

British & American  
Investment Trust PLC

Report and accounts

31 December 2017

**Investment Policy**

To invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth.

**Ten largest security holdings (excluding subsidiaries)**

Name	Sector	%
Geron Corporation (USA)	Biomedical	16.81
Dunedin Income Growth	Investment Trust	12.55
Biotime Inc (USA)	Biotechnology	11.39
Asterias Biotherapeutics (USA)	Pharmaceuticals	8.79
Merchants Trust	Investment Trust	6.39
Invesco Income Growth	Investment Trust	4.29
Aberdeen Diversified Inc&Growth	Investment Trust	4.19
St James's Place Global Equity	Unit Trust	3.70
Electra Private Equity	Investment Trust	1.35
Jupiter Income Trust	Unit Trust	1.33
		70.79

**Country Exposure**

Country	£m	%
UK	12.9	62.0
USA	7.9	38.0
Total investments	20.8	100.00

**Value (dividends reinvested) of £100 invested in ordinary shares (source: AIC)**

	£
1 year	81.0
3 year	110.7
5 year	146.5

**Salient Facts**

Launch Date	1996
Management	Self-managed
Year/Interim End	31 December/30 June
Capital Structure	25,000,000 Ordinary Shares of £1 (listed); 10,000,000 Convertible Preference Shares of £1 (unlisted)
Number of Holdings	30
Net Assets (£m)	15.5
Yield	12.29%
Dividend Dates	Interim dividend – November Final dividend – June
Share price (p)	70.0
NAV/share (p)	44 (diluted) 22 (undiluted)
Premium	57.7% 216.2%
Ongoing charges	4.18%
Sedol Code	0065311
ISIN Code	GB000065311

**Status**

Eligible to be held in an ISA or Savings Scheme.

**Contact**

British & American Investment Trust PLC

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1 Chesham Street

London SW1X 8ND

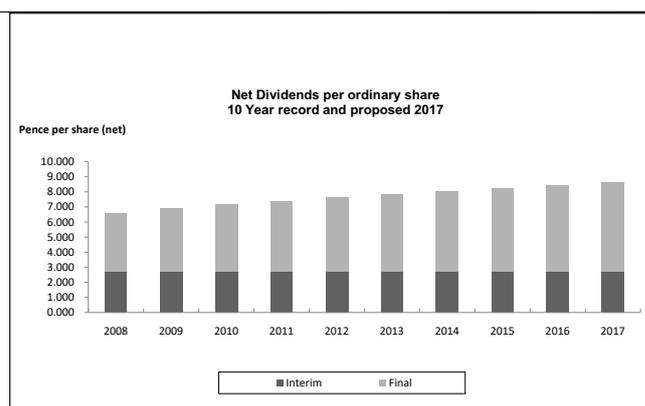
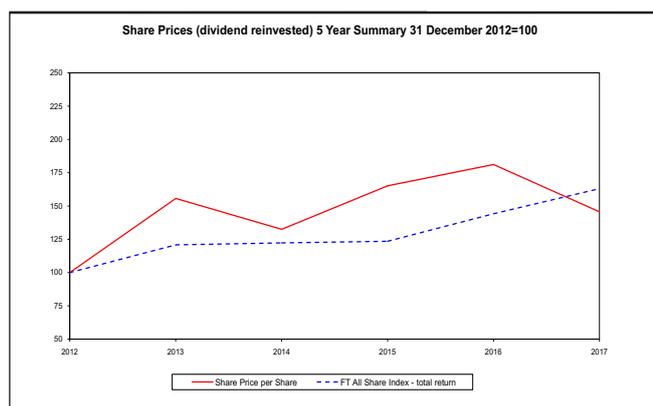
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# **British & American Investment Trust PLC**

Annual Report and Accounts  
for the year ended 31 December 2017

Registered number: 00433137

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## Directors and officials

### **Directors**

J Anthony V Townsend (*Chairman*) - retired 31 December 2017

Jonathan C Woolf (*Managing Director*)

David G Seligman (*Non-executive*) - appointed as Director 26 September 2017 and as Chairman 1 January 2018

Dominic G Dreyfus (*Non-executive and Chairman of the Audit Committee*)

Ronald G Paterson (*Non-executive*)

### **Secretary and registered office**

KJ Williams ACA

Wessex House

1 Chesham Street

London SW1X 8ND

### **Registrars**

Neville Registrars Limited

Neville House

18 Laurel Lane

Halesowen

West Midlands

B63 3DA

### **Bankers**

Metro Bank PLC

One Southampton Row

London

WC1B 5HA

UBS

5 Broadgate

London

EC2M 2QS

Lloyds Bank plc

2nd Floor

39 Threadneedle Street

London

EC2R 8AU

### **Auditors**

Hazlewoods LLP

Windsor House

Bayshill Road

Cheltenham

GL50 3AT

## Biographical details of directors and investment policy

### Chairman

J Anthony V Townsend (Age 70)

Chairman of F&C Global Smaller Companies PLC, Finsbury Growth & Income Trust PLC, Miton Global Opportunities plc and Gresham House plc. Past chairman of the Association of Investment Companies (2001-2003). Non-executive director of other companies. Appointed 6 October 1999. Retired as Chairman and Director 31 December 2017.

### Managing Director

Jonathan C Woolf (Age 61)

Director of Romulus Films Limited and associated companies, formerly merchant banker with S G Warburg & Co. Ltd. Appointed 14 July 1983.

