	11.3%
FTSE All-Share, Total Return	8.3%	5.8%	4.1%	8.1%	7.6%
MSCI World, Total Return (Sterling)	7.8%	13.2%	10.8%	13.9%	8.4%

NAV per share relative performance

Versus FTSE All-Share, Total Return	**+22.7%**	**+11.9%**	**+11.5%**	**+6.7%**	**+4.8%**
Versus MSCI World, Total Return (Sterling)	**+23.2%**	**+4.5%**	**+4.8%**	**+0.9%**	**+4.0%**

Share price relative performance

Versus FTSE All-Share, Total Return	**+0.3%**	**+4.1%**	**+6.4%**	**+6.6%**	**+3.7%**
Versus MSCI World, Total Return (Sterling)	**+0.8%**	**-3.3%**	**-0.3%**	**+0.8%**	**+2.9%**

HIGHLIGHTS - TWELVE MONTHS ENDED 31 MAY 2022

Performance update

- A r**ecord year of performance** as NAV per share **grew by 31.0%** to 451.6p.
- Net assets at 31 May 2022 **increased to £2,427m** (31 May 2021: £1,865m).
- PIP's share price **increased by 8.6%** and Total Shareholder Return (5Y) was **+64.8%.**
- Disappointingly, in line with the wider listed private equity sector, the share price discount to NAV has widened and was **35%** at the end of the period**.**

Portfolio update

- Strong (pre-FX) valuation gains of **26.2%** overall in the portfolio was achieved across all investment types, stages and regions**.**
- Weighted average uplift from fully realised exits was **42%** and the average cost multiple on exit realisations was **3.1 times**, demonstrating the embedded value in PIP's portfolio.
- **Highest ever level of distributions of £419m** during the financial year, equivalent to a distribution rate of 25% of the opening attributable portfolio, resulting from realisations primarily to strategic buyers and to other private equity managers. After funding **£187m** of calls, this resulted in **record net cash inflow** from the portfolio of **£232m**.
- PIP actively manages the profile of its portfolio with the objective of receiving cash from the more mature assets as they are realised, while at the same time refreshing the portfolio with younger assets. The average age of PIP's assets at the financial year end was **4.9 years** (31 May 2021: 5.2 years).

- As a result of PIP increasing its allocations to co-investments and single-asset secondaries, **approximately 45%** of PIP's portfolio was invested directly in companies at the end of the period.
- PIP has a full deal pipeline and during the period, **£496m** was committed to **70 new investments**, of which £160m was funded at the time of purchase. During the year, the Company invested **£10m** in buying back 3,400,830 shares.

Financial position update

- PIP had access to total liquid resources of **£227m** net available cash as at 31 May 2022 combined with its undrawn multi-currency revolving **£300m** credit facility that was due to expire in May 2024.
- PIP's undrawn coverage ratio, which measures PIP's undrawn commitments of £755m as at 31 May 2022 against the sum of its available financing and 10% of the value of its private equity portfolio, was **100%.**
- Since the period end, PIP has announced **a new £500m five-year multi-currency revolving credit facility** to replace the existing credit facility. The new facility has the effect of increasing PIP's undrawn coverage ratio to a pro forma level of **126%**.

Company update

- The 10 for 1 sub-division of PIP's Ordinary shares, approved by shareholders at the Company's AGM, took effect from 1 November 2021.
- Susannah Nicklin retired from the Board at the conclusion of the Company's 2021 AGM and Mary Ann Sieghart took over the role of Senior Independent Director.

Commenting on the full year, **Sir Laurie Magnus CBE, Chair of PIP,** said: "PIP's outperformance of the MSCI World and FTSE All Share indices over the past 35 years, and over more recent timeframes, comprehensively demonstrates the value of investing in a diversified portfolio of growth companies led by some of the best private equity managers in the world. PIP offers shareholders privileged access to the increasing share of capitalist economies financed by private capital."

Commenting on PIP, **Helen Steers, Partner at Pantheon and lead manager of PIP**, said: "PIP's diversified portfolio is resilient and focused on high-growth sectors, benefitting from long-term, secular tailwinds that will continue despite the prevailing macroeconomic environment. We believe that PIP's access, through Pantheon, to many of the best private equity managers and deal opportunities globally, its conservatively managed balance sheet and experience navigating market cycles, will enable the Company to continue to provide healthy returns for PIP's shareholders over the long term."

A video of the team at Pantheon discussing PIP's full year results and a series of case studies showcasing some of our portfolio companies are available on our website at www.piplc.com.

Capital Markets Event

PIP will host a Capital Markets Afternoon on 7 September 2022 during which there will be presentations from Pantheon and some of PIP's underlying private equity managers. Institutional investors and analysts wishing to attend should contact the Pantheon team at pip.ir@pantheon.com for further details.

LEI: 2138001B3CE5S5PEE928

For more information please contact:

Pantheon
Helen Steers / Vicki Bradley +44 (0)20 3356 1800
pip.ir@pantheon.com

Montfort Communications
Gay Collins / Pippa Bailey / Nita Shah +44 (0)7798 626282
PIP@montfort.london

Follow PIP on LinkedIn: https://www.linkedin.com/company/pantheon-international-plc

Important Information

STRATEGIC REPORT

CHAIR'S STATEMENT

PIP is one of the longest established private equity investment companies listed on the London Stock Exchange. This year we celebrate its 35th anniversary, having been launched with £12m NAV in 1987 and grown its NAV to £2.4bn at the end of 31 May 2022.

Over that period, PIP's NAV per share has outperformed annually, net of fees, both the FTSE All-Share and MSCI World (Sterling) indices by an average of 4.8% and 4.0% respectively. This is a tribute to the work and skill of PIP's manager, Pantheon, over so many years, and I would like to thank them on behalf of all shareholders. I should add that PIP has also outperformed these indices over the most recent 1, 3, 5 and 10-year periods.

Performance in the year

For the year ended 31 May 2022, I am pleased to report that PIP's NAV per share has grown by a remarkable 31%, of which 24% arose from portfolio gains and 7% from favourable currency movements. PIP's share price, however, has grown at a more modest 9% reflecting the turbulent market conditions at the financial year-end. This has resulted in a significant widening of the discount to NAV from 21% at the end of May last year to 35% at the end of May this year, and further to 43 at the time of writing.

35 years of outperformance: A compelling investment success story

KEY STATISTICS	
31.0%	Record NAV per share growth in the year
64.8%	Total shareholder return (5Y)
8.6%	Share price increase in the year
11.3%	Average annual share price growth since inception
12.4%	Average annual NAV growth since inception
£2.4bn	Net asset value
26.2%	Portfolio investment return in the year
£232m	Record portfolio net cash flow in the year
25%	Distribution rate for the year

This widening of the discount in bear markets was also seen in 2008 and is a common feature across almost all listed private equity vehicles. Over the longer-term, however, the share price return tracks that of the NAV per share closely, and we therefore consider the NAV per share to be a more consistent and less volatile measure of performance.

Undervalued share price, embedded value in portfolio

PIP's longevity and proven track record suggest that its current share price significantly undervalues the investment portfolio and that, in keeping with the past, the discount will narrow once the economic outlook and market sentiment improve. Furthermore, experience shows that PIP's underlying private equity managers value their portfolios conservatively when applying fair valuation accounting standards to the measurement of NAV per share.

42% **Average uplift on exit realisations in the year**

The value-weighted average uplift on exit realisations in PIP's portfolio was 42% during the 12 months to 31 May 2022. In the 11 years during which this measure has been tracked, the average uplift on the sale of investments has been 31% above the NAV of those investments 12 months prior to realisation.

Share buybacks

The Board remains disappointed with the discount of PIP's share price and considers the current elevated level relative to the value and prospects of its portfolio to be unwarranted. Accordingly, it intends to buy back shares actively to enhance shareholder returns, while optimising long-term capital growth within a balanced portfolio in line with its investment policy.

In addition, the Board has initiated with Pantheon a concerted marketing effort to promote the contribution that PIP can provide to an investor's portfolio and thereby attract new investors. This has included the recent appointment of a new PR agency, a refresh of the website and capital markets events planned for the autumn. The Board believes that private equity is under-owned in many investors' portfolios and that PIP is an ideal solution for shareholders who thereby benefit from the liquidity available through a listed company.

Performance net of fees and costs

The level of fees charged by private equity managers is considered to be excessive by many commentators and prospective investors. Nevertheless, the evidence is that the best private equity funds generate returns net of fees which significantly outperform the equity indices, and this is reflected in PIP's outperformance over the years.

Pantheon is one of the most experienced investors in selecting, working with and investing in private equity funds, and over 40 years has built up privileged relationships with the best managers through both fund and direct investments. In many cases, new investors are unable to access the best funds since they are only made available to existing, trusted investors.

Private equity managers build specialist, skilled teams to source, evaluate and secure good investment opportunities, and then work with their portfolio companies to add value in a variety of ways, examples of which are demonstrated in our case studies.

This work includes the realisation of investments, typically after a number of years, though private sale or IPO, followed by the distribution of the proceeds to investors including PIP. The fees are high in relation to those typically charged by fund managers in the liquid markets because of the additional work involved. They reflect the underlying resources required and are deemed acceptable by the most sophisticated institutional investors who have had portfolio exposure to private equity for many years.

The Board believes that the acid test of a private equity fund is that it should outperform net of fees, such that investors achieve a higher return than if they had invested in lower cost funds or indices. Pantheon's key role in this is to secure investments in and work with the best private equity funds for the benefit of PIP's shareholders as well as its other client investors.

Positive cash flow and balance sheet strength

PIP receives cash distributions through the sale of its more mature portfolio assets while also making commitments to new direct company investments, and to funds, which are often drawn down by the fund managers over time. This year, PIP benefited from a record level of distributions including proceeds from EUSA Pharma, the largest sale of a single company in its history. EUSA Pharma is a specialty pharmaceutical company focused on oncology and rare diseases and was acquired by Italian pharmaceutical company Recordati in December 2021. This was a co-investment alongside one of our long-standing private equity managers and was sold at approximately 5.0 times multiple of cost. The case study can be found in the company's full Annual Report.

During the year, PIP received distributions of £419m and disbursed £187m in capital calls from existing fund commitments. As a result, PIP generated net cash flow of £232m and ended the year with £227m in net available cash, which combined with its £300m multi-currency credit facility provided a total of £528m to meet future capital calls and make new investments.

£500m **new credit facility expiring in July, 2027.**

I am delighted to report that, since the year end, PIP has agreed a new £500m five year facility to replace the £300m facility described above. This extended and enlarged facility further strengthens our financial resources and provides the Company with greater flexibility in managing its asset base to achieve an optimal investment exposure, including in difficult market conditions. Further details on our cash cover may be found in the company's full Annual Report.

The unlisted Asset Linked Note ("ALN") of £39m, which is due to mature on 31 August 2027, is now relatively small and is continuing to be repaid from cash distributions received uniquely from a portfolio of older investments.

An actively-managed portfolio

PIP has a well-diversified portfolio of private equity investments, sourced through Pantheon's extensive platform and longstanding relationships with many of the best private equity managers globally. This portfolio includes investments in new funds raised, secondary purchases of assets being sold by investors in existing funds and, increasingly, direct investments by invitation in companies alongside our private equity managers. The mix of investment between categories is actively managed by the Board and Pantheon over time, most recently resulting in an increase in the portion of direct co-investments.

£496m **committed to 70 new investments in the year.**

During the year, PIP made commitments to 70 investments for a total of £496m, comprising £262m to 25 primary funds, £123m to 30 co-investments and £111m to 15 secondaries with the latter including a £55.6m (US$ 75.0m) top-up commitment to the Pantheon Secondary Opportunity Fund ("PSOF"). Combined with PIP's commitment to PSOF during the last financial year, PIP's total commitment to PSOF amounts to £164.3m (US$ 225.0m). PSOF is focused on manager-led single-asset secondaries, a sub-segment of the secondaries market that typically comprises prized businesses in private equity funds portfolios which the managers know well and believe have excellent potential to grow in value beyond the life of their fund. Nine such investments were completed during the period.

In recent years the Board and Pantheon have adopted a policy to increase portfolio concentration in a smaller number of managers and companies while continuing to mitigate risk through diversification. This focus has included a tilt towards sector specialists focused on long-term secular trends that are likely to continue to offer growth opportunities whatever the prevailing economic environment. Themes such as digitalisation and automation, ageing demographics, energy efficiency and environmental sustainability have tilted the portfolio towards high growth, more resilient sectors such as information technology, comprising companies providing business-critical software and infrastructure with recurring revenues and cash generation, as well as healthcare, consumer staples and consumer services. PIP has relatively low exposure to early-stage venture capital funds focused on technologies in which valuations have recently pulled back significantly.

"Themes such as digitalisation and automation, ageing demographics, energy efficiency and environmental sustainability have tilted the portfolio towards high growth, more resilient sectors." Sir Laurie Magnus (Chairman)

ESG and responsibility

Pantheon became one of the earliest private equity adherents to ESG by signing up to the UN Principles for Responsible Investment 14 years ago. Your Board fully supports Pantheon's longstanding commitment in this area which covers oversight and influence upon private equity managers as well as their underlying portfolio companies. The Board has an ESG sub-committee which meets formally with Pantheon executives at least twice a year as well as more frequently on an ad-hoc basis.

In addition to maintaining rigorous adherence to ESG principles, the Board believes that Pantheon has an open and inclusive internal culture which is evident in its attitude towards clients as well as the way in which it interacts with the managers with whom it invests.

Board changes

After 10 years of service, Susannah Nicklin retired from the Board following the AGM in 2021 and has been replaced as Senior Independent Director by Mary Ann Sieghart.

Tamara Sakovska, who joined the Board on 1 March 2022, resigned as a Director of the Company with effect from 22 July 2022. Tamara accepted the role before the onset of the Russia-Ukraine conflict and subsequently indicated that her voluntary relief efforts meant that she had limited capacity to fulfil her obligations as a director of PIP. The Board is grateful to Tamara for her brief contribution as a Director and would like to extend its best wishes to her for the future. The Board will be starting a process with external search consultants to appoint a new director in due course.

Having served as a Director since 2011 and as Chair since 2016, I will be retiring from the Board upon the conclusion of the forthcoming Annual General Meeting in October. Following a selection process led by Mary Ann Sieghart, I am delighted that the Board has agreed that John Singer will succeed me as Chair. A Director since 2016, John is a private equity and financial services professional with over 30 years' experience. He has been a consistently thoughtful and energetic contributor to the Board and will provide experienced leadership for PIP during the years ahead.

Outlook

The global recovery from the COVID-19 crisis has been upset by rising geopolitical tensions, including the tragic war in Ukraine. The combination of rising inflation (particularly for energy, minerals and food), rising interest rates and uncertain supply chains has materially altered the outlook for the economy and raised the spectre of recession. The valuations of businesses in public markets have already come under pressure and we are likely to see some follow through into PIP's NAV, although we expect this to be cushioned in part by the embedded value in the portfolio that I discussed earlier.

It is impossible to foresee how all the current economic and geopolitical challenges will play out, particularly the war in Ukraine and the sanctions on Russia. PIP has no direct exposure to investments in Ukraine or Belarus and the valuation of its tiny exposure to Russian assets has been reduced to zero.

Pantheon monitors carefully the level of debt in PIP's underlying investee businesses and seeks assurance that appropriate and manageable capital structures are in place. A large proportion of PIP's portfolio companies are "asset light" and orientated towards growth capital backed businesses, which carry little or no debt. Small and mid-market buyouts, which are a significant proportion of PIP's portfolio, typically have lower levels of debt than those at the larger end of the private equity market. In addition, many of PIP's private equity managers employ dedicated debt specialists who are disciplined and experienced in their use of leverage and in negotiating terms with lenders.

The Board is confident that PIP's private equity managers will continue their proven track record of managing their companies through difficult times. It also has confidence in the experience of Pantheon, built up over 40 years, in navigating through several previous crises and economic cycles. Since I joined the Board in 2011, the availability of private equity capital for growing businesses has increased substantially and now constitutes a core source of long-term investment funding. It is clear that this trend will continue as entrepreneurs and business managers find themselves constrained by the ever-increasing regulation in listed markets, together with the focus on short-term results. Private equity investors are also increasingly preferred as owners by senior executives for their sector knowledge, operational expertise, and strategic guidance.

PIP's outperformance of the MSCI World and FTSE-All Share indices since inception, and over more recent timeframes, is a testament to the value of having exposure to a diversified portfolio of growth companies led by some of the best private equity managers in the world. Through the long-term relationships that Pantheon has built up with leading managers, PIP offers shareholders privileged access to a broad selection of private equity investments. Whereas investing directly in funds requires high minimum levels of commitment and illiquidity, PIP brings private equity within reach of small institutions and retail investors while providing immediate exposure to a well-established and diversified portfolio of growth companies.

All of PIP's Directors collectively own a total of 2.6shares in the Company valued at the time of writing at £7.0m. In addition,15 Partners of Pantheon collectively hold a further c.2m shares.

I shall be leaving the Board confident that PIP is well placed, with a resilient "all-weather" portfolio of companies, a strong balance sheet, an engaged Board of Directors, a very experienced Manager, and an expectation of continuing outperformance over the long term. I shall remain a shareholder and extend my best wishes for the future to PIP, my fellow directors and the Pantheon management team.

PIP's Strategic Report has been approved by the Board and should be read in its entirety by shareholders.