### Non-Executive

David G Seligman (Age 66)

Formerly a director of S.G. Warburg and Co Ltd in corporate finance and private equity advisory. Founder of Seligman Private Equity Select, a private equity fund-of-funds. Appointed as Director 26 September 2017 and as Chairman 1 January 2018.

Dominic G Dreyfus (Age 61)

Formerly a director of BCI Soditic Trade Finance Ltd, formerly managing director of Soditic Limited and Membre du Directoire, Warburg Soditic SA, Geneva. Appointed 13 May 1996.

Ronald G Paterson (Age 61)

Solicitor, partner in Eversheds Sutherland (International) LLP. Formerly a partner in Frere Cholmeley Bischoff and Bischoff & Co. and formerly a member of the Technical Committee of the Association of Investment Companies. Appointed 1 January 2001.

## Investment policy

To invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth. Full details of the company's investment policy are contained in the Business Review on page 14.

## AIC

The company is a member of the Association of Investment Companies (AIC) and is represented on the AIC Self-Managed Investment Trust Committee.

The company has been included as a 'Dividend Hero' for 2017 by the Association of Investment Companies for the second year in a list of the 20 investment trusts which have maintained a consistent 20 year record of increasing dividends.



## Chairman's statement

I am pleased to report for the first time as Chairman our results for the year ended 31 December 2017. I would also like to thank my predecessor, Anthony Townsend, who retired from the board at the end of 2017 for his many years of excellent service as Chairman and director of the company.

### Revenue

The return on the revenue account before tax amounted to £2.2 million (2016: £1.5 million), an increase of 50 percent. This increase was due to higher levels of both external dividend receipts and dividends received from subsidiary companies compared to the previous year.

Gross revenues totalled £2.7 million (2016: £2.3 million). Film income of £101,000 (2016: £85,000) and property unit trust income of £15,000 (2016: £15,000) was received in our subsidiary companies. In accordance with IFRS10, these income streams are not included within the revenue figures noted above.

The total return before tax amounted to a loss of £4.7 million (2016: £5.2 million loss), which comprised net revenue of £2.2 million, a realised loss of £1.4 million and an unrealised loss of £5.2 million. The revenue return per ordinary share was 7.6p (2016: 4.6p) on an undiluted basis and 6.4p (2016: 4.3p) on a diluted basis.

### Net Assets and Performance

Net assets at the year end were £15.5 million (2016: £22.7 million), a decrease of 31.5 percent. This compares to increases in the FTSE 100 and All Share indices of 7.6 percent and 9.0 percent, respectively, over the period. On a total return basis, after adding back dividends paid during the year, our net assets decreased by 20.7 percent compared to a 11.0 percent increase and a 12.0 percent increase in the FTSE 100 and All Share indices, respectively.

This significant underperformance was due to substantial falls in the value of our US investments. Geron Corporation, our largest investment, fell 13.0 percent in US dollar terms over the year and 20.5 percent in sterling terms. Although the value of this investment had risen by 34 percent in the first 6 months of 2017 as reported at the interim stage, the share price suffered a drop of over 25 percent in August following the announcement of a short delay in reporting on its clinical oncology trials which was taken badly by the markets. The main reasons for the delay were firstly that one of the primary endpoints of the trial, median overall survival (50 percent of patients), had not been reached and secondly that considerably higher response rates to the drug had been discovered in a particular subset of patients and it had been decided to add a further 20 such patients to the trial for confirmation purposes. Although these two findings would in normal circumstances be construed as positive developments, the fact that the trial results which had been expected to be announced in the fourth quarter of 2017 would be delayed by a further up to 12 months resulted in a strong and somewhat unjustified adverse market reaction.

The value of our other holdings in US stocks, Biotime Inc and Asterias Biotherapeutics, also decreased in 2017 following equity fundraisings in the first half of the year in those stocks from which their prices did not recover, resulting in falls of 41 and 51 percent, respectively, in US dollar terms over the year. Furthermore, given the depreciation of the US dollar against sterling of 10 percent over the year, the effect of these declines in sterling terms on net asset value was even more pronounced.

Since the year end, however, the value of Geron has recovered substantially and has made strong gains. A further and very positive update of the trial was announced in early March this year which has resulted in Geron's value increasing by 136 percent in the first quarter of 2018. These developments are explained in more detail in the Managing Director's report below and account for the substantial improvement in the company's net asset value as at 25 April 2018 shown below.

More generally in 2017, the UK and US equity markets showed strong and abnormally steady growth throughout the year of 8 percent and 25 percent, respectively, to reach all time highs by the end of the year. This was despite a wide number

## Chairman's statement (continued)

of unfolding political and financial events over the year which could easily have had a destabilising effect. These included a snap general election in the UK with an unexpected result which lost the Conservative government its majority, many months of impasse and frustration in the Brexit negotiation process with no initial agreements achieved until the end of the year, an angry political stand-off between the USA and North Korea over its nuclear ambitions. In addition, confrontation between Congress and the Trump administration and a dysfunctional White House which brought into doubt the administration's ability to deliver on its promised reflationary programme of tax cuts and infrastructure investment with the resulting uncertainties on the pace and size of US dollar interest rate normalisation over the year. Despite all this, volatility remained at its lowest levels for many years as markets decided to ignore the risks associated with these events. The main reason for the strong market advances was the recognition that most world economies had entered into a period of synchronised growth with corporate profitability showing strong performance against a background of cheap money and low inflationary pressures. Although central banks had started to follow the lead of the Federal Reserve in reducing the monetary stimulus of earlier years by ending or moderating the levels of quantitative easing applied to their economies, they were also careful to make it known that any rises in rates would be gradual and limited. Consequently, while bond prices continued to adjust downwards to reflect likely increases in rates in the forthcoming periods, it was not a disorderly reaction and equities by contrast enjoyed strong support pushing valuations forward to record levels.

This strength in equities was further magnified at the year end when the Trump administration finally pushed through a programme of tax cuts which was considered very favourable to business, particularly companies operating in the digital economy and other sectors with significant accrued profits held overseas. The fact that this large and unfunded tax cut would add significantly to the already large US budget deficit in the coming years was not sufficient to curb enthusiasm in the market and stocks rose a further 9 percent in the USA over the end of the year.

Since that time, however, a significant reversal in US stock prices occurred in the first quarter of 2018. At one point The DOW index retreated by 9 percent in the first week of February after suffering the largest intra-day fall on record of 1600 points or 7 percent. The market had finally been destabilised by statistics which suggested a significant increase in hourly labour costs in the USA, indicating a return of inflationary pressures and a potentially faster rise in US dollar interest rates than previously indicated by the Federal Reserve. Shortly thereafter, the Trump administration embarked upon a new and more aggressive trade policy threatening and even welcoming the prospect of an international trade war. This had the effect of destabilising the market further just as it had begun to recover from the falls experienced at the beginning of February. By the end of the quarter, the US equity market had fallen by 9.5 percent since the high point achieved at the end of January and the UK market had fallen by 9.0 percent reversing all of the gains achieved in 2017.

### **Dividend**

We are pleased to recommend an increased final dividend of 5.9p per ordinary share, which together with the interim dividend makes a total payment for the year of 8.6p (2016: 8.4p) per ordinary share. This represents an increase of 2.4 percent over the previous year's total dividend and a yield of 12.3 percent based on the share price of 70p at the end of the year. The final dividend will be payable on 28 June 2018 to shareholders on the register at 25 May 2018. A dividend of 1.75p will be paid to preference shareholders resulting in a total payment for the year of 3.5p per share.

We are pleased to have been named as a 'Dividend Hero' by the Association of Investment Companies for the second year running as one of the 20 investment trusts which have maintained a consistent 20 year record of increasing dividends. This is obviously good news for the company and shareholders alike.

## Chairman's statement (continued)

### **Investment Policy**

We made various modifications to our published investment policy during the year which were approved by shareholders at the Annual General Meeting held on 27 June 2017. These changes were set out in detail in last year's annual report.

### **Outlook**

With the unprecedented run of low volatility and unabated growth in equities in 2017, we took the opportunity to take profits in some of our UK fund investments and reduce debt after having exited our fixed interest positions in the previous year.

The sustained pattern of growth in equity markets in the US and UK has now broken down and in the USA the market has now experienced two albeit brief technical corrections of 10 percent in the first 4 months of the year, perhaps presaging a possible end to the bull market which has run since 2009.

Erratic and seemingly 'on the hoof' policy making from the Trump administration together with the UK entering the politically difficult period of the final 12 months prior to Brexit do not bode well for strength in equity markets over the medium term, even if in the short term economic growth and corporate earnings remain firm.

Against this background, we remain invested in our US biotechnology stocks waiting to capture the gains expected as their programmes advance and reach maturity but we do not expect to add to our other long term investments at this point.

As at 25 April 2018, our net assets had increased to £20.4 million, an increase of 31.4 percent since the beginning of the calendar year due principally to the 132.8 percent increase in the share price of Geron Corporation over this period. This is equivalent to 41.7 pence per share (prior charges deducted at par) and 58.3 pence per share on a diluted basis. Over the same period the FTSE 100 decreased 4.0 percent and the All Share Index decreased 3.8 percent.

David Seligman

27 April 2018

## Managing Director's report

2017 was characterised by strong growth in equity markets, very low levels of volatility, synchronised growth in the world's major economies, good corporate earnings and continued if moderating levels of monetary stimulus provided by central banks. Equity markets in the USA and UK reached all time highs after a year of high and steady growth although the UK market was somewhat less buoyant as a steady recovery in sterling from its post-Brexit lows created a headwind for UK stocks with significant foreign earnings.

As the year progressed, doubts began to grow about the sustainability of this pattern of strong market performance against a background of increasing political risk. In the USA concerns grew that the legislative confrontation between Congress and the Trump administration and erratic policy making and management by a White House pre-occupied by the special counsel's investigations into Russian involvement in the US presidential election would derail the administration's reflationary programme of tax cuts and infrastructure investment. In the UK, the unexpected snap general election result and lack of progress on Brexit negotiations within the tight timetable had the effect of dampening growth and delaying corporate investment decisions as visibility on the UK's status post Brexit in terms of trade and investment remained unclear.

Nevertheless, markets chose to ignore these concerns, focusing instead on the arrival of the long awaited synchronised growth in major economies and strong earnings momentum. When the promised tax cuts in the USA were finally agreed in late November, equities received a further boost as it became clear that instead of benefiting middle America as originally promised during the presidential campaign, the bulk of the cuts were mainly aimed at corporate America. This also meant, however, that the general trickle down effects of the tax cuts on middle income earners and the economy in general would be less likely to occur. Corporates and their wealthier owners would be more likely to retain the windfall benefits of the cuts and therefore the increases to an already bloated US government debt caused by the tax cuts over the medium term would be less likely to be offset by increases in general economic activity.