Sir Laurie Magnus

Chairman

3 August 2022

Key Performance Indicators

	What this is	5-year cumulative total shareholder return	How PIP has performed	Link to our strategic objectives	Examples of related factors that we monitor
Performance					
5-Year cumulative total shareholder return 64.8%	Total shareholder return demonstrates the return to investors, after taking into account share price movements (capital growth) and, if applicable, any dividends paid during the period. The Board's strategy is to deliver returns for shareholders through growth in NAV and generally not through the payment of dividends.	31 May 2020 61.3% 31 May 2021 109.2% 31 May 2022 64.8%	• PIP's ordinary shares had a closing price of 295.5p at the year end (31 May 2021:272.0p[1]). • Disappointingly, discount to NAV widened to 35% as at the year end (31 May 2021: 21%).	• Maximise shareholder returns through long-term capital growth. • Promote better market liquidity and narrow the discount by building demand for the Company's shares.	• Rate of NAV growth relative to listed markets. • Trading volumes for the Company's shares. • Share price discount to NAV
NAV per share growth during the year 31.0%[2]	NAV per share reflects the attributable value of a shareholder's holding in PIP. The provision of consistent long-term NAV per share growth is central to our strategy. NAV per share growth in any period is shown net of foreign exchange movements and all costs associated with running the Company.	12M to 31 May 2020 4.0% 12M to 31 May 2021 19.6% 12M to 31 May 2022 31.0%	• A record year of NAV growth with NAV per share increasing by 106.8p to 451.6p during the year (31 May 2021: 344.8p)[1].	• Investing flexibly with top-tier private equity managers globally to maximise long-term capital growth. • Containing costs and risks by constructing a well-diversified portfolio in a cost-efficient manner.	• Valuations provided by private equity managers. • Fluctuations in currency exchange rates. • Ongoing charges relative to NAV growth and listed private equity peer group. • Tax efficiency of investments. • Effect of financing (cash drag) on performance.
Portfolio investment return 26.2%[2]	Portfolio investment return measures the total movement in the valuation of the underlying funds and companies comprising PIP's	12M to 31 May 2020 3.9% 12M to 31 May 2021 36.0%	• Strong performance in the underlying portfolio. • PIP continues to benefit from robust earnings growth in its underlying portfolio and from	• Maximise shareholder returns through long-term capital growth.	• Performance relative to listed markets and private equity peer group. • Valuations provided by

	portfolio, expressed as a percentage of the opening portfolio value, before taking foreign exchange effects and other expenses into account.	12M to 31 May 2022 26.2%	the favourable exit environment. • Weighted average revenue and EBITDA growth of 24.9% and 25.4% respectively for PIP's sample buyout companies[3], versus -3.6% and 25.0% respectively for companies that constitute the MSCI World Index.		private equity managers.
Net portfolio cash flow £232m[2]	Net portfolio cash flow is equal to fund distributions less capital calls to finance investments, and reflects the Company's capacity to finance calls from existing investment commitments. PIP manages its maturity profile through a mix of primaries, secondaries and co-investments to ensure that its portfolio remains cash-generative at the same time as maximising the potential for growth.	12M to 31 May 2020 £110m 12M to 31 May 2021 £199m 12M to 31 May 2022 £232m	• PIP's portfolio generated a record £419m (31 May 2021: £319m) of distributions versus £187m (31 May 2021: £120m) of calls. • In addition, the Company made new commitments of £496m (31 May 2021: £240m) during the year, £160m (31 May 2021: £76m) of which was drawn at the time of purchase. • At 31 May 2022, PIP's portfolio had a weighted average fund age of 4.9 years[4] (31 May 2021: 5.2 years).	• Maximise long-term capital growth through ongoing portfolio renewal while controlling financing risk.	• Relationship between outstanding commitments and NAV. • Portfolio maturity and distribution rates by vintage. • Commitment rate to new investment opportunities.
Undrawn coverage ratio 100%	The undrawn coverage ratio is the ratio of available financing and 10% of private equity assets to undrawn commitments. The undrawn coverage ratio is an indicator of the Company's ability to meet outstanding commitments, even in the event of a market downturn. Under the terms of its current loan facilities, PIP can continue to make new undrawn commitments unless and until the undrawn	31 May 2020 107% 31 May 2021 122% 31 May 2022 100%	• The current level of commitments is consistent with PIP's conservative approach to balance sheet management. • In line with historical experience, the Company expects undrawn commitments to be funded over a period of several years.	• Flexibility in portfolio construction, allowing the Company to select a mix of primary, secondary and co-investments, and vary investment pace, to achieve long-term capital growth.	• Relative weighting of primary, secondary and co-investments in the portfolio. • Level of undrawn commitments relative to gross assets. • Trend in distribution rates. • Ability to access debt markets on favourable terms.

coverage ratio
falls below 33%

[1] Adjusted for the 10 for 1 share split which was implemented on 1 November 2021.

[2] Excludes valuation gains and/or cash flows associated with the ALN.

[3] See the Alternative Performance Measures for sample calculations and disclosures.

[4] Excludes the portion of the reference portfolio attributable to the ALN

Our Strategy

Our investment strategy is to build a resilient portfolio that can deliver long-term outperformance.

The Board regularly reviews PIP's overall investment strategy and it has formed part of Board discussions throughout the year.

Through the ongoing dialogue between the Board and the Manager, Pantheon, the Manager reports to the Board on progress and highlights any obstacles or changes in market conditions which may impact the Company's ability to achieve its strategic goals. In cases where this may occur, the Manager will propose solutions for which it will seek the support of the Board. Equally, the Board maintains the flexibility to propose amendments to the strategy as it deems necessary.

In addition, the Board reviews individual investments that exceed exposure limits, which are set at appropriate levels to reflect a diversified approach. At times, the Manager may make recommendations to the Board and seek approval for certain investments that fall outside of any limits expressed in the agreed strategic approach, but which the Pantheon believes to be a good investment opportunity for PIP. The Board maintains its independence at all times and robustly challenges such recommendations to ensure that they are in the best interests of shareholders. The Manager also reports to the Board on PIP's marketing and investor relations activities, considering new initiatives that could help to increase PIP's profile, and to reach potential new shareholders in the Company. As part of this, on 1 November 2021, each of PIP's existing shares was split into 10 shares. The aim was to make PIP's shares more accessible to a range of investors and to improve the marketability of PIP's shares.

Investment type: Focus on maturity profile and potential to boost performance

Primaries, secondaries and co-investments all have attractive characteristics, as highlighted in the Business Model above. PIP's transparent and direct investment approach gives it the flexibility to take advantage of prevailing market conditions and to maximise control over the Company's financing risk, including its ability to generate positive cash flows.

As the weighting towards co-investments has been increased over time, the three different investment types have intentionally taken on more equal weightings. These weightings do not represent hard caps; however, the Board and the Manager believe that this is the optimal mix to benefit from the cash generated by the more mature assets in PIP's portfolio while rejuvenating the portfolio with the younger vintages offered by primaries and co-investments. In addition, we have been steering PIP's secondary investment strategy towards single-asset secondaries which form a fast-growing part of the secondary market and are attractive for several reasons as highlighted below.

With an increased weighting towards co-investments and single-asset secondaries, we expect the number of underlying managers and portfolio companies to which the Company is exposed to continue to reduce over time. As a result, the potential for the Company's overall NAV to be impacted by the performance of individual assets should be increased while maintaining the benefits of a portfolio that is well diversified by type, stage, geography and sector.

The Board believes that there are several benefits to this investment approach: risk is effectively managed through diversification while the improved transparency of PIP's underlying portfolio and increased investment flexibility, should create a clearer link between the strongest performing companies in the portfolio and the potential to boost NAV growth in the future. Also, Pantheon can remain highly selective and disciplined when assessing deal flow, while at the same time reducing the risk of PIP being excluded from exciting opportunities due to investment constraints.

During the year, while maintaining its disciplined approach, the Board and the Manager identified that there was an opportunity to increase the Company's investment pacing to take advantage of the exciting deals emanating from its private equity managers.

Fund Maturity[1]

2021 and later	16%
2020	8%
2019	13%
2018	14%
2017	13%
2016	11%
2015	10%
2014	4%
2011-2013	6%
2010 and earlier	5%

Investment type[2]

Primary	38%
Co-investments	31%
Secondary	31%

[1] Maturity chart is based on underlying fund valuations and accounts for 100% of PIP's portfolio value. Excludes the portion of the reference portfolio attributable to the ALN.

[2] Fund investment type and maturity charts are based upon underlying fund valuations and account for 100% of PIP's overall portfolio value. The charts exclude the portion of the reference portfolio attributable to the Asset Linked Note.

Investment stage: Focus on mid-market and growth

PIP's portfolio is diversified by stage, which ranges across venture, growth, small/mid buyout and large/mega buyout opportunities, as well as those classified as special situations. While the Company's strategy is to maintain a healthy mix of all stages, Pantheon favours the growth and buyout segments, with a particular focus on the mid-market. The mid-market offers distinct characteristics, when compared with large deals, such as:

- More attractively priced assets which tend to have lower levels of leverage than the broader market average;
- Greater visibility of the value drivers and the levers to pull to improve operational efficiency to better drive growth, both organically and through buy-and-build strategies; and
- More routes to exit including strategic acquisitions, sales to other private equity managers or initial public offerings ("IPOs"). In PIP's case, it should be noted that the majority of exits has consistently been to strategic buyers and other private equity managers.

While late stage venture opportunities remain attractive, it is our view that the return profile of early stage venture can often be too protracted to be suitable for PIP's portfolio. Therefore, any investment activity by PIP in early stage venture funds is focused on investing with top-tier venture managers, mainly through primary fund investments, who are able to identify innovative opportunities with the potential to generate significant outperformance. While special situations include assets with unique characteristics which can offer potential for outperformance, it is the Board's intention that special situations investments will only be a small minority of the overall portfolio.

Fund Stage[1]

Small/mid buyout	39%
Large/mega buyout	26%
Growth	24%
Special situations[2]	7%
Venture	4%

1 Fund stage chart is based upon underlying fund valuations and accounts for 100% of PIP's overall portfolio value. The chart excludes the portion of the reference portfolio attributable to the Asset Linked Note.

[2] Special situations investments can include distressed debt, mezzanine, energy/utilities and turnarounds.

Sector and geographic exposure: Global outlook, with a focus on high-growth and niche areas

The Board is committed to offering investors a global portfolio with investments in North America, Europe, Asia and Emerging Markets. It takes an active approach towards the weightings of those geographies in response to market conditions but supports the majority of the Company's capital being invested in the USA and Europe where the private equity markets are well established.

The Board relies on Pantheon's investment teams around the world that are on the ground locally, to take advantage of proprietary information flows and access to opportunities through their extensive networks of relationships.

It is Pantheon's objective to identify managers globally that are able to take a thematic approach and focus on high-growth sectors, many of which may not be fully represented by the public markets. In addition, Pantheon has a deliberate strategy of targeting sectors experiencing dislocation, as well as niches where underlying growth is less correlated to GDP growth. Recent examples of this have been within the Information Technology and Healthcare sectors. For more information on the sectors in which PIP is invested, see below.

The Board believes that its oversight of the Manager's activities, while at the same time allowing Pantheon the flexibility that it needs to make the appropriate investment decisions on the Company's behalf, ensures that PIP is able to deliver on its strategic objectives for shareholders over the long term.

Culture and Purpose

It is a requirement for all companies to set out their culture and purpose. The Company's defined purpose is relatively simple: it is to deliver our investment strategy led by a Board that promotes strong governance and a long-term investment approach that actively considers the interests of all stakeholders.
The Directors agree that establishing and maintaining a healthy corporate culture among the Board and in its interaction with the Manager, shareholders and other stakeholders will support the delivery of its purpose, values and strategy. The Board seeks to promote a culture of openness and integrity through ongoing dialogue and engagement with its service providers, principally the Manager.

Company Sector[1]

Information technology	33%
Healthcare	18%
Consumer	14%
Financials	11%
Industrials	9%
Communication services	7%
Energy	4%
Materials	2%
Others	2%

Fund Region[2]

Weighted towards the more developed private equity markets in the USA and Europe while Asia and EM provide access to faster-growing economies.

USA	51%
Europe	28%
Asia and EM[3]	11%
Global	10%

[1] The company sector chart is based upon underlying company valuations as at 31 March 2022, adjusted for calls and distributions to 31 May 2022. These account for 100% of PIP's overall portfolio value.

[2] Fund region is based upon underlying fund valuations and accounts for 100% of PIP's overall portfolio value. The chart excludes the portion of the reference portfolio attributable to the Asset Linked Note.

[3] EM is Emerging Markets.

Our Business Model

We aim to deliver consistent returns over the long term

OUR INVESTMENT PROCESS

1. Investment opportunities in funds and companies are originated via Pantheon's extensive and well-established platform.
2. We invest in many of the best private equity managers who are able to identify and create value in their businesses.
3. Cash generated from the sale of those companies is returned to PIP and redeployed into new investment opportunities.

What we do

PIP invests in private equity funds and co-invests (alongside selected private equity managers) directly into private companies worldwide.

- An investment in PIP offers shareholders exposure to a growing market worth over US$5.3tn[1] globally where the best private equity managers might otherwise be inaccessible to shareholders.

We aim to deliver attractive and consistent returns to shareholders over the long term, and at relatively low risk. The Board remains committed to its policy of maximising capital growth and therefore, as in previous years, is not proposing the payment of a dividend.

Why we do it

Through Pantheon, we have an opportunity to invest with many of the best private equity managers globally based on the trust and experience built up over the almost 40 years during which Pantheon has been making investments.

· It is our aim to bring the strong credentials of private equity and its track record of outperforming public markets to a wider set of investors.

It is our mission to generate sustainably high investment returns through an actively managed, institutional grade portfolio of funds and companies built by investing with the best managers globally.

How we do it

PIP's Manager, Pantheon, has a well-established platform built on three strategic pillars of investment: primary, secondary and co-investments, with each offering their own merits.

We believe that by combining the three ways of accessing private equity investments, we are able to:

- Build and maintain a well-balanced portfolio in a combination that we monitor and manage with the aim of maximising capital growth;
- Manage the maturity profile of our assets so that our portfolio remains naturally cash-generative on a sustainable basis; and
- Ensure that the vehicle remains as cost-effective as possible for our shareholders by reducing any potential drag on returns.

[1] Source: Prequin Global Private Equity Report 2022.

INVESTMENT STRATEGIES

Primary

We invest in a new private equity fund when it is established.

- Captures exposure to top-tier, well-recognised managers as well as to smaller niche funds that are generally hard to access.
- Targets leading managers predominantly in the USA and Europe, with a focus on funds which are unlikely to become available in the secondary market.

Limited Partner Secondary

We purchase the interests of an investor in a fund or funds typically late into, or after, the investment period.

- Targets favoured funds and companies at a stage when the underlying assets' performance is visible and the funds are realising investments, returning cash to PIP more quickly.
- One of the advantages of investing in secondaries is that earlier fees will have been borne by the seller so total expenses are lower.

Manager - led Secondary

We invest in a company directly, alongside a private equity manager, that the manager has already owned for a period of time and therefore knows well.

- We partner with high-quality private equity managers to acquire, as single transactions, their most attractive portfolio companies via a continuation fund.
- Allows the private equity manager to hold onto a prized asset, which they believe has potential for further growth, when the fund in which it is held comes to the end of its life.

Co-investments

We invest in a company directly, alongside a private equity manager.

- Direct investment in individual companies, which have attractive growth characteristics and have effectively passed through a "double quality filter", alongside PIP's leading private equity managers.
- This boosts the performance potential because there are typically very low or no fees, making it a cost-effective way of capitalising on the high value added by PIP's selected managers.
- Co-investments are through invitation only and are therefore not accessible to most investors.

For more information on the commitments that PIP has made during the year, see the full Annual Report.

What sets us apart
Track record
For 35 years, PIP has been able to adapt quickly and effectively to changing market conditions. This flexible and proactive approach means that PIP is well placed to continue to deliver on its strategic objectives. PIP's NAV has outperformed its public market benchmark indices since the Company's inception in 1987.

***Broad and deep* relationships**
With investments in North America, Europe, Asia and Emerging Markets, PIP provides a carefully constructed, broad-based portfolio for investors. The presence of Pantheon's team of 417 people, including 121 investment professionals[1] in its 10 offices around the world means that they are on the ground locally, working with their extensive networks of relationships with private equity managers and taking advantage of proprietary information flows and access to opportunities. These relationships enable Pantheon to source and respond quickly to the best deal flow in those regions. In addition, through its participation on over 560[2] advisory boards globally, Pantheon actively engages with its General Partners ("GPs") on portfolio monitoring issues on a continuous basis.

Independence
PIP has the opportunity to participate in all the private equity investments sourced by Pantheon. The majority of the Company's investments are made directly in private equity funds and companies rather than via Pantheon's collective vehicles, which offers several benefits to PIP and its shareholders, including:

- Control of investment strategy, overseen by the Board;
- Reduction of financing risk by being able to accept or decline investments offered to it by Pantheon according to its financial resources at the time;
- The flexibility to vary the size of its commitments as appropriate and in line with any adjustments to its investment strategy; and
- Lower cost than investing through intermediate vehicles, due to the elimination of management fees and related expenses.

Culture & Transparency
Pantheon has a strong culture of collaborative and inclusive teamwork, transparency and diversity, as well as a long history of investing its clients' capital responsibly. PIP is supported strongly by a global workforce of 417 people[1] and a large and experienced team of investment professionals, many of whom have been at Pantheon for over 20 years. In keeping with its collaborative culture, Pantheon avoids investments in private equity managers with 'star' individuals giving rise to a higher degree of key person risk.

PIP is committed to being transparent with its investors and publishes a monthly NAV and newsletter to ensure the market is kept updated on developments in the portfolio.

[1] As at 30 June 2022.

[2] As at 31 March 2022.

For more information on PIP's strategic objectives, see below.

Our Investment Policy

Our investment policy is to maximise capital growth with a carefully managed risk profile.

The Company's policy is to make unquoted investments. It does so by subscribing to investments in new private equity funds ("Primary Investment"), buying secondary interests in existing private equity funds ("Secondary Investment"), and acquiring direct holdings in unquoted companies ("Co-investments"), usually either where a vendor is seeking to sell a combined portfolio of fund interests and direct holdings or where there is a private equity manager, well known to the Company's Manager, investing on substantially the same terms.

The Company may, from time to time, hold quoted investments as a consequence of such investments being distributed to the Company from its fund investments as the result of an investment in an unquoted company becoming quoted. In addition, the Company may invest in private equity funds which are quoted. The Company will not otherwise normally invest in quoted securities, although it reserves the right to do so should this be deemed to be in the interests of the Company.

The Company may invest in any type of financial instrument, including equity and non-equity shares, debt securities, subscription and conversion rights and options in relation to such shares and securities, and interests in partnerships and limited partnerships and other forms of collective investment schemes. Investments in funds and companies may be made either directly or indirectly, through one or more holding, special purpose or investment vehicles in which one or more co-investors may also have an interest.