Since the year end, equity markets have become increasingly volatile, falling back considerably from their end-January highs. This follows concerns of overheating in the USA, the potential revival of inflation and higher interest rates as the recent tax cuts give an unnecessary fiscal stimulus to an already growing economy. In addition, the Trump administration's apparent eagerness to promote an international trade war together with recent unwarranted attacks on the operations of Amazon have served to undermine further confidence in equities at this time.

Following gradual reductions in our portfolio's exposure to fixed interest and UK fund investments over the past 18 months in response to perceived over-valuations, we have reduced our modest debt position while continuing to maintain our progressive dividend policy in anticipation of a period of greater volatility in equity markets and a return to valuation levels more commensurate with the medium term background risks noted above and in the Chairman's statement.

Our main focus for the time being is on achieving our capital growth objectives through our exposure to our US biotechnology investments and our income objectives through our existing UK fund investments, capturing of special dividends and income received from group subsidiaries. As already noted, after a long period of weakness, Geron's share price has recently recovered strongly as the next and important stage in its clinical trials process in collaboration with Johnson & Johnson reaches a conclusion. Greater detail on the background to this is given below.

### **Geron Corporation**

As set out in detail in last year's annual report, Geron Corporation is in the process of conducting clinical trials of its telomerase inhibitor drug, Imetelstat, in collaboration with its partner Johnson & Johnson in two haematological malignancies (blood cancer), Myelofibrosis (MF) and Myelodysplastic syndrome (MDS). Under the collaboration agreement entered into in 2014, Johnson & Johnson co-funds and manages these trials and will pay Geron a series of substantial milestone payments totalling US\$ 1 billion as the trials proceed through the various trial stages to approval and

## Managing Director's report (continued)

commercialisation.

A significant stage was due to be reached in the last quarter of 2017 when interim results from the MF trial were due to be released at which time Johnson & Johnson would make a one-time decision whether to continue with the trial and trigger the next in the series of milestone payments. As noted in the Chairman's statement above, this decision point was delayed in August last year for up to a further 12 months because data released at that time in relation to median overall survival and enhanced efficacy in a subset of patients suggested further time to collect additional results would provide a more compelling set of data on which to base the eventual submission to the FDA to approve the drug for commercialisation.

Although these interim trial results announced in August were very positive for the ultimate success of the drug, the market focused more on the delay rather than the reason for the delay. The fact that the median overall survival rate had not been reached indicates more patients were surviving for longer on the drug. The fact that a subset of patients responded even more vigorously to the drug, requiring additional recruiting of such patients to confirm the outstanding result, is a further sign of the potential success and likely approval of the drug. Nevertheless, the market price of Geron fell 20 percent at this time and drifted to a low point by year end.

However, a further and very positive update of the trial was recently announced in early March this year indicating that median overall survival had still not been reached and bringing forward the Johnson & Johnson decision point to the third quarter of this year. In addition the trial was permitted to be extended by the FDA beyond its original end date to allow patients to continue benefiting from the drug.

The fact that median overall survival has still not been reached after a further six months is a significant result as it shows that Geron's drug offers MF patients significantly longer life expectancy by a factor of two or three times more than the leading alternative drug on the market, the single-product owner of which is valued at US\$ 20 billion. This latest news was well received and served to re-invigorate Geron's market value, with the price climbing over 150 percent from its earlier levels after this announcement.

As previously noted, our strategy is to achieve the portfolio's growth objectives through our US investments. Geron's latest promising results and recent re-rating by the market bodes well for our continued holding of this investment. Furthermore, having been granted Fast Track status by the FDA at the end of last year, there is now also the potential for the normal trial and approval process timetable to be accelerated.

### **Packaged Retail and Insurance-based Investment Products (PRIIPs)**

Under the EU's PRIIPs regulation, collective investment schemes, including this company as an investment trust, are required from this year to produce a Key Information Document (KID) to be published on their websites setting out various performance and cost statistics. The format and calculation of the statistics are strictly prescribed by the regulation and, particularly in respect of the performance statistics, differ significantly from the ways in which we report our financial information in our accounts. This is because the calculation required by PRIIPs of future performance using various possible scenarios is based wholly on past performance only. As market participants have pointed out, making future projections based on past performance is a potentially misleading exercise and is normally vigorously avoided. Furthermore, integral to these calculations is a projection of future dividends which, under Stock Exchange rules, has long been a basic error which listed companies have been meticulous to avoid in their reporting or presentations as such projections require formal verification in an accountant's report.

Following strong objections by participants, the FCA moved in January to relax the rule, allowing participants to include performance statistics as previously reported and with all the caveats existing and future shareholders would expect to see with regard to projections of future performance and dividends. Our treatment of the statistics under the KID is shown

## Managing Director's report (continued)

and explained in more detail on our website where the KID is required to be published. It is regrettable that such basic errors which flout normal listed company reporting rules were not identified and amended earlier by the regulators before being brought into effect. Prior consultation with market participants and professionals would have quickly identified the serious problems inherent in the new rules.

### **Markets in Financial Instruments Directive II (MiFID II)**

Another area where regulators have regrettably fallen short has been in relation to the mishandled introduction at the beginning of this year of the EU's rules under MiFID II. These rules had been brought in to amend and broaden the rules of transparency in reporting and markets as implemented by the original MiFID in 2007 which had singularly failed to achieve their original objectives, in fact making markets less transparent in many ways.