The Company employs a policy of over-commitment. This means that the Company may commit more than its available uninvested assets to investments in private equity funds on the basis that such commitments can be met from anticipated future cash flows to the Company and through the use of borrowings and capital raisings where necessary.

The Company's policy is to adopt a global investment approach. The Company's strategy is to mitigate investment risk through diversification of its underlying portfolio by geography, sector and investment stage. Since the Company's assets are invested globally on the basis, primarily, of the merits of individual investment opportunities, the Company does not adopt maximum or minimum exposures to specific geographic regions, industry sectors or the investment stage of underlying investments.

In addition, the Company adopts the following limitations for the purpose of diversifying investment risk:

· No holding in a company will represent more than 15% by value of the Company's investments at the time of investment (in accordance with the requirement for approval as an investment trust which applied to the Company in relation to its accounting periods ended on and before 30 June 2012).

· The aggregate of all the amounts invested by the Company in (including commitments to or in respect of) funds managed by a single management group may not, in consequence of any such investment being made, form more than 20% of the aggregate of the most recently determined gross asset value of the Company and the Company's aggregate outstanding commitments in respect of investments at the time such investment is made.

· The Company will invest no more than 15% of its total assets in other UK-listed closed-ended investment funds (including UK-listed investment trusts).

The Company may invest in funds and other vehicles established and managed or advised by Pantheon or any Pantheon affiliate. In determining the diversification of its portfolio and applying the Manager's diversification requirement referred to above, the Company looks through vehicles established and managed or advised by Pantheon or any Pantheon affiliate.

The Company may enter into derivatives transactions for the purposes of efficient portfolio management and hedging (for example, hedging interest rate, currency or market exposures).

Surplus cash of the Company may be invested in fixed interest securities, bank deposits or other similar securities.

The Company may borrow to make investments and typically uses its borrowing facilities to manage its cash flows flexibly, enabling the Company to make investments as and when suitable opportunities arise, and to meet calls in relation to existing investments without having to retain significant cash balances for such purposes. Under the Company's Articles of Association, the Company's borrowings may not at any time exceed 100% of the Company's net asset value. Typically, the Company does not expect its gearing to exceed 30% of gross assets. However, gearing may exceed this in the event that, for example, the Company's future cash flows alter.

The Company may invest in private equity funds, unquoted companies or special purpose or investment holding vehicles which are geared by loan facilities that rank ahead of the Company's investment. The Company does not adopt restrictions on the extent to which it is exposed to gearing in funds or companies in which it invests.

RISK MANAGEMENT AND PRINCIPAL RISKS

The Company is exposed to a variety of risks and uncertainties. The Board, through delegation to the Audit Committee, has undertaken a robust assessment and review of the principal risks facing PIP, together with a review of any new and emerging risks that may have arisen during the year to 31 May 2022, including those that would threaten its business model, future performance, solvency or liquidity. A summary of the risk management and internal control processes
be found in the Statement on Corporate Governance in the full Annual Report.

Investment risk

Type and Description of Risk	Potential Impact	Risk Management	Outcome for the Year
Market factors such as interest rates, inflation and equity market performance can affect the value of investments.	• Impact of general economic conditions on underlying fund and company valuations, exit opportunities and the availability of credit.	• Pantheon's investment process incorporates an assessment of market risk. • Investing alongside private equity managers with experience of navigating economic cycles, while achieving diversification by geography, stage vintage and sector, helps to mitigate the effect of public market movements on the Company's performance. PIP invests in private assets and only gains exposure to public markets by companies being taken through an initial public offering.	• PIP continues to adopt a diversified approach to portfolio construction. • Exposure to quoted companies was only 12% as at 31 May 2022. • In historical periods of significant public market volatility, private equity market valuations have typically been less affected than public equity market valuations.
Insufficient liquid resources to meet outstanding commitments to private equity funds.	• Investment losses and reputational damage arising from the inability to meet capital call obligations.	• PIP has a mature portfolio that is naturally cash generative. • In the event that cash balances and cash distributions are insufficient to cover capital calls, PIP has the ability to draw funds from a credit facility. • Pantheon manages the Company so that undrawn commitments remain at an acceptable level relative to its portfolio assets and available financing. • The Board conducts a comprehensive review	• PIP has access to a £300m loan facility that expires in May 2024. Together with PIP's net available cash balances of £227m, total available financing as at 31 May 2022 stood at £528m. Total available financing, along with the private equity portfolio, was greater than outstanding commitments by a factor of 3.7 times. • The Company renewed its multi-currency revolving credit facility after the year end. The new £500m secured

		of the Company's cash flow modelling forecasts under different scenarios on a regular basis.	facility, which is due to expire in July 2027, remains completely undrawn at the time of writing.
Lack of suitable investment opportunities to meet strategic diversification objectives.	• Change in risk profile as a result of manager, fund or company exposures that are materially different from the Company's intended strategy.	• Pantheon has put in place a dedicated investment management process designed to achieve the intended investment strategy agreed with the Board. • The Board regularly reviews investment and financial reports to monitor the effectiveness of the Manager's investment processes.	• During the year, PIP has invested within strategic limits for vintage year, geography and stage allocations, as well as within concentration limits for individual managers, funds and companies.
Private equity investments are long term in nature and it may be some years before they can be realised.	• Potential decline in realisation activity which may affect portfolio performance.	• PIP pursues a flexible investment strategy, combining secondary investments which typically have shorter exit horizons, with co-investments and primary commitments.	• The Company's flexible investment strategy has resulted in a portfolio with a healthy mix of likely exit horizons.
Investments in unquoted companies carry a higher degree of liquidity risk relative to investments in quoted securities.	• Liquidity of underlying assets may have an adverse effect on realisations and portfolio performance.	• As part of its investment process, Pantheon assesses the approach of its managers to company illiquidity as well as projected exit outcomes.	• Robust realisation activity during the year, with a record level distributions of £419m and a distribution rate equivalent to 25% of opening portfolio assets. .
Gearing, whether at the Company, fund investment or portfolio company level, could cause the magnification of gains and losses in the asset value of the Company.	• Potential impact on performance and liquidity, especially in the event of a market downturn.	• PIP's Articles of Association and investment policy impose limits on the amount of gearing that the Company can take on. • The principal covenant of the loan facility ensures that the Company is limited to a maximum gearing (excluding the ALN) of 34% of adjusted gross asset value (excluding the ALN). • The Board conducts regular reviews of the balance sheet and long-term cash flow projections, including downside scenarios that reflect the potential effects of significant declines in NAV performance, adverse changes in call/distribution rates and restrained liquidity sourcing in a distressed environment.	• Cash flow forecasts under normal and stress conditions were reviewed with the Board. Downside scenario modelling indicates that the Company has the available financing in place to meet investment commitments, even in an environment characterised by large NAV declines and a material reduction in distribution activity. • There was no gearing at the Company level as at the end of the financial year. • Debt multiples in PIP's buyout portfolio remain at reasonable levels as at year end. • Since the period end, the Company has announced that it has agreed a new revolving credit facility,

		• As part of its investment process, the Manager undertakes a detailed assessment of the impact of debt at the underlying fund level and underlying company level on the risk-return profile of a specific investment.	totalling £500m which is due to expire in July 2027. • The principal covenants that apply to PIP's credit facility ensure that the Company is subject to maximum loan to value and liquidity ratios.
Non-sterling investments expose the Company to fluctuations in currency exchange rates.	• Unhedged foreign exchange rate movements could impact NAV total returns.	• The Manager monitors the Company's underlying foreign currency exposure. • As part of its investment process, the Manager takes currency denominations into account when assessing the risk/return profile of a specific investment. • The multi-currency credit facility is a natural hedge for currency fluctuations relating to outstanding commitments.	• Foreign exchange had a positive impact on performance during the year.
Reliance on the accuracy of information provided by GPs when valuing investments.	• Risk of errors in financial statements and NAV reporting.	• The valuation of investments is based on periodically audited valuations that are provided by the underlying private equity managers. • Pantheon carries out a formal valuation process involving monthly reviews of valuations, the verification of audit reports and a review of any potential adjustments required to ensure reasonable valuations in accordance to fair market value principles under Generally Accepted Accounting Principles (GAAP).	• No material misstatements concerning the valuations provided by GPs and the existence of investments during the year.
Possibility that another investor in a fund is unable or unwilling to meet future capital calls.	• Counterparty defaults can have unintended consequences on the remaining investors' obligations and investment exposure.	• PIP invests in high-quality funds alongside institutional private equity investors. • A considerable proportion of PIP's investments are in funded positions.	• During the year, funds in which PIP is invested did not suffer from any limited partner defaulting events.
Changes in the Company's tax status or in tax legislation and practice.	• Failure to understand tax risks when investing or divesting could lead to tax exposure or financial loss.	• Pantheon's investment process incorporates an assessment of tax. • The Manager reviews the appropriateness of an investment's legal structure to minimise the potential tax impact on the Company.	• Taxes had a minimal effect on overall NAV performance in the year.

Non-investment risk

Type and Description of Risk	Potential Impact	Risk Management	Outcome for the Year
PIP relies on the services of Pantheon as its Manager and other third-party service providers.	• Business disruption should the services of Pantheon and other third-party suppliers cease to be available to the Company.	• The Board keeps the services of the Manager and third-party suppliers under continual review. • The Management Agreement is subject to a notice period of two years, giving the Board adequate time to make alternative arrangements in the event that the services of Pantheon cease to be available.	• The Board has approved the continuing appointment of the Manager and other service providers following an assessment of their respective performance during the year. • Pantheon now operates a hybrid working model and is confident of being able to continue to meet PIP's needs through this model.
High dependency on effective information technology systems to support key business functions and the safeguarding of sensitive information.	• Significant disruption to information technology systems, including from a potential cyber attack may result in financial losses, the inability to perform business-critical functions, regulatory censure, legal liability and reputational damage.	• Pantheon has a comprehensive set of policies, standards and procedures related to information technology and cybersecurity. • Ongoing investment and training to improve the reliability and resilience of Pantheon's information technology processes and systems.	• No material issues to report for the year. • Pantheon's systems, processes and technologies have been thoroughly tested and are fully operational.
Global geopolitical risks (including the Russia-Ukraine war) and the resulting economic uncertainty may affect the Company.	• Market and currency volatility may affect returns. • Geopolitical undercurrents may disrupt long-term investment and capital allocation decision-making.	• Pantheon continuously monitors geopolitical developments and societal issues relevant to its business.	• Pantheon's established Risk, Legal and Tax functions have ensured compliance with local laws and regulations. • An assessment of geopolitical risk is embedded in Pantheon's investment process. • PIP's exposure to high risk countries is minimal. • PIP's de minimis legacy exposure to Russian assets were reduced to zero during the financial year.

Retail investors advised by independent financial advisers

The Company currently conducts its affairs so that its shares can be recommended by independent financial advisers to retail private investors in accordance with the FCA's rules in relation to non-mainstream investment products.

The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in a UK-listed investment trust.

Viability statement

Pursuant to provision 31 of the UK Corporate Governance Code 2018, and the AIC Code of Corporate Governance, the Board has assessed the viability of the Company over a three-year period from 31 May 2022. It has chosen this period as it falls within the Board's strategic planning horizon.

The Company invests in a portfolio of private equity assets that is diversified by geography, sector, stage, manager and vintage; it does so via both fund investments and by co-investing directly into companies alongside selected private equity managers. The Company invests significantly in the private equity secondaries market as this allows the Company to maintain a more mature portfolio profile that is naturally cash-generative in any particular year.

The Company seeks to maximise long-term capital growth by investing with top-tier private equity managers that are focused on generating outperformance against the broader private equity market. As an investment trust, the Company's permanent capital structure is well suited to investing in private equity, a long-term asset class. The Company's Manager has a long-standing culture that emphasises collaboration and accountability, facilitating open dialogue with underlying private equity managers that help the Company to anticipate market conditions and maintain a conservative approach to balance sheet management. The resilience of the Company, positioning of the portfolio and durability of the private equity market are detailed in the full Annual Report.

In making this statement, the Directors have reviewed the reports of the Investment Manager in relation to the resilience of the Company, taking account of its current position, the principal risks facing it in a low case scenario due to a disrupted recovery in the wake of COVID-19, the geopolitical uncertainties as a result of the Russia-Ukraine conflict including the disruption to the supply chain and increases in the cost of living as a result of this conflict, inflationary expectations, interest rate rises, the impact of climate change on PIP's portfolio as discussed in Note 1 of the financial statements, the effectiveness of any mitigating actions and the Company's risk appetite, all of which were considered as part of the various downside liquidity modelling scenarios carried out, after which the Directors came to the conclusion that there is no significant impact on viability.

As part of the assessment this also included a combined reverse stress test that analyses the factors that would have to simultaneously occur for the Company to be forced into a wind-down scenario where the Company's business model would no longer remain viable. These circumstances include a significant peak in the outstanding commitments called within a 12-month period, combined with a significant decline in the portfolio valuations and distributions. Overall, the reverse stress tests are sufficiently improbable as to provide a low likely risk of impact to the Company's viability and medium-term resilience.

Commitments to new funds are controlled relative to the Company's assets, and the Company's available liquid financial resources are managed to maintain a reasonable expectation of being able to finance the calls, which arise from such commitments, out of internally generated cash flow. In addition, the Company has put in place a revolving credit facility to ensure that it is able to finance such calls in the event that distributions received from investments in the period are insufficient to finance calls. The Board reviews the Company's financing arrangements at least quarterly to ensure that the Company is in a strong position to finance all outstanding commitments on existing investments as well as being able to finance new investments.

In reviewing the Company's viability, the Board has considered the Company's position with reference to its investment trust structure, its business model, its business objectives, the principal risks and uncertainties as detailed above and its present and expected financial position. In addition, the Board has also considered the Company's conservative approach to Balance Sheet management, which allows it to take advantage of significant investment opportunities, and the appropriateness of the Company's current investment objectives in the prevailing investment market and environment.

Since the period end, the Company has announced that it has agreed a new multi-currency revolving credit facility to replace the existing one that was due to expire in May 2024. This new currently undrawn facility, totalling £500m is due to expire in July 2027.

On behalf of the Board

Sir Laurie Magnus CBE

3 August 2022

Manager's Review

Our Market

Targeting highly resilient businesses, benefiting from positive long-term secular trends, in an uncertain macroeconomic environment

Against a backdrop of heightened geopolitical tensions and the uncertain outlook for the global economy, Helen Steers, Partner at Pantheon and manager of PIP, discusses how the private equity sector and PIP are well-positioned to navigate this challenging environment.

While many countries are still grappling with the aftermath of the COVID-19 crisis, the tragic war in Ukraine has generated further turmoil. Global supply chain issues, which were triggered by successive lockdowns during the pandemic, have been exacerbated over the past few months by rising energy prices and difficulties in sourcing certain essential raw materials. As a result, there have been shortages of vital industrial components, logistical challenges when transporting merchandise and increasing concerns about food security and energy supply, particularly in Europe. The consequent rise in inflation, fuelled by higher food prices and energy costs, means that many household budgets are being squeezed and consumer confidence has been dented. Although GDP in many regions rebounded in 2021 from the COVID-induced lows of 2020, global growth expectations have been revised down dramatically for 2022 and fears of a global recession are increasingly becoming a reality. One of the immediate consequences of these developments has been the sharp fall in public markets in the first half of 2022, with economic forecasters struggling to identify many causes for optimism on the horizon.

Private equity is not immune to geopolitical and macroeconomic events; however, our private equity managers had been preparing for a downturn for some time and taking action to prepare their portfolio companies for more difficult economic times. Furthermore, assessing our managers' track records in steering their portfolios through previous crises forms a key component of our due diligence when considering new deals for investment. History has shown that the best private equity managers are able to adapt to volatile market conditions, working closely with their portfolio companies, and have outperformed the public markets throughout economic cycles. In addition, they are able to respond nimbly and capitalise on periods of market dislocation and disruption, which can often generate compelling new deal opportunities.

These may present themselves in a variety of ways such as the creation of investments at more attractive pricing levels, or assisting companies to build market share through consolidation and add-on acquisitions of weaker competitors.

Following a slowdown in fundraising in 2020 during the COVID-19 pandemic, the global private equity industry had a record year in 2021, raising US$749bn[1] of capital.

[1] Source: Preqin Private Equity. Excludes secondaries, funds of funds, and co-investment vehicles to avoid double counting of capital fundraised.

Investment activity was also very buoyant with $837bn[2] invested in buyout deals with managers also completing a large number of add-on acquisitions during the year. Although fundraising strength has continued into 2022, we expect to see a moderation in the coming months as the bifurcation between the top-rated private equity managers, who are able to raise capital quickly via oversubscribed funds regardless of the macroeconomic environment, and those managers who may find fundraising more challenging, becomes even more pronounced.

[2] Source: Preqin Private Equity.

Managers have raised significant capital in recent years and dry powder, which is capital raised but not yet invested, stood at US$1.32tn as at September 2021[3]. We expect the levels of dry powder to continue to drive deal flow, especially in secondary and tertiary buyouts, although there are signs that market volatility may impact new investment activity during the course of 2022.

[3] Source: 2022 Prequin Global Private Equity Report

Nevertheless, since dry powder is concentrated in the larger global buyout funds, which often target secondary buyouts of smaller, high-growth businesses, PIP's weighting towards the small/mid-market buyout and growth segments of the market positions it well to continue to benefit from this exit route. The majority of the managers with whom PIP invests focus on selling their portfolio companies to trade buyers, progressing their own strategic and M&A objectives, as well as selling their portfolio companies to other private equity managers. In other words, they are not reliant on the IPO markets being open in order to realise their investments. During the financial year, 49% of exits in PIP's portfolio were to trade buyers, 42% were to other private equity managers while, despite a strong year for IPOs in 2021, only 7% of PIP's underlying portfolio companies were exited by them being taken public.

In the current environment, it is more important than ever to be highly selective when assessing deals for investment. We will continue to back high-quality private equity managers who are sector specialists and equipped with sufficiently resourced and experienced operational teams to support their portfolio companies through uncertainty. While it is possible that there may be some pressure on the valuations of certain private equity-backed companies, we expect this to be very dependent on the subsectors in which those businesses operate and whether they require significant new capital expenditure. PIP's portfolio is weighted towards resilient and high-growth sectors such as Information Technology and Healthcare, which held up well through the pandemic and are benefiting from long-term secular trends that we believe are here to stay. We focus on managers who are targeting non-cyclical companies for investment that have defensible business models and offer a differentiated product or service, giving them a competitive advantage and pricing power in their respective markets. While we note the stark declines in the share prices of many technology stocks in the public markets, the technology-related businesses in PIP's portfolio are primarily profitable high-quality software and business infrastructure companies providing essential "need to have" products and services as well as those supporting the digitalisation and automation of processes that are occurring across many different sectors. In healthcare, which is the second largest sector in PIP's portfolio, we are backing managers who are tapping into the opportunities arising from the needs of ageing populations in developed economies, the increasing demand for better quality healthcare services in developing countries and the prevalence of chronic diseases everywhere. A common theme linking these businesses is that they have stable, recurring revenues and the characteristics to produce sustainable positive earnings growth. Private equity managers control the businesses in which they are invested and therefore are able to respond effectively to changing market conditions and implement necessary operational and strategic changes. Finally, it should be noted that private equity managers are not under pressure to sell their assets, therefore they will only do so when the time is right and they are confident that they can achieve an attractive return on exit. The embedded value in PIP's portfolio has been demonstrated by the consistently positive average uplifts that have been achieved since 2011, when we started tracking this metric. During the period, the weighted average uplift in PIP's portfolio was 42%.

As part of our detailed due diligence process, we not only assess how our managers create the right operating models for their portfolio businesses, but also appraise our managers' ability to construct appropriate capital structures for their investee companies, that can withstand increases in interest rates and any potential pressure on margins. PIP's portfolio is tilted towards asset-light companies, which typically have no debt (in the case of companies in the growth capital stage), or lower levels of debt (in the case of small and mid-sized businesses), compared with large and mega sized firms.

Private equity secondaries are playing an increasingly important role in the private equity universe
Increasingly, the global secondaries market is establishing itself as an active portfolio management tool for a wide range of investors in private equity funds who are seeking liquidity for their investments. As a result, it has continued to experience strong growth with transaction volumes reaching record levels of US$134bn[4] in 2021. Of this total, 54% comprised traditional secondary transactions, which is when the investor in a fund initiates a sales process to another investor, while 46% were manager-led deals, which is when the private equity managers themselves instigate deals in order to provide liquidity options for investors in their funds. We have seen an increase in the size and complexity of deals coming to market and also in the quality with some of the most sophisticated, top-ranked private equity managers now actively participating in the secondaries market. This has fuelled unprecedented growth in manager-led deals, which can consist of either multi-asset portfolios or single-asset secondaries. Single-asset secondaries accounted for approximately half of the manager-led transactions in 2021[5]

[4] Source: Greenhill Cogent - Global Secondary Market Review, January 2022.

[5] Source: Lazard Private Capital Advisory, Sponsor-led Secondary Market Report 2021, January 2022

Managers are reluctant to sell high-quality portfolio companies, which they believe still have scope for further value creation, therefore single-asset secondaries occur when a private equity manager moves an individual company out of an older fund, which is in the process of being liquidated, into a continuation fund. This allows existing investors in the fund to exit their positions in the older fund while at the same time the private equity manager can continue to invest in the company and build value. Selected investors, such as PIP, are offered the opportunity to invest in the new investment vehicle and to benefit from the company's future growth. The management teams of the underlying companies are invariably supportive of this approach as they can avoid the disruption that a change in ownership can sometimes bring. We believe that this area of the secondaries market is particularly attractive because:

- Typically these are the managers' star assets that they believe are likely to generate significant value but require more time beyond the life of the existing fund or additional capital, which the existing fund does not have, to achieve it;
- These transactions provide strong alignment with the private equity managers who roll their interests into the continuation fund and, in many cases, increase their own existing investment;
- These transactions tend to have an attractive risk/return profile as they offer the opportunity to invest alongside knowledgeable owners and benefit from the continued success of the company; and
- It is a very specialised part of the secondaries market and therefore tends to be less competitive.

Pantheon was a pioneer of the secondary market and has both the expertise as well as the significant resources required to carry out the necessary detailed due diligence on manager-led deals. In many cases, we are able to work with the private equity manager to assist them with price discovery and help them to shape the deals themselves. PIP's total commitment of US$225.0m to the Pantheon Secondary Opportunity Fund ("PSOF") allows it to deploy capital efficiently in these high-quality assets on favourable terms. PIP gains access to single-asset secondaries both directly and through PSOF, and during the period, invested in nine single-asset secondaries.

While the current elevated macroeconomic risks call for a more cautious approach, the quality and volume of deal flow remain high in the secondaries market and we expect this to continue. The mid-market, which can often be overlooked by less experienced secondary investors, forms a significant part of PIP's portfolio and we believe that it should continue to provide attractive opportunities for PIP.

The best private equity managers are becoming increasingly restrictive, meaning that only those investors who have established deep, long-standing relationships with such managers are given priority access to their investment opportunities. Pantheon has an almost 40-year history of investing in the secondaries market and, with its flexible and highly selective approach, has established itself as a partner of choice for many private equity managers. Our sizeable secondaries team is led by seven Partners who have an average of around 23 years of investment experience each. The recent appointment of a new Global Head of Private Equity Secondaries at Partner level will further strengthen our deal origination and investment capabilities, which we can put to work on behalf of PIP.

PIP continues to benefit from high-quality co-investment deal flow

Pantheon had a very active year in terms of both deal origination for co-investments, generating record deal flow in 2021, and exit activity which was also strong. Co-investments are attractive for PIP as they enable the Company to invest directly in exciting high-growth companies on the same terms and conditions as the private equity manager, while they are also typically free of management and performance fees. PIP benefits from Pantheon's large global network of primary and secondary relationships from which we are able to source co-investment opportunities. In many cases, the strength of our relationships has resulted in us being offered proprietary deals whereby we are the only party to be invited to co-invest alongside a manager.

The co-investment market has become increasingly competitive; however, we believe that Pantheon has a distinct advantage and is an attractive co-investor for our managers because:

- We do not compete against them and are viewed as a desirable investment partner; as a result, we believe that we see a large proportion of co-investments on offer from our core managers around the world;
- Our consistent reliability in co-underwriting transactions means that we have become a "go to" partner for many of our private equity managers;
- We have the scale to deploy substantial capital quickly into new deals and follow-on investments; and
- We have proven our willingness to step in at an early stage to help our managers to secure and execute upon exciting opportunities through co-underwriting transactions.

Pantheon continues to assess each co-investment opportunity on its own merits with each co-investment passing through a "double quality filter", since each opportunity has first been evaluated by one of our best private equity managers, who themselves have already passed our rigorous manager selection hurdles. The opportunity is then subjected to our own detailed due diligence process, carried out by our dedicated co-investment team. Our disciplined and selective approach means that we will typically only invest in companies that display the following attributes:

- We focus only on compelling opportunities with the highest-quality managers that we believe are able to meet our return expectations;
- The business must be a good fit for the manager's geographical, sectoral and stage expertise and experience;
- There are multiple and clear value creation levers that our managers can pull;
- We focus on attractive, resilient sectors that are experiencing long-term tailwinds and have the potential for strong organic growth through the launch of additional products and services;
- The business has the ability to maintain revenue and margin stability even in an economic downturn; and
- There is the potential for add-on acquisitions that can help the business to build scale and grow its market share.

Co-investments represented 31% of PIP's portfolio at the period end and we expect them to continue to be a significant area of investment. During the period, PIP received £49.5m from the sale of EUSA Pharma, a UK-based specialty pharmaceutical company focusing on oncology and rare diseases. PIP co-invested in EUSA Pharma alongside EW Healthcare in 2015 and it represents the Company's largest single company exit in its history. See the case study within the full Annual Report.

Outlook

The impact of substantially lower economic growth globally, coupled with supply chain issues, higher energy, food and input costs, and the lingering effects of the COVID-19 crisis, is creating an unenviable mix of challenges which are being faced by both individuals and businesses.

While we are cautious in these difficult times, we believe that our industry will continue to experience significant growth in the coming years.
Private equity benefits from a long-term investment horizon, still comprises a relatively small part of the wider global investment universe and investor appetite for the asset class remains strong - in a recent survey of institutional investors, 95% of the participants indicated that they intended to maintain or increase their allocations to private equity investments[6]. Indeed, in its most recent report, Preqin forecasted that the

assets under management in the global private equity and venture capital market would reach US$11.1tn in 2026, which compares with the private equity market being worth US$5.3tn at the end of 2021[7].

[6] Source: Preqin H2 2022 investor outlook survey.

[7] Source: 2022 Preqin Global Private Equity Report.

Private equity offers access to subsectors that are generally under-represented in the public markets and that continue to innovate and offer compelling long-term investment opportunities.

It is our view that PIP's diversified investment approach and robust financial position will serve it well through uncertainty. Its approach to mainly investing directly into the companies and funds that are sourced for it by Pantheon, means that it has the flexibility to tilt the portfolio towards where we see the best opportunities. PIP's portfolio has been deliberately positioned to be resilient in times of stress while at the same time we are seeking investments with strong sector tailwinds behind them to drive growth. The dispersion of returns in private equity is wide, therefore having access to and selecting the highest-quality managers is key. Private equity managers have evolved their teams enormously in recent years to include operational, strategic and capital markets experts that they can dedicate to improving the prospects of a portfolio company in a variety of market conditions. Over the long term, this hands-on approach has resulted in the companies in PIP's portfolio consistently reporting significantly stronger revenue and earnings growth when compared with companies in the MSCI World index.

In addition, investors should note that for more than three decades, Pantheon has managed PIP throughout different economic cycles to deliver long-term outperformance over the FTSE All-Share and MSCI World Indices. We believe that our experience, PIP's access to many of the best private equity managers globally, its conservatively managed balance sheet and the exciting opportunities in PIP's full deal pipeline, provide the vital ingredients for being able to weather the storm and to continue to secure healthy returns for PIP's shareholders over the long term.

Performance

Overall, PIP's underlying portfolio continues to deliver robust returns. The cash-generative profile of the portfolio, and the portfolio's tilt towards high quality assets and more resilient sectors has helped underpin performance during the year.

Private equity portfolio movements

- Excluding returns attributable to the ALN share of the portfolio, PIP's portfolio generated returns of 26.2% during the year.
- Including returns attributable to the ALN share of the portfolio, PIP's total portfolio generated investment returns, prior to foreign exchange effects, of 25.3%.

Valuation gains by type[1]

- Impressive performance across all strategies over the year, with primaries producing particularly attractive returns.

	Return (%)	Closing portfolio NAV (%)
Primary	34.8	38
Co-investment	20.4	31
Secondary	22.3	31

Valuation movements by stage[1]

- PIP experienced strong performance across its portfolio.

	Return (%)	Closing portfolio NAV (%)
Growth	27.3	24
Venture	33.7	4
Large/mega-buyout	26.2	26
Small/mid-buyout	23.2	39
Special situations	33.6	7

Valuation gains by region[1]

- Impressive performance across all regions driven by exits and favourable valuation movements.

	Return (%)	Closing portfolio NAV (%)
Global	23.3	10
USA	28.6	51
Europe	23.6	28
Asia and EM	25.8	11

[1] Portfolio returns include income, exclude gains and losses from foreign exchange movements, and look through underlying vehicle structures to the underlying funds feeders and funds-of-funds to the underlying funds. Portfolio returns exclude returns generated by the portion of the reference portfolio attributable to the ALN, and are calculated by dividing valuation gains by opening portfolio values.

DISTRIBUTIONS

PIP had a record year for distributions, receiving more than 850[1] distributions during the 12 months to 31 May 2022, with many reflecting realisations at significant uplifts to carrying value. PIP's mature portfolio is expected to continue to generate significant distributions.

[1] This figure looks through underlying vehicle structures.

Distribution by Stage and Region

PIP received £419m in proceeds from PIP's portfolio in the year to 31 May 2022 (31 May 2021: £319m), equivalent to 25% of opening private equity assets (31 May 2021: 22%). The USA accounted for the majority of PIP's distributions, where market conditions supported a good level of exits, particularly from buyouts.

Distribution by stage

for the year to 31 May 2022

Small/mid buyout	**48%**
Large/mega buyout	**22%**
Growth	**20%**
Special situations	**8%**
Venture	**2%**

Distribution by region

for the year to 31 May 2022

USA	**53%**
Europe	**26%**
Asia and EM	**14%**
Global	**7%**

Quarterly Distribution Rates[1]

Strong quarterly distribution rates throughout the year reflect the maturity and resilience of PIP's portfolio.

[1] Distribution rate equals distributions in the period (annualised) divided by opening portfolio value.

Distribution Rates by Vintage

With a weighted average fund maturity of 4.9 years[1] at the end of the period (31 May 2021: 5.2 years), PIP's portfolio should continue to generate significant levels of cash.

[1] Calculation for weighted average age excludes the portion of the reference portfolio attributable to the Asset Linked Note. Fund age refers to the year in which a fund makes its first call or, in the case of a co-investment, the year in which the co-investment was made.

Cost multiples on exit realisations[1]
The average cost multiple on exit realisations of the sample was 3.1 times, demonstrating value creation over the course of an investment.

[1] See the Alternative Performance Measures section within the full Annual Report for sample calculations and disclosures.

Uplifts on exit realisations[1]
The value-weighted incremental average uplift on exit realisations in the year was 42%, consistent with our view that realisations can be significantly incremental to returns.

The method used to calculate the average uplift is to compare the value at exit with the value 12 months prior to exit.

[1] See the Alternative Performance Measures section within the full Annual Report for sample calculations and disclosures.

Exit realisations by sector and type
The portfolio benefited from good realisation activity, particularly in the healthcare and information technology sectors. Trade sales and secondary buyouts represented the most significant source of exit activity during the year. The data in the sample provide coverage for 100% (for exit realisations by sector) and 97% (for exit realisations by type) of proceeds from exit realisations received during the period.

Exit realisation by sector
For the year to 31 May 2022

Healthcare	**27%**
Industrials	**22%**
Information technology	**18%**
Consumer	**11%**
Communication services	**11%**
Energy	**5%**
Financials	**4%**
Materials	**2%**

Exit realisation by type
For the year to 31 May 2022

Trade sale	**49%**
Secondary buyout	**42%**
Public market sale	**7%**
Sale to management	**2%**

Calls

Calls during the year were used to finance investments in high-quality businesses globally.

Calls by Region and Stage

PIP paid £187m to finance calls on undrawn commitments during the year (31 May 2021: £120m). Calls were predominantly made by private equity managers in the growth and buyout segments.

Calls by region

USA	**38%**
Europe	**34%**
Global Asia & EM	**21%**
Asia & EM	**7%**

Calls by stage

Small/mid-buyout	**30%**
Growth	**30%**
Large/mega-buyout	**22%**
Venture	**13%**
Special situations	**5%**

Calls by Sector

A large proportion of calls were for investments made in the information technology and healthcare sectors.

Calls by sector	
Information Technology	**30%**
Healthcare	**22%**
Industrials	**14%**
Consumer	**12%**
Communication services	**10%**
Financials	**7%**
Other	**3%**
Materials	**1%**
Energy	**1%**

Quarterly Call Rate[1]

The annualised call rate for the year to 31 May 2022 was equivalent to 35% of opening undrawn commitments (31 May 2021: 22%). The increase in call rate has been mainly due to PIP's commitment to single asset secondaries through the Pantheon Secondary Opportunity Fund ("PSOF"). Commitments to PSOF have an accelerated drawdown over a period of 18 to 24 months.

[1] *Call rate equals calls in the period (annualised) divided by opening undrawn commitments. All call figures exclude the acquisition cost of new secondary and co-investment transactions.*

New Commitments

PIP committed £496m to 70 new investments during the year (31 May 2021: £240m, 33 new investments). Of the total commitments made, £160m was drawn at the time of purchase. Since the period end, PIP has committed a further £76m to five new investments.

New Commitments by Investment Type

New commitments during the year reflected the attractiveness of opportunities across the spectrum of PIP's investment activity.

Primary	**53%**
Co-investment	**25%**
Secondary	**22%**

New Commitments by Region

The majority of commitments made in the year were to global and US private equity opportunities.

USA	**37%**
Global	**31%**
Europe	**19%**
Asia and EM	**13%**

New Commitments by Stage

Buyout and growth investment activity was robust during the period.

Small/mid buyout	**37%**
Growth	**23%**
Large/mega buyout	**16%**
Venture	**13%**
Generalist	**11%**

New Commitments by Vintage

Primaries, co-investments and manager-led secondaries, which accounted for 97% of total commitments during the year, offer exposure to current vintages.

2022	**43%**
2021	**52%**
2020 and earlier	**5%**

NEW COMMITMENTS

Primary Commitments

£262m committed to 25 primaries during the year

Investing in primary funds allows PIP to gain exposure to top-tier, well-recognised managers including smaller niche funds that might not typically be traded on the secondary market.

Our focus remains on investing with high-quality, access-constrained managers who have the proven ability to drive value at the underlying company level, and to generate strong returns across market cycles. In addition, we target funds with market-leading specialisms in high-growth sectors such as healthcare and information technology.

2022 examples

FUND	STAGE	DESCRIPTION	COMMITMENTS FOR THE YEAR (£M)
Advent Global Private Equity X USD Stage	Large/mega buyout	Global large buyout fund	**21.5**
Index Ventures Growth VI	Growth	Global growth fund focusing on disruptive technology companies	**20.5**
Oak HC/FT V	Growth	North American growth equity fund focused on the healthcare sector	**18.2**
Apax Global Impact Fund I	Small/mid buyout	Global buyout fund focusing on ESG-friendly companies	**17.8**
Hg Saturn 3	Large/mega buyout	European buyout fund focused on the information technology sector	**14.9**
Summa Equity III	Small/mid buyout	European buyout fund with an ESG-focused strategy	**14.5**
ChrysCapital IX	Growth	Indian growth fund investing in the small-mid market segment	**14.0**
Sentinel Continuation Fund I	Small/mid buyout	North American buyout fund targeting middle market companies	**13.7**
Veritas Capital Fund VIII	Large/mega buyout	North American buyout fund targeting technology investments	**13.7**
LYFE Capital Fund IV	Growth	Asian growth fund focused on healthcare AI investments	**11.5**

Secondary commitments

The private equity secondary market has grown significantly over the last 10 years, both in scale and complexity. Despite strong competition, PIP continues to originate compelling opportunities derived from Pantheon's global platform and its market-leading expertise in sourcing and executing complex secondary transactions over which it may have proprietary access.