The introduction of Mifid II was also less than optimal as major clearing exchanges were not ready for the implementation and had to be granted wholesale and multi-year exemptions from the rules (ICE Futures Europe, London Metal Exchange and Eurex Clearing). On a participant level, MiFID II's additional regulation on trading procedures, reporting and risk has imposed such levels of administrative burden on market traders and brokers that best execution is not always achievable within an acceptable timeframe. The risk reporting procedures now required in respect of complex instruments, trading strategies or specialised market sectors such as traded options, CFD trading, short sales or even whole asset classes such as investment trusts has in some cases resulted in brokers withdrawing coverage of these instruments or practices completely from their clients.

Lastly, the new rules surrounding transparency in the cost of providing research has discouraged many firms from sourcing or providing any research to clients at all and as a result yet further barriers are placed between retail investors and their existing or prospective investments.

Altogether, this can hardly be considered an effective way of promoting transparency in markets, efficiency and competition in trading or effectiveness in investing. Once again, rules developed by EU bureaucrats without the due benefit of professional and market-based input have, in many respects, resulted in outcomes diametrically opposite to those intended.

Jonathan Woolf

27 April 2018

Strategic Report (continued)

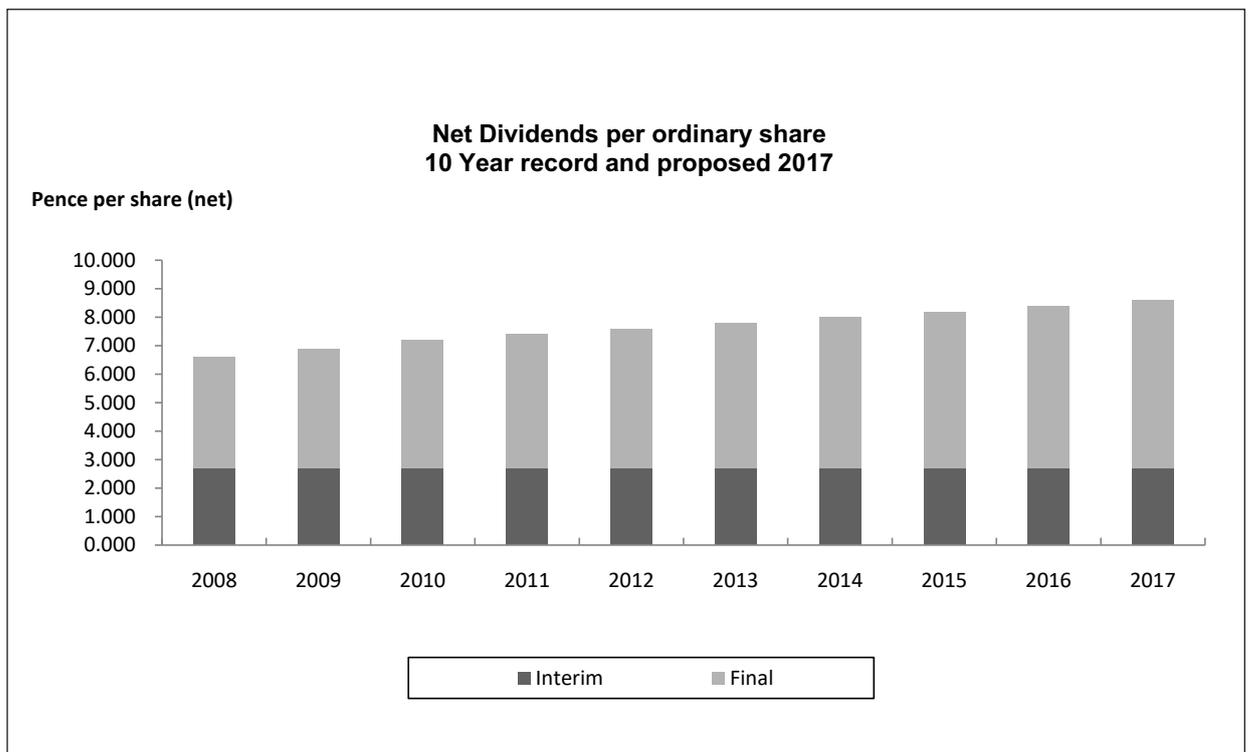
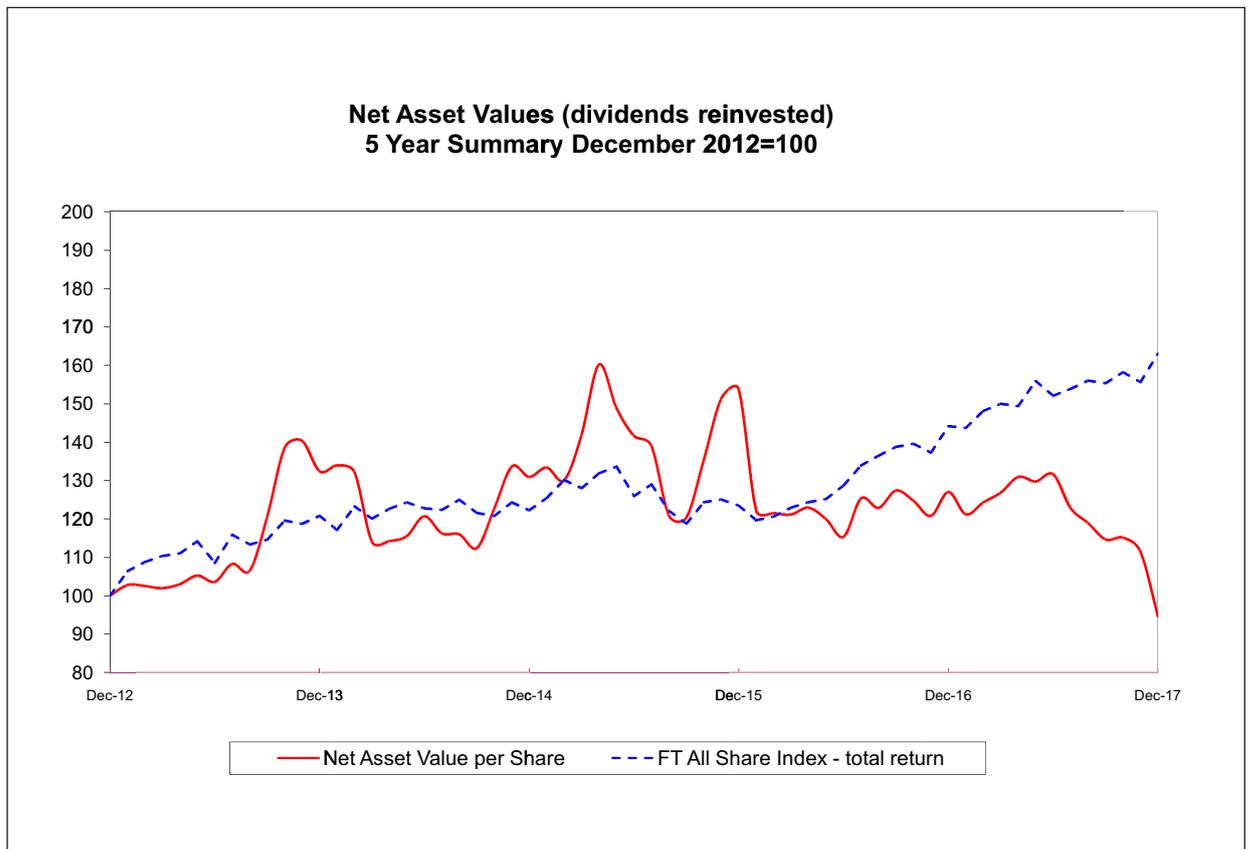
Financial highlights