Manager-led secondary commitments

£101m committed to 11 manager-led secondary transactions during the year.

Top-tier private equity managers are increasingly transferring some of their most attractive portfolio companies into continuation vehicles, mainly in the form of single-asset secondaries. By holding companies for longer, private equity managers are able to participate in the companies' next phase of growth.

2022 examples[1]

REGION	STAGE	DESCRIPTION	COMMITMENTS £M	FUNDED %[2]
Global	Generalist	Pantheon fund (PSOF) focused on single-asset secondary transactions	**55.6**	**0%**
USA	Small/mid buyout	Transaction involving two companies in the healthcare sector	**6.4**	**71%**
Europe	Small/mid buyout	Provider of governance, risk & compliance and human capital management software to the healthcare sector	**6.1**	**88%**

Secondary fund commitments

£10m committed to four secondary fund transactions during the year.

Secondary fund investments allow the Company to invest in funds at a stage when the underlying companies are ready to be sold to generate cash distributions.

2022 examples[1]

REGION	STAGE	DESCRIPTION	COMMITMENTS £M	FUNDED %[2]
USA	Small/mid buyout	Portfolio of 22 high quality middle market assets	**5.7**	**52%**
Global	Large/mega buyout	Two buyout technology sector specialist funds	**4.9**	**55%**
USA	Growth	Follow-on investments in portfolio companies of a North American growth equity fund	**2.8**	**99%**

1. Companies and funds acquired in secondary transactions are not named due to non-disclosure agreements.
2 Funding level does not include deferred payments.

Co-investments

£123m committed to 30 co-investments during the year.

PIP's co-investment programme benefits from Pantheon's extensive primary investment platform which has enabled PIP to participate in proprietary deals that would otherwise be difficult to access.

PIP invests alongside private equity managers who have the sector expertise to source and acquire attractively priced companies and build value through operational enhancements, organic growth and buy-and-build strategies.

27 out of 30 commitments to co-investments were alongside investment managers that PIP had already invested with in the past.

New co-investments by Region	
USA	**56%**
Europe	**22%**
Asia and EM	**18%**
Global	**4%**

New co-investments by Sector	
Information Technology	**27%**
Consumer	**19%**
Financials	**18%**
Industrials	**17%**
Healthcare	**15%**
Communication services	**4%**

New co-investments by Stage	
Small/mid buyout	**41%**
Large/mega buyout	**36%**
Growth	**23%**

Financing our Undrawn Commitments

Prudent balance sheet management supports PIP's long-term investment strategy.

We manage PIP to ensure that it has enough liquidity to finance its undrawn commitments, which represent capital committed to funds but yet to be drawn by the private equity managers, as well as to take advantage of new investment opportunities. We monitor and closely control the Company's level of undrawn commitments and future calls. A critical part of this exercise is ensuring that the undrawn commitments do not become excessive relative to PIP's private equity portfolio and available financing. We achieve this by managing PIP's investment pacing as well as constructing its portfolio so that it has the right balance of exposure to primaries, secondaries and co-investments.

Managing our financing cover[1]

PIP's undrawn commitments were £755m as at 31 May 2022 (31 May 2021: £528m).

At 31 May 2022, PIP had net available cash[2] balances of £227m (31 May 2021: £198m). In addition to these cash balances, PIP also has access to a wholly undrawn £300m multi-currency revolving credit facility agreement ("loan facility") that expires in May 2024. Using exchange rates at 31 May 2022, the loan facility amounted to a sterling equivalent of £301m (31 May 2021: £277m).

At 31 May 2022, the Company had £528m (31 May 2021: £475m) of available financing which, along with the value of the private equity portfolio, provides comfortable cover of 3.7 times (31 May 2021: 4.1 times) relative to its undrawn commitments.

Another important measure is the undrawn coverage ratio, which is the ratio of available financing and 10% of private equity assets to undrawn commitments. The undrawn coverage ratio is a key indicator of the Company's ability to meet outstanding commitments, even in the event of a market downturn, and was 100% as at 31 May 2022 (31 May 2021: 122%).

On 2 August 2022, PIP announced that it has agreed a new five-year £500m multi-tranche, multi-currency revolving credit facility agreement (the "Loan Facility") arranged by Credit Suisse, AG London Branch, Lloyds Bank Corporate Markets plc and State Street Bank International GmbH. The Loan Facility, which replaced the £300m loan facility agreement due to expire in May 2024, is comprised of facilities amounting to $512.9m and €89.2m and is secured by certain assets of the Company. The new Loan Facility will expire in July 2027 with an ongoing option to extend, by agreement, the maturity date by another year at a time. The new facility has the effect of increasing our undrawn coverage ratio from 100% as at 31 May 2022 to a pro forma level of 126%. The enlarged and extended Loan Facility will be instrumental in supporting the Company's growth ambitions while maintaining a resilient balance sheet..

[1] Includes undrawn commitments attributable to the reference portfolio underlying the ALN.

[2] The net available cash figure excludes the current portion payable under the Asset Linked Note, which amounted to £2.8m as at 31 May 2022.

Undrawn Commitments by Region[1]

The largest share of undrawn commitments is represented by investments in the USA and Europe, which highlights the Company's investment focus on more developed private equity markets. PIP's undrawn loan facility is denominated in US dollars and euros to match the predominant currencies of its undrawn commitments.

USA	**46%**
Europe	**27%**
Global	**17%**
Asia and EM	**10%**

Undrawn commitments by Stage[1]

PIP's undrawn commitments are diversified by stage with an emphasis on small and mid-market buyout managers, many of whom have experience of successfully investing across multiple economic cycles.

Small/mid buyout	**34%**
Large/mega buyout	**28%**
Growth	**24%**
Venture	**9%**
Special situations	**5%**

Undrawn Commitments by Vintage[1]

The rise in more recent vintages is a result of PIP's increased allocation to direct investments in recent years. Approximately 20% of PIP's undrawn commitments are in funds with vintage years which are 2016 or older. Generally, when a fund is past its investment period, which is typically between five and six years, it cannot make any new investments and only draws capital to fund follow-on investments into existing portfolio companies, or to pay expenses. As a result, the rate of capital calls by these funds tends to slow dramatically.

2022	**31%**
2021	**24%**
2020	**6%**
2019	**9%**
2018	**7%**
2017	**3%**
2016	**3%**
2015	**3%**
2014	**1%**
2011 - 2013	**4%**
2010 and earlier	**9%**

[1] Includes undrawn commitments attributable to the reference portfolio underlying the Asset Linked Note.

OTHER INFORMATION
The Largest 50 Managers by Value

RANK	MANAGER	REGION[1]	STAGE BIAS	% OF TOTAL PRIVATE EQUITY ASSET VALUE[2]
1	Insight Partners	USA	Growth	8.1%
2	Index Ventures	Global	Venture, Growth	5.0%
3	Providence Equity Partners	USA	Buyout, Growth	3.6%
4	Advent International	Global	Buyout	2.5%
5	Baring Private Equity Asia	Asia and EM	Growth	2.2%
6	LYFE Capital	Asia and EM	Growth	2.1%
7	Apax Partners	Europe	Buyout	2.0%
8	Veritas Capital	USA	Buyout	1.8%
9	Parthenon Capital	USA	Buyout	1.8%
10	ABRY Partners	USA	Buyout	1.7%
11	Water Street	USA	Buyout	1.7%
12	Mid-Europa	Europe	Buyout	1.7%
13	Oak HC/FT	USA	Growth	1.6%
14	Hellman & Friedman	USA	Buyout	1.5%
15	Investment Partners	Europe	Buyout	1.5%
16	Searchlight	Global	Special Situations	1.4%
17	Hg	Europe	Buyout	1.4%
18	Apollo	USA	Buyout	1.2%
19	Quantum Energy Partners	USA	Special Situations	1.2%
20	Lee Equity	USA	Growth	1.2%
21	The Energy & Minerals Group	USA	Special Situations	1.1%
22	Charlesbank	USA	Buyout	1.1%
23	HIG Capital	USA	Buyout	1.1%
24	Altor Group	Europe	Buyout	1.1%
25	TPG	USA	Buyout	1.1%
26	Calera Capital	USA	Buyout	1.0%
27	Onex	Global	Buyout	1.0%
28	Warburg Pincus	Global	Growth	1.0%
29	Chequers Capital	Europe	Buyout	1.0%
30	Growth Fund[3]	USA	Growth	1.0%
31	BC Partners	Europe	Buyout	0.9%
32	Ares	USA	Buyout	0.9%
33	Main Post Partners	USA	Growth	0.9%
34	ECI Partners	Europe	Buyout	0.9%
35	NMS Management	USA	Buyout	0.8%
36	Francisco Partners	USA	Buyout	0.8%
37	Ergon Capital Partners	Europe	Buyout	0.8%
38	Madison India Capital	Asia and EM	Buyout	0.8%
39	Sageview Capital	USA	Growth	0.7%
40	Gemini Capital	Europe	Venture	0.7%
41	Growth Fund[3]	USA	Growth	0.7%
42	Nordic Capital	Europe	Buyout	0.7%
43	Equistone	Europe	Buyout	0.7%
44	IVF Advisors	Asia and EM	Buyout	0.7%
45	PAI Partners	Europe	Buyout	0.7%
46	Allegro	Asia and EM	Special Situations	0.7%
47	Altamont Capital Partners	USA	Buyout	0.7%
48	3i	Europe	Buyout	0.6%
49	Capiton	Europe	Buyout	0.6%
50	Shamrock Capital Advisors	USA	Buyout	0.6%
COVERAGE OF PIP'S PRIVATE EQUITY ASSET VALUE[2]				**70.6%**

[1] Refers to the regional exposure of funds.
[2] Percentages look through underlying vehicle structures and exclude the portion of the reference portfolio attributable to the ALN.[3] The private equity manager does not permit the Company to disclose this information.

The Largest 50 Companies by Value[1]

	COMPANY	COUNTRY	SECTOR	Public/Private	Investment type	DESCRIPTIC
1	LifePoint Health	USA	Healthcare	Private	Secondary; Co-Investment	Leading hea
2	Asurion	USA	Financials	Private	Primary; Secondary; Co-Investment	Mobile phon
3	Visma	Norway	Information Technology	Private	Primary; Co-investment	Provider of e solutions
4	Omni Eye Services	USA	Healthcare	Private	Secondary	Specialist ey
5	Recorded Future	USA	Information Technology	Private	Primary; Secondary; Co-investment	Cybersecuri
6	Ascent Resources	USA	Energy	Private	Secondary; Co-investment	Natural gas
7	Vistra	Hong Kong	Financials	Private	Secondary; Co-investment	Provider of t corporate se
8	Star Health	India	Financials	Public	Co-Investment	Health insur
9	Chewy	USA	Consumer	Public	Co-Investment	Online distri supplies
10	Logic Monitor	USA	Information Technology	Private	Primary; Secondary; Co-investment	Managed IT
11	Software Company[2]	USA	Information Technology	Private	Co-Investment	Security ma provider
12	Perspecta	USA	Information Technology	Private	Co-Investment	IT services
13	Genesys	USA	Information Technology	Private	Primary; Secondary	Provider of b
14	Action	Netherlands	Consumer	Private	Secondary	Non-food di
15	KD Pharma	Germany	Healthcare	Private	Secondary	Specialist pl
16	Revolut	UK	Information Technology	Private	Primary; Secondary	Fintech com services
17	Flynn Restaurant Group	USA	Consumer	Private	Primary; Co-Investment	Restaurant f
18	Froneri	UK	Consumer	Private	Secondary	Ice cream a manufactur
19	Project Fusion[2]	USA	Healthcare	Private	Secondary	Commercial the life scie
20	ALM	USA	Communication Services	Private	Secondary; Co-investment	Content pro industry
21	CallRail	USA	Information Technology	Private	Secondary; Co-investment	Mobile data
22	Act Fibernet	India	Communication Services	Private	Co-Investment	In-home ent and interact
23	Sonar	Switzerland	Information Technology	Private	Primary; Secondary	Developer o
24	Olaplex	USA	Consumer	Public	Primary	Manufactur treatments
25	CAA	USA	Communication Services	Private	Secondary	Entertainme agency
26	Arnott	USA	Consumer	Private	Secondary; Co-investment	Manufactur suspension
27	MRO	USA	Healthcare	Private	Primary; Co-investment	Provider of c services
28	Confie	USA	Financials	Private	Co-Investment	Commercial
29	24 Seven	USA	Industrials	Private	Secondary	Digital mark services pro
30	Confluent	USA	Information Technology	Public	Primary	Business in
31	Nord Anglia Education	Hong Kong	Consumer	Private	Primary; Co-investment	Operator of
32	Kilcoy	Australia	Consumer	Private	Secondary	Producer of protein prod
33	K2 Claims Services	USA	Financials	Private	Co-Investment	Provider of s products
34	GraphPad	USA	Information Technology	Private	Primary; Secondary	Developer o research
35	IMEIK	China	Healthcare	Public	Primary	Biotechnolo
36	Eagle Investment Trust[2]	Australia	Industrials	Private	Co-Investment	Provider of t services
37	Cotiviti	USA	Healthcare	Private	Primary	Provider of r services to t
38	doit	Israel	Information Technology	Private	Co-Investment	Provider of c engineering
39	Prelude	USA	Healthcare	Private	Secondary; Co-investment	Provider of f services

40	JFrog	Israel	Information Technology	Public	Primary	Offers softv platforms
41	Shawbrook	UK	Financials	Private	Primary; Secondary; Co-Investment	Commercial
42	digicert	USA	Information Technology	Private	Primary; Secondary	Digital secu
43	Personio	Germany	Information Technology	Private	Primary	Developer o and recruitm
44	Infovista	France	Information Technology	Private	Primary; Secondary; Co-investment	Provider of u application p managemer
45	Regina Maria	Romania	Healthcare	Private	Secondary	Operator of healthcare c
46	Devoted Health	USA	Healthcare	Private	Co-Investment	Healthcare s
47	Project Phoenix[2]	France	Communication Services	Private	Co-Investment	Satellite cor
48	CaptiveResources	USA	Financials	Private	Secondary	Provider of a insurance c
49	Profi	Romania	Consumer	Private	Co-Investment	Supermarke
50	KYOBO	South Korea	Financials	Private	Secondary	Life insuran
COVERAGE OF PIP'S PRIVATE EQUITY ASSET VALUE						

[1] The largest 50 companies table is based upon underlying company valuations at 31 March 2022 adjusted for known call and distributions to 31 May 2022, and includes the portion of the reference portfolio attributable to the ALN

[2] The private equity manager does not permit the Company to disclose this information.

Portfolio Concentration
70 managers and 597 companies account for 80% of PIP's total exposure.

[1]Exposure is equivalent to the sum of the NAV and undrawn commitments.

THE DIRECTORS

The Directors in office at the date of this report are:

Sir Laurie Magnus* (Chairman)
Mary Ann Sieghart* (Senior Independent Director)
David Melvin* (Audit Committee Chairman)
John Singer*
John Burgess*
Dame Susan Owen DCB*

** Independent of the Manager*

EXTRACTS FROM THE DIRECTORS' REPORT

Share capital

The rights attaching to the Company's shares are set out in the Company's Articles of Association. Further details can be found in Note 14 of the financial statements.

Authorities given to the Directors at the AGM on 27 October 2021 to allot shares, disapply statutory pre-emption rights and buy back shares will expire at the forthcoming AGM. During the year 3,400,830 shares were bought back and subsequently cancelled.

As at 31 May 2022 and as at the date of this Report, the Company had shares in issue as shown in the table below, all of which were listed on the official list maintained by the Financial Conduct Authority ("FCA') and admitted to trading on the London Stock Exchange. No shares were held in Treasury at the year end.

Share Capital and Voting Rights at 31 May 2022	Number of Shares in issue	Voting rights attached to each share	Number of shares held in treasury
Ordinary shares at 6.7p each	537,493,640	1	-
Total voting rights	**537,493,640**	-	-

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 the Strategic Report and Manager's Review.

The Directors have made an assessment of the going concern, taking into account both the Company's financial position at the Balance Sheet date and the expected performance of the Company, considering the disrupted recovery in the wake of the COVID-19 pandemic, the geopolitical uncertainties as a result of the Russia-Ukraine conflict, including the disruption to the global supply chain, increases in the cost of living as a result of this conflict, persistent inflation, interest rate rises and the impact of climate change on PIP's portfolio using the information available up to the date of issue of the financial statements.

The Directors have also considered the Company's position with reference to its investment trust structure, its business model, its business objectives, the principal risks and uncertainties as detailed in the full Annual Report and its present and projected financial position. As part of the overall assessment, the Directors have taken into account the Manager's culture, which emphasises collaboration and accountability, the Manager's conservative approach to balance sheet management, and its emphasis on investing with underlying private equity managers that are focused on market outperformance.

At each Board meeting, the Directors review the Company's latest management accounts and other financial information. The Company's commitments to private equity investments are reviewed, together with its financial resources, including cash held and its borrowing capability. One-year cash flow scenarios are also presented and discussed at each meeting.

PIP's Balance Sheet is managed to ensure that the Company can finance its undrawn commitments, which are carefully controlled relative to its assets and available liquidity.

This disciplined approach enables the Company to withstand periods of volatility such as those experienced as a result of the COVID-19 pandemic and the Russia-Ukraine conflict.

The Directors have considered downside liquidity modelling scenarios with varying degrees of decline in investment valuations, decreased investment distributions, and increased call rates, with the worst being an extreme downside scenario representing an impact to the portfolio that is worse than that experienced during the 2008-2009 global financial crisis.

In the event of a downside scenario, PIP can take steps to limit or mitigate the impact on the Balance Sheet, namely drawing on the credit facility and pausing on new commitments. In addition, subject to the prevailing market environment, it could raise additional credit or capital, and sell assets to increase liquidity and reduce outstanding commitments.

Since the period end, the Company has announced that it has agreed a new multi-currency revolving credit facility to replace the existing one that was due to expire in May 2024. This new currently undrawn facility, totalling £500m is due to expire in July 2027.

After due consideration of the Balance Sheet, activities of the Company, its assets, liabilities, commitments and financial resources, the Directors have concluded that the Company has adequate resources to continue in operation for at least 12 months from the approval of the financial statements for the year ended 31 May 2022.

For this reason, they consider it appropriate to continue to adopt the going concern basis in preparing the financial statements.

Directors' Responsibility Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws and regulations in accordance with FRS102. Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company as at the end of each financial year and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- Present a true and fair view of the financial position, financial performance and cash flows of the Company;
- Select suitable accounting policies in accordance with United Kingdom GAAP and then apply them consistently;
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Make judgements 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 a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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 also responsible for preparing the Strategic Report, the Directors' Report, the Directors' Remuneration Report, the Corporate Governance Statement and the Report of the Audit Committee in accordance with the Companies Act 2006 and applicable regulations, including the requirements of the Listing Rules and the Disclosure Guidance and Transparency Rules. The Directors have delegated responsibility to the Investment Manager for the maintenance and integrity of the Company's corporate and financial information included on the Company's website (www.piplc.com). Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors, whose names are listed above, confirms that to the best of their knowledge:

- The financial statements, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- The Strategic Report contained in the annual report and financial statements includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

The UK Corporate Governance Code requires Directors to ensure that the Annual Report and financial statements are fair, balanced and understandable. In order to reach a conclusion on this matter, the Board has requested that the Audit Committee advises on whether it considers that the Annual Report and financial statements fulfil these requirements. The process by which the Audit Committee has reached these conclusions is set in the full Annual report. As a result, the Board has concluded that the Annual Report and financial statements for the year ended 31 May 2022, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Signed on behalf of the Board by
Sir Laurie Magnus
Chairman
3 August 2022

NON-STATUTORY ACCOUNTS
The financial information set out below does not constitute the Company's statutory accounts for the year ended 31 May 2022 and period ended 31 May 2021 but is derived from those accounts. Statutory accounts for 2021 have been delivered to the Registrar of Companies, and those for 2022 will be delivered in due course. The Auditors have reported on those accounts; their report was (i) unqualified, (ii) did not include a reference to any matters to which the Auditors drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under Section 498 (2) or (3) of the Companies Act 2006. The text of the Auditors' report can be found in the Company's full Annual Report and financial statements at www.piplc.com.

Income Statement
Year ended 31 May 2022

		Year ended 31 May 2022			**Year ended 31 May 2021**		
	Note	**Revenue £'000**	**Capital £'000**	**Total[1] £'000**	Revenue £'000	Capital £'000	Total[1] £'000
Gains on investments at fair value through profit or loss	9b	**-**	**570,049**	**570,049**	-	341,802	341,802
Losses on financial instruments at fair value through profit or loss - ALN[2]		**(305)**	**(3,123)**	**(3,428)**	(976)	(11,571)	(12,547)
Currency gains/ (losses) on cash and borrowings		**-**	**19,564**	**19,564**	-	(18,452)	(18,452)
Investment income	2	**19,169**	**-**	**19,169**	16,418	-	16,418
Investment management fees	3	**(23,115)**	**-**	**(23,115)**	(18,544)	-	(18,544)
Other expenses	4	**(1,274)**	**(1,326)**	**(2,600)**	(1,417)	(1,340)	(2,757)
Return before financing and taxation		**(5,525)**	**585,164**	**579,639**	(4,519)	310,439	305,920
Interest payable and similar expenses	6	**(3,967)**	**-**	**(3,967)**	(3,488)	-	(3,488)
Return before taxation		**(9,492)**	**585,164**	**575,672**	(8,007)	310,439	302,432

Taxation (paid)/recovered	7	**(3,075)**	**-**	**(3,075)**	3,533	-	3,533
Return for the year, being total comprehensive income for the year		**(12,567)**	**585,164**	**572,597**	(4,474)	310,439	305,965
Return per ordinary share[3]	8	**(2.32)p**	**108.38p**	**106.06p**	(0.83)p	57.40p	56.57p

[1] The Company does not have any income or expenses that are not included in the return for the period, therefore the return for the period is also the total comprehensive income for the period. The supplementary revenue and capital columns are prepared under guidance published in the Statement of Recommended Practice ("SORP") issued by the Association of Investment Companies ("AIC").

[2] Includes currency movements on investments.

[3] The comparative return per ordinary share figures have been restated using the new number of shares in issue following the ten for one share split that was implemented on 1 November 2021. For weighted average purposes, the share split has been treated as happening on the first day of the accounting period. See note 14 for further details.

All revenue and capital items in the above statement relate to continuing operations.

The total column of the statement represents the Company's Statement of Total Comprehensive Income prepared in accordance with Financial Reporting Standards ("FRS").

No operations were acquired or discontinued during the period.

There were no recognised gains or losses other than those passing through the Income Statement.

The Notes form part of these financial statements.

Statement of Changes in Equity
Year ended 31 May 2022

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Other capital reserve £'000	Capital reserve on investments held £'000
Movement for the period ended 31 May 2022					
Opening equity shareholders' funds	**36,240**	**269,535**	**3,325**	**976,685**	**679,736**
Return for the year	**-**	**-**	**-**	**590,025**	**(4,861)**
Ordinary shares bought back for cancelation	**(228)**	**-**	**228**	**(10,364)**	**-**
Closing equity shareholders' funds	**36,012**	**269,535**	**3,553**	**1,556,346**	**674,875**
Movement for the period ended 31 May 2021					
Opening equity shareholders' funds	36,240	269,535	3,325	842,675	503,307
Return for the year	-	-	-	134,010	176,429
Closing equity shareholders' funds	**36,240**	**269,535**	**3,325**	**976,685**	**679,736**

The Notes form part of these financial statements.

The NAV per ordinary share at 31 May 2022 was 451.6 pence per share (31 May 2021: 344.8 pence per share).

During the year ended 31 May 2022, 3,275,830 ordinary shares were bought back in the market, to be held in Treasury (year ended 31 May 2021: nil) at a total cost, including stamp duty, of £10.0m. The 3,275,830 shares that were held in Treasury, were subsequently cancelled prior to the end of May 2022. In addition, during the year ended 31 May 2022, 125,000 shares were bought back for cancellation (year ended 31 May 2021: nil), at a total cost, including stamp duty, of £0.3m.

As a result, there were 537,493,640 ordinary shares in issue as at 31 May 2022 (of which none are held in Treasury; year to 31 May 2021: 54,089,447 ordinary shares and no Treasury shares).

Balance Sheet
As at 31 May 2022

	Note	31 May 2022 £'000	30 May 2021 £'000
Fixed assets			
Investments at fair value	9a/b	**2,238,608**	1,713,724
Current assets			
Debtors	11	**2,123**	8,215
Cash at bank		**231,458**	199,118
		233,581	207,333
Creditors: Amounts falling due within one year			
Other creditors	12	**6,138**	9,039
		6,138	9,039
Net current assets		**227,443**	198,294
Total assets less current liabilities		**2,466,051**	1,912,018
Creditors: Amounts falling due after one year			
Asset Linked Loan Note ("ALN")	13	**38,587**	46,787
		38,587	46,787
Net assets		**2,427,464**	1,865,231
Capital and reserves			
Called-up share capital	14	**36,012**	36,240
Share premium	15	**269,535**	269,535
Capital redemption reserve	15	**3,553**	3,325
Other capital reserve	15	**1,556,346**	976,685
Capital reserve on investments held	15	**674,875**	679,736
Revenue reserve	15	**(112,857)**	(100,290)
Total equity shareholders' funds		**2,427,464**	1,865,231
Net asset value per Ordinary share[1]	16	**451.63p**	344.84p

[1] The comparative NAV figures have been restated using the new number of shares in issue following the ten for one share split. Restating the NAVs following the share split allows the reader to see how the NAVs have evolved. See note 14 for further details. The Notes form part of these financial statements.

The financial statements were approved by the Board of Pantheon International Plc on 3 August 2022 and were authorised for issue by

Sir Laurie Magnus
Chairman
Company No. 2147984

Cash Flow Statement
Year ended 31 May 2022

	Note	Year ended 31 May 2022 £'000	Year 31 May
Cash flow from operating activities			
Investment income received[1]		19,157	
Deposit and other interest received		28	
Investment management fees paid		(22,637)	(1
Secretarial fees paid		(300)	
Depositary fees paid		(254)	
Directors' fees paid		(307)	
Legal and professional fees paid		(1,707)	(
Other cash payments[2]		(804)	
Withholding tax (deducted)/recovered		(3,626)	
Net cash outflow from operating activities	18	(10,450)	(

Cash flows from investing activities			
Purchases of investments[3]		**(352,620)**	(22
Disposals of investments[3]		**402,700**	3
Net cash inflow from investing activities		**50,080**	1
Cash flows from financing activities			
ALN repayments		**(13,786)**	(2
Ordinary shares purchased for cancellation		**(10,360)**	
Loan commitment and arrangement fees paid		**(2,853)**	(
Net cash outflow from financing activities		**(26,999)**	(2
Increase in cash in the year		**12,631**	
Cash and cash equivalents at the beginning of the year		**199,118**	1
Foreign exchange gains/(losses)		**19,709**	(1
Cash and cash equivalents at the end of the period		**231,458**	1

[1] The investment income received is comprised solely of dividend income.

[2] Includes interest paid during the year of £96,000 (2021: £66,000).

[3] Purchases and disposals do not include investments actioned by Pantheon International Holdings LP and also exclude the non-cash intercompany transfer of assets.

The Notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting Policies

PIP is a listed public limited company incorporated in England and Wales. The registered office is detailed in the full Annual Report. A summary of the principal accounting policies and measurement bases, all of which have been applied consistently throughout the year, is set out below.

A. Basis of Preparation

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 May 2022. They have also been prepared on the assumption that approval as an investment trust will continue to be granted. The Company's financial statements are presented in sterling and all values are rounded to the nearest thousand pounds (£'000) except when indicated otherwise. The investments in the subsidiaries, which are valued at NAV, are as financial assets, and held at fair value through profit or loss.

B. Going Concern

The financial statements have been prepared on a going concern basis and under the historical cost basis of accounting, modified to include the revaluation of certain assets at fair value.

The Directors have made an assessment of going concern, taking into account the Company's current performance and financial position as at 31 May 2022. In addition, the Directors have assessed the outlook, which considers a disrupted recovery in the wake of the COVID-19 pandemic, the ongoing geopolitical uncertainties as a result of the Russia-Ukraine conflict including the disruption to the supply chain and increases in the cost of living as a result of this conflict, persistent inflation, interest rate rises and the impact of climate change on PIP's portfolio using the information available up to the date of issue of the financial statements. As part of this assessment the Directors considered:

- Various downside liquidity modelling scenarios with varying degrees of decline in investment valuations, decreased investment distributions, and increased call rates, with the worst being a low case downside scenario representing an impact to the portfolio that is worse than that experienced during the Global Financial Crisis.

- The Company manages and monitors liquidity regularly ensuring it is adequate and sufficient and is underpinned by its monitoring of investments, distributions, capital calls and outstanding commitments. Total available financing as at 31 May 2022 stood at £528m (31 May 2021: £475m), comprising £227m (31 May 2021: £198m) in available cash balances and £301m in undrawn, sterling equivalent, bank facilities (31 May 2021: £277m).

- PIP's 31 May 2022 valuation is primarily based on reported GP valuations with a reference date of 31 March 2022, updated for capital movements and foreign exchange impacts. As the longer-term impacts of COVID-19, the ongoing geopolitical uncertainties as a result of the Russia-Ukraine conflict and the impact of climate change may not be fully apparent, the Directors have considered the impact that declining valuations could have on the Company's going concern assessment.

  - Unfunded commitments - PIP's unfunded commitments at 31 May 2022 were £755m (31 May 2021: £528m). The Directors have considered the maximum level of unfunded commitments which could theoretically be drawn in a 12-month period, the ageing of commitments and available financing to fulfil these commitments. In these scenarios PIP can take steps to limit or mitigate the impact on the Balance Sheet, namely drawing on the credit facility, pausing on new commitments, selling assets to increase liquidity and reducing outstanding commitments if necessary. In addition, subject to market conditions, the Company could also seek to raise additional credit or capital. Since the period end, the Company has announced that it has agreed a new revolving credit facility, totalling £500m which is due to expire in July 2027.

- The Directors have also considered the impact of climate change on PIP's portfolio and have come to the conclusion that there is no significant impact on the Company as a result of climate change. Please see the Viability Statement for further details.

Having performed the assessment on going concern, the Directors considered it appropriate to prepare the financial statements of the Company on a going concern basis. The Company has sufficient financial resources and liquidity, is well placed to manage business risks in the current economic environment, and can continue operations for a period of at least 12 months from the date of issue of these financial statements.

C. Segmental Reporting
The Directors are of the opinion that the Company is engaged in a single segment of business, being an investment business. Consequently no business segmental analysis is provided.

D. Valuation of Investments

Given the nature of the Company's assets which comprise predominantly unlisted fund investments, while the Company operates a robust and consistent valuation process, there is significant estimation uncertainty in the underlying fund valuations which are estimated at a point in time. Accordingly, while the Company considers circumstances where it might be appropriate to apply an override, for instance in response to a market crash, this will be exercised only where it is judged necessary to reflect fair value.

Similarly, while relevant information relating to but received after the measurement date is considered, the Directors will only consider an adjustment to the financial statements if it were to have a significant impact and is indicative of conditions present at the measurement date.

The Company has fully adopted sections 11 and 12 of FRS 102. All investments held by the Company are classified as "fair value through profit or loss". As the Company's business is investing in financial assets with a view to profiting from their total return in the form of interest, dividends or increases in fair value, investments are recognised at fair value on initial recognition.

The Company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy. For investments actively traded in organised financial markets, fair value is generally determined by reference to stock exchange quoted market bid prices at the close of business at the Balance Sheet date. For investments that are not actively traded in organised financial markets, fair value is determined using reliable valuation techniques as described below:

i Unquoted fixed asset investments are stated at the estimated fair value.
In the case of investments in private equity funds, this is based on the net asset value of those funds ascertained from periodic valuations provided by the managers of the funds and recorded up to the measurement date. Such valuations are necessarily dependent upon the reasonableness of the valuations by the fund managers of the underlying investments. In the absence of contrary information, the values are assumed to be reliable. These valuations are reviewed periodically for reasonableness and recorded up to the measurement date. If a class of assets were sold post-period end, management would consider the effect, if any, on the investment portfolio.

The Company may acquire secondary interests at either a premium or a discount to the fund manager's valuation. Within the Company's portfolio, those fund holdings are normally revalued to their stated net asset values at the next reporting date unless an adjustment against a specific investment is considered appropriate.

The fair value of each investment is derived at each reporting date. In the case of direct investments in unquoted companies, the initial valuation is based on the transaction price. Where better indications of fair value become available, such as through subsequent issues of capital or dealings between third parties, the valuation is adjusted to reflect the new evidence, at each reporting date. This information may include the valuations provided by private equity managers who are also invested in the Company.

ii Quoted investments are valued at the bid price on the relevant stock exchange.
Private equity funds may contain a proportion of quoted shares from time to time, for example where the underlying company investments have been taken public but the holdings have not yet been sold. The quoted market holdings at the date of the latest fund accounts are reviewed and compared with the value of those holdings at the period end.

iii Deferred payment transactions
The Company may engage in deferred payment transactions. Where the Company engages in deferred payment transactions, the Company initially measures the financial liability at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. The difference between the present value and the undiscounted value is amortised over the life of the transaction and shown as a finance cost in the revenue column in the Income Statement.

E. Asset Linked Note

As part of the share consolidation effected on 31 October 2017, the Company issued an ALN with an initial principal amount of £200m to the Investor. Payments under the ALN are made quarterly in arrears and are linked to the ALN share (c.75%) of the net cash flows from a reference portfolio which consists of interests held by the Company in over 300 of its oldest private equity funds, substantially 2006 and earlier vintages. The Company retains the net cash flows relating to the remaining c.25% of the reference portfolio.

The ALN is held at fair value through profit or loss and therefore movements in fair value are reflected in the Income Statement. Fair value is calculated as the sum of the ALN share of fair value of the reference portfolio plus the ALN share of undistributed net cash flow. The fair value movement is allocated between revenue and capital pro rata to the fair value gains and income-generated movements in the reference portfolio.

A pro rata share of the Company's total ongoing charges is allocated to the ALN, reducing each quarterly payment ("the Expense Charge") and deducted from Other Expenses through the revenue account in the Income Statement.
The ALN's share of net cash flow is calculated after withholding taxation suffered. These amounts are deducted from taxation through the revenue account in the Income Statement.

See Note 13 for further information.

F. Income
Dividends receivable on quoted equity shares are brought into account on the ex-dividend date.

Dividends receivable on equity shares where no ex-dividend date is quoted are brought into account when the Company's right to receive payment is established. The fixed return on a debt security is recognised on a time apportionment basis.

Income distributions from funds are recognised when the right to distributions is established.

G. Taxation
Corporation tax payable is based on the taxable profit for the period. The charge for taxation takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen but not reversed by the Balance Sheet date.

The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue on the same basis as the particular item to which it relates, using the marginal method.

Dividends receivable are recognised at an amount that may include withholding tax (but excludes other taxes, such as attributable tax credits). Any withholding tax suffered is shown as part of the revenue account tax charge.

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an investment trust company, pursuant to sections 1158 and 1159 of the CTA.

Deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted.

H. Expenses
All expenses are accounted for on an accruals basis. Expenses, including investment management fees, are charged through the revenue account except as follows:

- Expenses which are incidental to the acquisition or disposal of an investment are treated as capital costs and separately identified and disclosed in Note 4;

- Expenses of a capital nature are accounted for through the capital account; and
- Investment performance fees.

I. Foreign Currency
The functional and presentational currency of the Company is pounds sterling ("sterling") because it is the primary currency in the economic environment in which the Company operates. Transactions denominated in foreign currencies are recorded in the local currency at actual exchange rates as at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the period end are reported at the rates of exchange prevailing at the period end. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the revenue or capital column of the Income Statement depending on whether the gain or loss is of a capital or revenue nature. For non-monetary assets, these are covered by fair value adjustments. For details of transactions included in the capital column of the Income Statement please see (Jand (K) below.