For the year ended 31 December 2017

	2017			2016		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Profit/(loss) before tax – realised	2,210	(1,694)	516	1,474	(2,502)	(1,028)
Loss before tax – unrealised	–	(5,249)	(5,249)	–	(4,134)	(4,134)
Profit/(loss) before tax – total	<u>2,210</u>	<u>(6,943)</u>	<u>(4,733)</u>	<u>1,474</u>	<u>(6,636)</u>	<u>(5,162)</u>
Earnings per £1 ordinary share – basic	<u>7.58p</u>	<u>(27.77)p</u>	<u>(20.19)p</u>	<u>4.63p</u>	<u>(26.55)p</u>	<u>(21.92)p</u>
Earnings per £1 ordinary share – diluted	<u>6.41p</u>	<u>(19.84)p</u>	<u>(13.43)p</u>	<u>4.31p</u>	<u>(18.96)p</u>	<u>(14.65)p</u>
Net assets			<u>15,534</u>			<u>22,682</u>
Net assets per ordinary share						
– deducting preference shares at par			<u>22p</u>			<u>51p</u>
– diluted			<u>44p</u>			<u>65p</u>
Diluted net asset value per ordinary share at 25 April 2018			<u>58p</u>			
Dividends declared or proposed for the period						
per ordinary share – interim paid			2.7p			2.7p
– final proposed			5.9p			5.7p
per preference share			3.5p			3.5p

Basic net assets and earnings per share are calculated using a value of par for the preference shares. Consequently, when the net asset value attributed to ordinary shares remains below par the diluted net asset value will show a higher value than the basic net asset value.

Net asset and dividend growth



## Distribution of investments and cash

## Distribution of investments and cash balances:

	At valuation		
	25 April	31 December	31 December
	2018	2017	2016
	£000	£000	£000
Investment Trusts (equities)	5,811	6,293	8,287
Biomedical – USA	7,896	3,503	5,283
Biotechnology	2,586	2,500	4,499
Pharmaceuticals and healthcare	1,108	1,835	2,711
Unit trusts	272	1,048	1,498
Transport	120	125	128
Software and computer services	67	67	87
Support services	47	52	137
Other Financial	44	40	34
Media	36	28	27
Financial services	16	17	17
Overseas	1	1	1
Life Assurance	–	–	326
Telecommunications	–	–	149
Multi utilities	–	–	95
Total quoted equities	<u>18,004</u>	<u>15,509</u>	<u>23,279</u>
Preference shares	–	–	268
	18,004	15,509	23,547
Unquoted - Biotechnology	5	5	5
Unquoted promissory note - Biotechnology	49	51	102
Unquoted subsidiaries*	<u>6,661</u>	<u>5,277</u>	<u>6,058</u>
	24,719	20,842	29,712
Balances at banks and stockbrokers	<u>1,160</u>	<u>2,307</u>	<u>423</u>
	<u>25,879</u>	<u>23,149</u>	<u>30,135</u>

This represents gross assets and therefore excludes bank loans and the guarantee of subsidiary obligations by the parent.

\*The majority of the assets of the subsidiaries comprise loans due from the parent company or fellow subsidiaries (£3.8 million, 2016 – £5.1 million) with the balance split approximately between 4% UK quoted investments, 26% overseas quoted investments excluding overseas options treated as creditors, 3% UK commercial property unit trusts and 14% fair value of film rights.