J. Other Capital Reserve
The following are accounted for in this reserve:

- Investment performance fees;
- Gains and losses on the realisation of investments;
- Realised exchange differences of a capital nature; and
- Expenses of a capital nature.

Capital distributions from investments are accounted for on a reducing cost basis; cash received is first applied to reducing the historical cost of an investment, and any gain will be recognised as realised only when the cost has been reduced to nil.

K. Capital Reserve on Investments Held
The following are accounted for in this reserve:

- Increases and decreases in the value of investments held at the year end and the ALN.

L. Investment Performance Fee
The Manager is entitled to a performance fee from the Company in respect of each 12 calendar-month period ending on 31 May of each year. The performance fee payable in respect of each such calculation period is 5% of the amount by which the net asset value at the end of such period exceeds 110% of the applicable "high-water mark", i.e. the net asset value at the end of the previous calculation period in respect of which a performance fee was payable, compounded annually at 10% for each subsequent completed calculation period up to the start of the calculation period for which the fee is being calculated. For the calculation period ended 31 May 2022, the notional performance fee hurdle is a net asset value per share of 461.2p.

The performance fee is calculated using the adjusted net asset value. The net asset value per share at 31 May 2022 is 451.6p.

The performance fee is calculated so as to ignore the effect on performance of any performance fee payable in respect of the period for which the fee is being calculated or of any increase or decrease in the net assets of the Company resulting from any issue, redemption or purchase of any shares or other securities, the sale of any treasury shares or the issue or cancellation of any subscription or conversion rights for any shares or other securities and any other reduction in the Company's share capital or any distribution to shareholders.

M. Significant Judgements and Estimates
The preparation of financial statements requires the Manager to make judgements, estimates and assumptions that affect the reported amounts of investments at fair value at the financial reporting date and the reported fair value movements during the reporting period. Actual results may differ from these estimates. Details of how the fair values of unlisted investments are estimated and any associated judgements applied are provided in Section (D of this Note and also within the Market Price Risk section in Note 20.

N. Derecognition/Recognition of assets and liabilities
Financial assets and financial liabilities are recognised on the Company's Balance Sheet when the Company becomes a party to the contractual provisions of the instrument. In accordance with FRS102, financial assets are derecognised when the contractual rights to the cash flows from the instrument expire or the asset is transferred and the transfer qualifies for derecognition. Financial liabilities are derecognised when the obligation is discharged, extinguished or expired.

2. Income

	31 May 2022 £'000	31 May 2021 £'000
Income from investments		
Investment income	**19,137**	16,331
	19,137	16,331
Other income		
Interest	**28**	89
Exchange difference on income	**4**	(2)
	32	87
Total income	**19,169**	16,418
Total income comprises		
Dividends	**19,137**	16,331
Bank interest	**28**	39
Other interest	**-**	50
Exchange difference on income	**4**	(2)
	19,169	16,418
Analysis of income from investments		
Unlisted	**19,137**	16,331
	19,137	16,331
Geographical analysis		
UK	**306**	3
US	**14,345**	12,345
Other overseas	**4,486**	3,983
	19,137	16,331

3. Investment Management Fees

	31 May 2022			31 May 2021		
	Revenue £'000	**Capital £'000**	**Total £'000**	Revenue £'000	Capital £'000	Total £'000
Investment management fees	**23,115**	**-**	**23,115**	18,544	-	18,544
	23,115	**-**	**23,115**	18,544	-	18,544

The investment management fee is payable monthly in arrears at the rate set out in the Directors' Report within the full Annual Report.

During the year, services with a total value of £23,977,000 (period to 31 May 2021: £18,896,000), being £23,115,000 (period to 31 May 2021: £18,544,000) directly from Pantheon Ventures (UK) LLP and £862,000 (period to 31 May 2021 £352,000) via Pantheon managed fund investments were purchased by the Company.

During the year, services with a total value of £23,977,000 (period to 31 May 2021: £18,896,000), being £23,115,000 (period to 31 May 2021: £18,544,000) directly from Pantheon Ventures (UK) LLP and £862,000 (period to 31 May 2021 £352,000) via Pantheon managed fund investments were purchased by the Company.

The value of investments in, and outstanding commitments to, investment funds managed or advised by the Pantheon Group ("Pantheon Funds") are excluded in calculating the monthly management fee and the commitment fee. The value of holdings in investments managed by the Pantheon Group totalled £897,332,000 as at 31 May 2022 (31 May 2021: £24,344,000), including £812,172,000 from the new Pantheon managed Pantheon International Holdings subsidiaries (31 May 2021 £nil). Please see note 17 for further details. In addition, the Manager has agreed that the total fees (including performance fees) payable by Pantheon Funds to members of the Pantheon Group and attributable to the Company's investments in Pantheon Funds shall be less than the total fees (excluding the performance fee) that the Company would have been charged under the Management Agreement had it invested directly in all of the underlying investments of the relevant Pantheon Funds instead of through the relevant Pantheon Funds.

At 31 May 2022, £2,124,000 (31 May 2021: £1,646,000) was owed to the Investment Manager in respect of the investment management fees. No performance fee is payable in respect of the year to 31 May 2022 (31 May 2021: nil). The basis upon which the performance fee is calculated is explained in Note 1(L) and in the Directors' Report within the full Annual Report.

4. Other Expenses

	31 May 2022			31 May 2021		
	Revenue £'000	**Capital £'000**	**Total £'000**	Revenue £'000	Capital £'000	Total £'000
Secretarial and accountancy services	**312**	**-**	**312**	243	-	243
Depositary fees	**238**	**-**	**238**	233	-	233
Fees payable to the Company's Auditor for the - audit of the annual financial statements	**105**	**-**	**105**	115	-	115
Fees payable to the Company's Auditor for						
- audit-related assurance services - Half-Yearly report	**35**	**-**	**35**	35	-	35
Directors' remuneration (see Note 5)	**311**	**-**	**311**	331	-	331
Employer's National Insurance	**34**	**-**	**34**	25	-	25
Irrecoverable VAT	**(47)**	**-**	**(47)**	117	-	117
Legal and professional fees	**317**	**1,326**	**1,643**	315	1,245	1,560
Other	**701**	**-**	**701**	706	95	801
ALN Expense Charge (see Note 1 (F))[1]	**(732)**	**-**	**(732)**	(703)	-	(703)
	1,274	**1,326**	**2,600**	1,417	1,340	2,757

[1] A pro rata share of the Company's total ongoing charges is allocated to the ALN, reducing each quarterly payment.

The Directors do not consider that the provision of non-audit work to the Company affects the independence of the Auditors due to the half year review being an assurance service.

5. Directors' Remuneration

Directors' emoluments comprise Directors' fees. A breakdown is provided in the Directors' Remuneration Report in the full Annual Report.

6. Interest Payable and Similar Expenses

	31 May 2022 £'000	31 May 2021 £'000
Negative bank interest	**96**	66
Loan commitment and arrangement fees	**3,871**	3,422
	3,967	3,488

On 1 June 2018, the Company agreed a four-year £175m multi-currency revolving credit facility agreement, arranged by Lloyds Bank and NatWest Markets. This replaced the four-year £150m loan facility agreement,

with the Royal Bank of Scotland plc and Lloyds Bank plc, which was due to expire in November 2018.

Upfront fees of £1.6m are being amortised from 1 June 2018, over the four-year life. A commitment fee of 0.94% per annum is payable quarterly, in respect of the amounts available for drawdown. Interest payable on any drawdown amount is payable for the duration of the drawdown period.

At 31 May 2022, the total available facility with State Street Bank and Trust Company is £300m. The aggregate loan facility of £300m is split into two tranches of US$269.8m and €101.6m, retranslated to £301m as at 31 May 2022 (2021: £277m).

In February 2021, the Company agreed to extend the facility end date for a further two years, to 31 May 2024. Upfront fees of £2.2m, in relation to this extension agreement, are being amortised over the remaining life of the loan, until 31 May 2024.

On 2 August 2022, the Company announced that it has agreed a new five-year £500m multi-tranche, multi-currency revolving credit facility agreement arranged by Credit Suisse AG London Branch, Lloyds Bank Corporate Markets plc and State Street Bank International GmbH. The Loan Facility, which replaced the £300m loan facility agreement, which was due to expire in May 2024, is comprised of facilities amounting to $512.9m and €89.2m and secured by certain assets of the Company. The new facility will expire in July 2027 with an ongoing option to extend, by agreement, the maturity date by another year at a time. The new facility will have a blended commitment fee of 0.95% per annum on available commitments, pricing equivalent to the relevant benchmark rate plus 2.350% to 2.575% depending on utilisation, and is subject to loan to value and liquidity ratios.

This loan facility provides a margin of additional assurance that the Company has the ability to finance its unfunded commitments in the future. At 31 May 2022 and 31 May 2021, the loan facility remained fully undrawn.

7. Taxation

			31 May 2022			31 May 2021
	Revenue £'000	**Capital £'000**	**Total £'000**	Revenue £'000	Capital £'000	Total £'000
Withholding tax deducted/(recovered) from distributions	**3,075**	**-**	**3,075**	**(3,533)**	**-**	**(3,533)**

Tax charge
The tax credit/(charge) for the year differs from the standard rate of corporation tax in the UK (19%). The differences are explained below:

Net return before tax	**(9,492)**	**585,164**	**575,672**	(8,007)	310,439	302,432
Theoretical tax at UK corporation tax rate of 19% (31 May 2021: 19%)	**(1,803)**	**111,181**	**109,378**	(1,521)	58,983	57,462
Non-taxable investment, derivative and currency gains	**-**	**(111,433)**	**(111,433)**	-	(59,238)	(59,238)
Effect of expenses in excess of taxable income	**-**	**252**	**252**	-	237	237
Expenses disallowable for tax purposes	**-**	**-**	**-**	-	18	18
Carry forward management expenses	**1,803**	**-**	**1,803**	1,521	-	1,521
Withholding tax deducted/(recovered) from distributions	**3,075**	**-**	**3,075**	(3,533)	-	(3,533)
	3,075	**-**	**3,075**	(3,533)	-	(3,533)

The tax charge for the year ended 31 May 2022 is £3.1m (31 May 2021: tax credit of £3.5m).

The tax charge is wholly comprised of irrecoverable withholding tax suffered. Investment gains are exempt from capital gains tax owing to the Company's status as an investment trust.

During the prior year to 31 May 2021, and included within the above, there was a tax credit, resulting from a refund of prior years' taxation, amounting to £6.1m, from the US Inland Revenue Service. As this tax credit was due to a build up of previous claims that have now been recovered, a recoverable amount will not recur going forward as recoverable amounts are now claimed and received through a regular process.

Factors That May Affect Future Tax Charges

The Company is an investment trust and therefore is not subject to tax on capital gains. Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to meet for the foreseeable future) the conditions for approval as an investment trust company.

No deferred tax asset has been recognised in respect of excess management expenses and expenses in excess of taxable income as they will only be recoverable to the extent that there is sufficient future taxable revenue. As at 31 May 2022, excess management expenses are estimated to be in excess of £227m (31 May 2021: £249m).

At 31 May 2022, the Company had no unprovided deferred tax liabilities (31 May 2021: £nil).

8. Return per Ordinary Share

			31 May 2022			31 May 2021
	Revenue £'000	**Capital £'000**	**Total £'000**	Revenue £'000	Capital £'000	Total £'000
Return for the financial period in £'000	**(12,567)**	**585,164**	**572,597**	(4,474)	310,439	305,965
Weighted average ordinary and redeemable shares			**539,896,863**			540,894,470[1]
Return per ordinary share	**(2.32)p**	**108.38p**	**106.06p**	(0.83)p[1]	57.40p[1]	56.57p[1]

[1] Restated to reflect the subsequent 10 for 1 share split.

There are no dilutive or potentially dilutive shares in issue.

9a. Movements on Investments

	31 May 2022 £'000	31 May 2021 £'000
Book cost brought forward	**1,003,796**	973,761
Opening unrealised appreciation on investments held		
-Unlisted investments	**709,712**	521,565
-Listed investments	**216**	363
Valuation of investments brought forward	**1,713,724**	1,495,689
Movements in year:		
Acquisitions at cost	**979,764**	226,205
Capital distributions - proceeds[1]	**(1,024,931)**	(349,972)
Capital distributions - realised gains on sales[1]	**571,790**	153,802
(Decrease)/increase in appreciation on investments held	**(1,739)**	188,000
Valuation of investments at year end	**2,238,608**	1,713,724
Book cost at year end	**1,530,419**	1,003,796
Closing unrealised appreciation on investments held		
-Unlisted investments	**706,707**	709,712
-Listed investments	**1,482**	216
Valuation of investments at year end	**2,238,608**	1,713,724
Fair value of investments:		
Unlisted investments	**2,235,639**	1,713,508
Listed investments	**2,969**	216
Valuation of investments at year end	**2,238,608**	1,713,724

[1] On 31 December 2021, the Company transferred several investments, at a fair value of £627.1m, to its wholly owned subsidiary Pantheon International Holdings LP, in return for a 99% investment in Pantheon International Holdings LP, being £620.8m and the remaining 1% in Pantheon International Holdings GP LP, being £6.3m.

Further details in relation to the structuring arrangements are included in Note 17.

9b. Analysis of Investments

Further analysis of the investment portfolio is provided in the full Annual Report.

Transaction costs (incurred at the point of the transaction) incidental to the acquisition of investments totalled £nil (31 May 2021: £nil) and to the disposals of investments totalled £4,000 (31 May 2021: £12,000) for the period. In addition, legal fees incidental to the acquisition of investments totalled £1,326,000 (31 May 2021: £1,340,000), as disclosed in Note 4, and have been taken to the capital column in the Income Statement since they are capital in nature.

Included in investments are also investments that the Company holds in its subsidiaries. Please see note 17 for further details.

	31 May 2022	31 May 2021
	£'000	£'000
Realised gains on sales	**571,790**	153,802
Amounts previously recognised as unrealised appreciation on those sales	**216**	363
(Decrease)/increase in unrealised appreciation	**(1,955)**	187,637
Revaluation of amounts owed in respect of transactions	**(3)**	-
Gains on investments	**570,049**	341,802
Sterling		
Unlisted investments	**872,089**	67,451
	872,089	67,451
US dollar		
Unlisted investments	**1,083,342**	1,266,123
Listed investments	**2,969**	216
	1,086,311	1,266,339
Euro		
Unlisted investments	**247,749**	337,522
	247,749	337,522
Other		
Unlisted investments	**32,459**	42,412
	32,459	42,412
	2,238,608	1,713,724

9c. Material Investment

At the period end, the Company held the following material holdings in an investee undertaking which exceeds 3% of any class of capital.

Investment	**% ownership**	**Closing net asset value £'000**
Zenith 1 LP	5.88	2,001
Gemini Israel V	4.65	16,145
LYFE Capital Fund II	3.36	16,110
Balderton Growth Fund I	3.19	6,982

10. Fair Value Hierarchy

The fair value hierarchy consists of the following three levels:
Level 1 - The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date. The Level 1 holdings include publicly listed holdings held directly by the Company from in specie distributions received from underlying investments, but does not include listed holdings held indirectly through the Company's underlying private equity managers which are classified under Level 3 holdings;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

Financial Assets at Fair Value Through Profit or Loss at 31 May 2022

	Level 1 £'000	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Unlisted holdings	**-**	**-**	**2,235,639**	**2,235,639**
Listed holdings	**2,969**	**-**	**-**	**2,969**
	2,969	**-**	**2,235,639**	**2,238,608**

Financial Assets at Fair Value Through Profit or Loss at 31 May 2021

	Level 1 £'000	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Unlisted holdings	-	-	1,713,508	1,713,508
Listed holdings	216	-	-	216
	216	-	1,713,508	1,713,724

Financial Liabilities at Fair Value Through Profit or Loss at 31 May 2022

	Level 1 £'000	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Asset Linked Note	**-**	**-**	**41,374**	**41,374**
	-	**-**	**41,374**	**41,374**

Financial Liabilities at Fair Value Through Profit or Loss at 31 May 2021

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Asset Linked Note	-	-	53,015	53,015
	-	-	53,015	53,015

11. Debtors

	31 May 2022 £'000	31 May 2021 £'000
Amounts owed by investment funds	**595**	5,656
Prepayments and accrued income	**1,528**	2,559
	2,123	8,215

12. Creditors Amounts Falling Due Within One Year

	31 May 2022£'000	31 May 2021£'000
Investment management fees	**2,124**	1,646
Amounts owed in respect of transactions	**4**	-
ALN repayment to the Investor	**2,787**	6,228
Other creditors and accruals	**1,223**	1,165
	6,138	9,039

13. Creditors Amounts Falling Due After One Year - Asset Linked Note

	31 May 2022 £'000	31 May 2021 £'000
Opening value of ALN	**53,015**	65,386
Repayments of net cash flows received	**(13,786)**	(24,286)
Fair value movement through profit or loss	**3,428**	12,547
Expense charge and ALN share of withholding taxes	**(1,283)**	(632)
Closing value of ALN (see Note 1 (F))	**41,374**	53,015
Transfer to creditors due within one year	**(2,787)**	(6,228)
	38,587	46,787

14. Called-up Share Capital

	Shares	**31 May 2022 £'000**	Shares	31 May 2021 £'000

Allotted, called up and fully paid: Ordinary Shares of 6.7p each (2021: 0.67p)				
Opening position	**54,089,447**	**36,240**	54,089,447	36,240
Cancellation of shares	**(3,400,830)**	**(228)**	-	-
Shares issued through share split	**486,805,023**	**-**	-	-
Closing position	**537,493,640**	**36,012**	54,089,447	36,240
Total shares in issue	**537,493,640**	**36,012**	54,089,447	36,240

At the Annual General Meeting of the Company held on 27 October 2021, shareholders approved a resolution for a ten for one share split such that each shareholder would receive ten shares with a nominal value of 6.7 pence each for every existing share held. These new shares were listed on 1 November 2021.

During the year ended 31 May 2022, 3,275,830 ordinary shares were bought back in the market, to be held in Treasury (year ended 31 May 2021: nil) at a total cost, including stamp duty, of £10.0m. The 3,275,830 shares that were held in Treasury, were subsequently cancelled prior to the end of May 2022. In addition, during the year ended 31 May 2022, 125,000 shares were bought back for cancellation (year ended 31 May 2021: nil), at a total cost, including stamp duty, of £0.3m.