## Strategic Report (continued)

### Investment portfolio

At 31 December 2017

<u>Company</u>	<u>Nature of business</u>	Valuation £000	% of Portfolio
Geron Corporation (USA)	Biomedical	3,503	16.81
Dunedin Income Growth	Investment Trust	2,615	12.55
Biotime Inc (USA)	Biotechnology	2,374	11.39
Asterias Biotherapeutics (USA)	Pharmaceuticals	1,832	8.79
Merchants Trust	Investment Trust	1,331	6.39
Invesco Income Growth Trust	Investment Trust	895	4.29
Aberdeen Diversified Income & Growth Trust	Investment Trust	874	4.19
St James's Place Global Equity	Unit Trust	771	3.70
Electra Private Equity	Investment Trust	281	1.35
Jupiter Income Trust	Unit Trust	277	1.33
JZ Capital Partners	Investment Trust	150	0.72
Braemar Shipping Services	Transport	125	0.60
OncoCyte (USA)	Biotechnology	105	0.50
Invesco Perpetual Enhanced	Investment Trust	90	0.43
B.S.D. Crown	Software and computer services	65	0.31
Biotime Promissory Note	Biotechnology	51	0.24
Angle	Support services	50	0.24
ADVFN	Other Financial	40	0.19
City Merchants High Yield Trust	Investment Trust	33	0.16
Audioboom Group	Media	28	0.14
20 Largest investments (excluding subsidiaries)		15,490	74.32
Investment in subsidiaries		5,277	25.32
Other investments (number of holdings : 10)		75	0.36
Total investments		20,842	100.00

#### Holdings in other investment companies

It is the company's stated policy to have an unlimited percentage of its gross assets in other listed investment companies. In accordance with the Listing Rules, the company will restrict any future investments in listed investment companies, which themselves do not have a policy of restricting their investments in other listed investment companies to 15% (or less) of their gross assets, to 10% of its gross assets at the time of the investment. As at 31 December 2017, nil% of the company's total assets were invested in the securities of other UK listed investment companies which themselves do not have a policy of restricting their investments to the 15% mentioned above.

## Strategic Report (continued)

### Five year record

#### Capital

At 31 December	Equity shareholders' funds £000	Net asset value per share (diluted) pence	Share price pence	Premium (diluted) %
2013	30,895	88.3	106.5	20.6
2014	27,126	77.5	83.0	7.1
2015	30,211	86.3	95.0	10.1
2016	22,682	64.8	95.0	46.6
2017	15,534	44.4	70.0	57.7

#### Revenue

Year to 31 December	Total income £000	Profit after tax £000	Earnings per ordinary share (diluted) pence	Ongoing charges %	Dividend per ordinary share (net) pence
2013	3,073	2,742	7.83	2.06	7.80
2014	2,871	2,470	7.06	2.15	8.00
2015	3,206	2,729	7.80	2.26	8.20
2016	2,263	1,507	4.31	3.26	8.40
2017	2,732	2,245	6.41	4.18	8.60

Earnings per ordinary share (diluted) is based on the revenue column of the 'Profit/(loss) for the period' in the Income statement and on 35,000,000 ordinary and convertible preference shares in issue.

Ongoing charges is based on the ratio of Total expenses to average shareholders' funds. The increase in 2017 is due to the decrease in shareholders' funds at the end of the year as the absolute level of Total expenses has not significantly changed.

#### Cumulative performance (2012=100)

Year to 31 December	Net asset value total return	AIC NAV Sector return	Share price total return	AIC Share price Sector return	FTSE All Share total return
2012	100	100	100	100	100
2013	132	131	156	129	121
2014	127	136	132	134	122
2015	154	145	165	141	123
2016	127	159	181	151	144
2017	95	180	146	169	163

## Business review

### Business and status

The activities of the company and its subsidiary undertakings during the accounting year were as follows:

<b>Company</b>	<b>Activities</b>
British & American Investment Trust PLC (the 'company')	Investment trust
BritAm Investments Limited	Investment holding
Second BritAm Investments Limited	Investment holding
British & American Films Limited	Film investment company

All subsidiaries are incorporated in the United Kingdom and have their registered office as that of British & American Investment Trust PLC, which can be found on page 1 of the report.

The company is an investment company under section 833 of the Companies Act 2006.

The company has obtained approval as an investment trust from HM Revenue & Customs for all accounting periods commencing on or after 1 January 2012 and has continued to conduct its affairs in compliance with the ongoing requirements of section 1158 of the Corporation Tax Act 2010.

### Future prospects

The future prospects of the company are explained in the Chairman's Statement on pages 3 to 5 and in the Managing Director's Report on pages 6 to 8.

### Investment policy

The company's stated investment policy, as approved at the Annual General Meeting held on 27 June 2017, is to invest 'predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth'.

In fulfilling this policy, the company acts as a long-only investment vehicle and in recognition of its status as an authorised investment trust and parent of a group of companies comprising two other investment companies and a film investment company. The company does not normally utilise gearing in its portfolio but will from time to time be temporarily modestly geared to facilitate re-alignment of the investment portfolio. The company does on occasion make use of derivative instruments to hedge exposures to particular investments or markets. The company may write options on shares held within the investments portfolio where such options are priced attractively relative to longer term expectations of the relevant share prices.

#### Investment Policy

To invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth.