As a result, there were 537,493,640 ordinary shares in issue as at 31 May 2022 (of which none are held in Treasury; year to 31 May 2021: 54,089,447 ordinary shares and no Treasury shares). Each holder of ordinary shares is entitled, on a show of hands, to one vote and, on a poll, to one vote for each ordinary share held.

15. Reserves

	Share premium £'000	**Capital redemption reserve £'000**	**Other capital reserve £'000**	**Capital reserve on investments held £'000**	**Revenue Reserve[1] £'000**
Beginning of period	**269,535**	**3,325**	**976,685**	**679,736**	**(100,290)**
Net gain on realisation of investments[2]	**-**	**-**	**571,790**	**-**	**-**
Decrease in unrealised appreciation	**-**	**-**	**-**	**(5,077)**	**-**
Transfer on disposal of investments	**-**	**-**	**-**	**216**	**-**
Revaluation of amounts owed in respect of transactions	**-**	**-**	**(3)**	**-**	**-**
Exchange differences on currency	**-**	**-**	**19,709**	**-**	**-**
Exchange differences on other capital items	**-**	**-**	**(145)**	**-**	**-**
Legal and professional expenses charged to capital	**-**	**-**	**(1,326)**	**-**	**-**
Share reorganisation and share buybacks	**-**	**228**	**(10,364)**	**-**	**-**
Revenue return for the period	**-**	**-**	**-**	**-**	**(12,567)**
End of period	**269,535**	**3,553**	**1,556,346**	**674,875**	**(112,857)**

[1] Reserves that are distributable by way of dividends. In addition, the Other Capital Reserve can be used for share buybacks.

[2] Net gain on realisation of investments includes a realised gain of £372,987,000 following the transfer of several investments at fair value during the year, to its wholly owned subsidiary Pantheon International Holdings LP.

16. Net Asset Value per Share

	31 May 2022	31 May 2021
Net assets attributable in £'000	**2,427,464**	1,865,231
Ordinary shares	**537,493,640**	540,894,470[1]

Net asset value per ordinary share	**451.63p**	344.84p[1]

[1] Restated to reflect the subsequent ten for one share split.

17. Subsidiaries

The Company has formed three wholly owned subsidiaries, to provide security for future financial lending arrangements. Pantheon International Holdings LP ("PIH LP") was incorporated on 29 March 2021 with a registered address in the State of Delaware (National Registered Agents, Inc., 209 Orange Street, Wilmington, Delaware, 19801), and is wholly owned by the Company.

The Company holds an investment in PIH LP. In accordance with FRS102, the Company is exempted from the requirement to prepare consolidated financial statements on the grounds that its subsidiary is held exclusively with a view to subsequent resale as it is considered part of an investment portfolio. The subsidiary's value to the Company is through fair value and it holds a basket of investments rather than to carry out business on the Company's behalf. Investments held within PIH LP are based on the fair value of the investments held in those entities.

On 31 December 2021, the Company transferred several investments, at a fair value of £627.1m, to its wholly-owned subsidiary Pantheon International Holdings LP in order to provide security for the new £500m multi-currency facility agreed 2 August 2022. The aggregate amount of its capital and reserves as at 31 May 2022 is £820,800,000, and the profit or loss for the period ended 31 May 2022 is £164,000.
The General Partner for PIH LP is Pantheon International Holdings GP Limited ("PIH GP"). PIH GP was incorporated on 17 March 2021 with a registered address c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and is wholly owned by the Company. The Company is not exempt from consolidating the financial statements under FRS102, however the highly immaterial (£nil) balance of PIH GP Limited would produce accounts with almost identical balances to the Company. Furthermore, with reference to the CA, section 405 (2), "A subsidiary undertaking may be excluded from consolidation if its inclusion is not material for the purpose of giving a true and fair view".

The aggregate amount of its capital and reserves as at 31 May 2022 is £1 and the profit or loss for the period ended 31 May 2022 is £nil.

The General Partner and the Limited Partner formed an exempted limited partnership, named Pantheon International Holdings GP LP ("PIH GP LP"). PIH GP LP was incorporated on 17 March 2021 with a registered address c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company holds an investment in PIH GP LP. In accordance with FRS102, the Company is exempted from the requirement to prepare consolidated financial statements on the grounds that its subsidiary is held exclusively with a view to subsequent resale as it is considered part of an investment portfolio. Therefore, the Company's investment in PIH GP LP will be recognised at fair value through profit or loss.

Any investments made by Company into PIH LP, generally invest at 99% directly into PIH LP, with the remaining 1% investing into PIH GP LP. PIH GP LP will then, in turn, wholly invest those funds into PIH LP, so no funds remain in PIH GP LP.

18. Reconciliation of Return Before Financing Costs and Taxation to Net Cash Flow from Operating Activities

	31 May 2022 £'000	31 May 2021 £'000
Return before finance costs and taxation	**579,639**	305,920
Withholding tax (deducted)/recovered	**(3,075)**	3,533
Gains on investments	**(570,049)**	(341,802)
Currency (gains)/losses on cash and borrowings	**(19,564)**	18,452
Increase in creditors	**483**	215
(Increase)/decrease in other debtors	**(29)**	3
Reduction of financial liabilities at fair value through profit or loss (ALN)	**3,428**	12,547
Income, expenses and taxation associated with the ALN	**(1,283)**	(632)
Net cash outflow from operating activities	**(10,450)**	(1,764)

19. Contingencies, Guarantees and Financial Commitments

At 31 May 2022 there were financial commitments outstanding of £755m (31 May 2021: £528m) in respect of investments in partly paid shares and interests in private equity funds. We expect 22% of the financial commitments outstanding to be called within the next twelve months.

Further detail of the available finance cover is provided in Note 20.

20. Analysis of Financial Assets and Liabilities

The primary investment objective of the Company is to seek to maximise long-term capital growth for its shareholders by investing in funds specialising in unquoted investments, acquiring unquoted portfolios and participating directly in private placements. Investments are not restricted to a single market but are made when the opportunity arises and on an international basis.

The Company's financial instruments comprise securities and other investments, cash balances and debtors and creditors that arise from its operations, for example sales and purchases awaiting settlement and debtors for accrued income.

The principal risks the Company faces in its portfolio management activities are:

- liquidity/marketability risk;
- interest rate risk;
- market price risk; and
- foreign currency risk.

The Company also has exposure to credit risk through its bank balances with the exposures being to banks with a minimum credit rating of A. The Manager monitors the financial risks affecting the Company on a daily basis, and the Directors regularly receive financial information, which is used to identify and monitor risk.

In accordance with FRS 102, an analysis of financial assets and liabilities, which identifies the risk to the Company of holding such items, is given below.

Liquidity Risk
Due to the nature of the Company's investment policy, the largest proportion of the portfolio is invested in unquoted securities, many of which are less readily marketable than, for example, "blue-chip" UK equities. The Directors believe that the Company, as a closed ended fund with no fixed wind-up date, is ideally suited to making long-term investments in instruments with limited marketability. The investments in unquoted securities are monitored by the Board on a regular basis.

There are times when opportunities for the Company to acquire secondary unquoted portfolios of interests or co-investments may be limited due to the cyclical nature of their occurrence. As a result, at times of low investment opportunity, some funds may be held on deposit or invested in gilts and other fixed interest government bonds. It is the nature of investment in private equity that a commitment (see Note 19 for outstanding commitments as at 31 May 2022) to invest will be made and that calls for payments will then be received from the unlisted investee entity. These payments are usually on an ad-hoc basis and may be called at any instance over a number of years. The Company's ability to meet these commitments is dependent upon it receiving cash distributions from its private equity investments and, to the extent these are insufficient, on the availability of financing facilities.

On 1 June 2018, the Company agreed a four-year £175m multi-currency revolving credit facility agreement, arranged by Lloyds Bank and NatWest Markets. This was further extended to £300m on 31 May 2020. This replaced the £150m loan facility agreement which was due to expire in November 2018, of which £nil was drawn down as at 31 May 2022 and 31 May 2021. (see Note 6 for further information). In February 2021, the Company further agreed an extension to the facility end date to 31 May 2024.

The principal covenant that applies to the loan facility is that gross borrowings do not exceed 30% of adjusted gross asset value. The facility is available should the Company have the requirement to cover any shortfalls in meeting its commitments.

Total available financing as at 31 May 2022 stood at £528m (31 May 2021: £475m), comprising £227m (31 May 2021: £198m) in cash balances and £301m (31 May 2021: £277m) (sterling equivalent) in undrawn bank facilities. The available financing along with the private equity portfolio exceeded the outstanding commitments by 3.7 times (31 May 2021: 4.1 times).

On 2 August 2022, the Company announced that it has agreed a new five-year £500m multi-tranche, multi-currency revolving credit facility agreement arranged by Credit Suisse AG London Branch, Lloyds Bank Corporate Markets plc and State Street Bank International GmbH. The Loan Facility, which replaced the £300m loan facility agreement, which was due to expire in May 2024, is comprised of facilities amounting to $512.9m and €89.2m and secured by certain assets of the Company. The new facility will expire in July 2027 with an ongoing option to extend, by agreement, the maturity date by another year at a time. The new facility will have a blended commitment fee of 0.95% per annum on available commitment and pricing equivalent to the relevant benchmark rate plus 2.350% to 2.575% depending on utilisation. The principal covenants that apply to the loan facility require: (i) that gross borrowings do not exceed 34% of the borrowing base; (ii) that gross borrowings do not exceed 45% of the adjusted borrowing base in the first year of the facility, and 40% thereafter; and (iii) the liquidity ratio does not exceed 3.0x undrawn commitments.

Interest Rate Risk
The Company may use gearing to achieve its investment objectives and manage cash flows and uses a multi-currency revolving credit facility for this purpose.

Interest on the revolving credit facility is payable at variable rates determined subject to drawdown. Variable rates are defined as RFR, dependent on the currency drawn. The interest rate is then fixed for the duration that the loan is drawn down. At 31 May 2022, there was the sterling equivalent of £nil funds drawn down on the loan facilities (31 May 2021: £nil). A commitment fee of 0.94% per annum is payable in respect of the amounts available for drawdown in each facility.

Non-Interest Rate Exposure
The remainder of the Company's portfolio and current assets are not subject to interest rate risks.

Financial assets for 2022 and 2021 consisted of investments, cash and debtors (excluding prepayments). As at 31 May 2022, the interest rate risk and maturity profile of the Company's financial assets was as follows:

Fixed interest

31 May 2022	Total £'000	No maturity date £'000	Matures within 1 year £'000	Matures after 1 year £'000	average interest rate %
Fair value no interest rate risk financial assets					
Sterling	**891,350**	**891,350**	**-**	**-**	**-**
US dollar	**1,262,083**	**1,262,083**	**-**	**-**	**-**
Euro	**269,786**	**269,786**	**-**	**-**	**-**
Other	**47,446**	**47,446**	**-**	**-**	**-**
	2,470,665	**2,470,665**	**-**	**-**	**-**

The interest rate and maturity profile of the Company's financial assets as at 31 May 2021was as follows:

31 May 2021	Total £'000	No Maturity Date £'000	Matures within 1 year £'000	Matures after 1 year £'000	Fixed interest average interest rate %
Fair value of no interest rate risk financial assets					
Sterling	74,668	74,668	-	-	-
US dollar	1,428,217	1,428,217	-	-	-
Euro	356,593	356,593	-	-	-
Other	53,364	53,364	-	-	-
	1,912,842	1,912,842	-	-	-

Financial Liabilities

At 31 May 2022, the Company had drawn the sterling equivalent of £nil (31 May 2021: £nil) of its committed revolving multi-currency credit facility, expiring 31 May 2024, with Lloyds Bank and Natwest Markets. Interest is incurred at a variable rate as agreed at the time of drawdown and is payable at the maturity date of each advance. At the year end, interest of £nil (31 May 2021: £nil) was accruing as the facilities were unutilised.

At 31 May 2022 and 31 May 2021, other than the ALN, all financial liabilities were due within one year and comprised short-term creditors. The ALN is repayable by no later than 31 August 2027.

Market Price Risk

The method of valuation of the fixed asset investments is described in Note 1(D) above. The nature of the Company's fixed asset investments, with a high proportion of the portfolio invested in unquoted securities, means that the investments are valued by the Directors after due consideration of the most recent available information from the underlying investments.

PIP's portfolio is well diversified by the sectors in which the underlying companies operate. This sectoral diversification helps to minimise the effects of cyclical trends within particular industry segments.

If the investment portfolio fell by 20% from the 31 May 2022 valuation, with all other variables held constant, there would have been a reduction of £447,722,000 (31 May 2021: £342,745,000) in the return before taxation. An increase of 20% would have increased the return before taxation by an equal and opposite amount.

Foreign Currency Risk

Since it is the Company's policy to invest in a diverse portfolio of investments based in a number of countries, the Company is exposed to the risk of movement in a number of foreign exchange rates. A geographical analysis of the portfolio and hence its exposure to currency risk is given in the full Annual Report and in Note 9b. Although it is permitted to do so, the Company did not hedge the portfolio against the movement in exchange rates during the financial period.

The investment approach and the Manager's consideration of the associated risk are discussed in further detail in the Strategic Report and the Manager's Review in the full Annual Report.

The Company settles its transactions from its bank accounts at an agreed rate of exchange at the date on which the bargain was made. As at 31 May 2022, realised exchange losses of £145,000 (31 May 2021: losses of £63,000) and realised gains relating to currency of £19,709,000 (31 May 2021: realised losses of £18,389,000) have been taken to the capital reserve.

The Company's exposure to foreign currency excluding private equity investments is shown below. In relation to this exposure, if the sterling/dollar and sterling/euro exchange rate had reduced by 10% from that obtained at 31 May 2022, it would have the effect, with all other variables held constant, of increasing equity shareholders' funds by £21,936,000 (31 May 2021: £20,497,000). If there had been an increase in the sterling/dollar and sterling/euro exchange rate of 10% it would have the effect of decreasing equity shareholders' funds by £17,948,000 (31 May 2021: £16,770,000). The calculations are based on the financial assets and liabilities and the exchange rate as at 31 May 2022 of 1.26 (31 May 2021: 1.42155) sterling/dollar and 1.17625 (31 May 2021: 1.16255) sterling/euro. The Company's investment currency exposure is disclosed in Note 9b.

An analysis of the Company's exposure to foreign currency is given below:

	31 May 2022	**31 May 2022**	31 May 2021	31 May 2021

	Assets £'000	**Liabilities £'000**	Assets £'000	Liabilities £'000
US dollar	**176,090**	**497**	166,508	455
Canadian dollar	**1,375**	**-**	18	-
Euro	**22,036**	**201**	19,071	203
Swedish krone	**240**	**-**	3,219	-
Norwegian krone	**136**	**-**	1,712	-
Australian dollar	**13,236**	**-**	7,480	-
	213,113	**698**	197,558	658

Fair Value of Financial Assets and Financial Liabilities

The financial assets of the Company are held at fair value. Financial liabilities are held at amortised cost, which is not materially different from fair value, apart from the ALN portfolio which is held at fair value.

Managing Capital

The Company's equity comprises ordinary shares as described in Note 14. Capital is managed so as to maximise the return to shareholders while maintaining a capital base that allows the Company to operate effectively in the marketplace and sustain future development of the business.

The Company considers its capital to be comprised of called up share capital and net available cash. As at 31 May 2022 and 31 May 2021, the Company had bank debt facilities to increase the Company's liquidity. Details of available borrowings at the period end can be found earlier in this Note.

The Company's assets and borrowing levels are reviewed regularly by the Board of Directors with reference to the loan covenants.

The Company's capital requirement is reviewed regularly by the Board of Directors.

21. Transactions with the Manager and Related Parties

The amounts paid to the Manager, together with the details of the Investment Management Agreement, are disclosed in Note 3. The existence of an Independent Board of Directors demonstrates that the Company is free to pursue its own financial and operating policies and therefore, under the AIC SORP, the Manager is not considered to be a related party.

The Company's only related party transactions during the year pertain to the Directors Fees paid to the Company's Board and are disclosed in the Directors' Remuneration Report in the full Annual Report.

The Company has also formed three wholly-owned subsidiaries. Please see note 17 for further details. The Company also holds an investment in PSOF. Please see the full Annual Report for further details.
There are no other identifiable related parties at the period end.

22. Post Balance Sheet Events

On 2 August 2022, the Company announced that it has agreed a new five-year £500m multi-tranche, multi-currency revolving credit facility agreement arranged by Credit Suisse AG London Branch, Lloyds Bank Corporate Markets plc and State Street Bank International GmbH. The Loan Facility, which replaced the £300m loan facility agreement, which was due to expire in May 2024, is comprised of facilities amounting to $512.9m and €89.2m and secured by certain assets of the Company. The new facility will expire in July 2027 with an ongoing option to extend, by agreement, the maturity date by another year at a time. The new facility will have a blended commitment fee of 0.95% per annum on available commitments, pricing equivalent to the relevant benchmark rate plus 2.350% to 2.575% depending on utilisation. The principal covenants that apply to the loan facility require: (i) that gross borrowings do not exceed 34% of the borrowing base; (ii) that gross borrowings do not exceed 45% of the adjusted borrowing base in the first year of the facility; and (iii) the liquidity ratio does not exceed 3.0x undrawn commitments.

ANNUAL GENERAL MEETING

The Company's Annual General Meeting ("AGM") will be held on Tuesday, 18 October 2022 at 10.30 a.m. A separate circular containing the AGM notice will be published and made available towards the end of August 2022.

NATIONAL STORAGE MECHANISM

A copy of the Annual Report and Financial Statements and the separate circular containing the AGM notice will be submitted shortly to the National Storage Mechanism ("NSM") and will be available for inspection at the NSM, which is situated at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

ENDS

Neither the contents of the Company's website nor the contents of any website accessible from hyperlinks on this document (or any other website) is incorporated into, or forms part of, this announcement.

LEI: 2138001B3CE5S5PEE928

For more information please visit PIP's website at www.piplc.com or contact:

Helen Steers or Vicki Bradley

Pantheon Ventures (UK) LLP

020 3356 1800

END

FR PJMMTMTIMTBT