#### Asset Allocation

##### *Equities*

The majority of the UK equity element of the portfolio will be invested in listed investment trusts, unit trusts and other collective investment schemes, the balance being invested in other UK listed companies and unquoted investments, the latter subject to a maximum of 5% of the portfolio.

The majority of the US equity element of the portfolio will be invested in listed stocks in the biotechnology, biopharma and pharmaceutical sectors, the balance being invested in listed companies in other sectors.

##### *Fixed Interest*

Fixed interest holdings may be held for yield enhancement purposes and may account for up to 50 percent of the total portfolio if market conditions are considered appropriate.

## Business review (continued)

### *Risk Diversification*

Risk is managed through diversification of holdings, investment limits set by the board and appropriate financial or other controls relating to the administration of assets.

The company maintains a diversified portfolio of investments, typically comprising around 50 holdings, but without restricting the company from holding a more or less concentrated portfolio from time to time as circumstances require.

The maximum exposure at time of investment to any one entity is 15% of total assets.

Derivative instruments are used in certain circumstances, and with the prior approval of the board, for hedging purposes.

### *Gearing*

Liquidity and borrowings are managed with the aim of increasing returns to shareholders. The company's net gearing range may fluctuate between 0% and 20% based on the current balance sheet structure with an absolute limit of 40%.

### *Portfolio Investment Level*

As a general rule, it is the board's intention that the portfolio should be reasonably fully invested. An investment level of 90% of shareholder funds (net of short term cash held for dividend payments) is regarded as a guideline minimum level, although lower levels of investment may be considered appropriate for a period of time in the event of unusual market conditions.

### **Investment strategy and Business model**

The company's objective is to achieve a balance to investors of growth in income and capital in order to sustain a progressive dividend policy. The policy of the investment portfolio is to invest predominantly in investment trusts and other leading UK and US-quoted companies.

Investments are self-managed. The portfolio currently consists of a diversified list of around 20 UK quoted companies, investment in subsidiaries (25.3% of the portfolio), 8 overseas quoted companies, 1 overseas unquoted holding and 1 UK unquoted holding.

Historically, investments in other investment trusts have accounted for approximately 50 (currently 30) percent of the total portfolio with the balance being invested in a selection of leading quoted companies and other investments to provide opportunities for capital growth and income generation. Currently, these individual exposures are in the US biomedical (16.8%), biotechnology (12.6%), and pharmaceuticals (8.8%). The other investments have often been concentrated in a small number of companies, typically in the finance, software and computer services, media, transport, support services and have individually represented as much as 2 to 10 percent of the portfolio. Smaller size investments are made in other UK listed companies (currently 8, accounting for 1.6% of the portfolio).

The implementation of portfolio strategy includes some purchases of investee stocks after the announcement of a dividend and, consequently, some of the revenue income may have a corresponding capital loss, on the subsequent disposal of these investments.

The investments in investment trusts are spread over a wide number and variety of trusts including UK, generalist, specialist, income, overseas and split capital trusts in order to respond to the objectives of the stated investment policy. Generally, for the larger of such investments, trusts offering exposure to both the UK and US markets, a discount greater than 5 percent and a yield in excess of the benchmark yield is sought.

The company currently does not hedge against currency fluctuations.

At 31 December 2017 the company's current liabilities included a bank loan of £4,244,000 and trade and other payables of £1,010,000. At 31 December 2017 the company's gearing was 13.07% (2016 – 13.52%).

## Business review (continued)

Whenever total investment in UK listed investment companies, which have not declared an investment policy to invest less than 15% of their gross assets in other UK listed investment companies, exceeds 10% of gross assets, no further investments in such companies are made until the total investments in such companies returns below 10% of gross assets. Currently these investments amount to nil% of company gross assets.

Portfolio performance in capital and income is measured and reported against the benchmark FTSE All Share Index and relative performance against AIC peer group members is monitored. There is a recognition that at times, particularly when foreign or foreign currency denominated investments form a significant element of the portfolio, a certain degree of performance mismatch to the benchmarks is likely to occur.

### Performance

The directors consider a number of performance measures to assess the company's success in achieving its objectives.

The key performance indicators (KPIs) used to measure the performance of the company over time are the following established industry measures:

- the movement in net asset value per ordinary share (after deducting preference shares at par) compared to the benchmark FTSE All Share Index;
- share price total return;
- the discount (after deducting preference shares at par);
- the ongoing charges;
- earnings per share;
- dividend per share.

A historical record of these measures is shown on pages 9, 10 and 13.

The board also considers peer group comparative performance.

The review of the business is included in the Chairman's Statement on pages 3 to 5 and Managing Director's Report on pages 6 to 8. Information on movements in the NAV and on investments since the year end is included on pages 9 and 11 respectively.

### Discount/premium

The discount or premium, in absolute terms and relative to other similar investment trust companies, and the composition of the share register is monitored by the board. While there is no discount target or management policy the board is aware that discount volatility is unwelcome to many shareholders and that share price performance is the measure used by most investors. The board seeks to provide effective communication to existing and potential shareholders and maintain the profile of the company.

### Principal risks and uncertainties

The principal risks facing the company relate to its investment activities and include market risk (other price risk, interest rate risk and currency risk), liquidity risk, gearing risk and credit risk. An explanation of these risks and how they are managed is contained in note 19 to the accounts on pages 51 to 55. The other principal risks to the company are loss of investment trust status, which is explained on page 14 and operational risk. Operational risk is the risk of inadequate or failed processes or systems. The main potential risk relates to systems for holding and administering investments. There is a framework in place to manage this risk which is monitored and reviewed by the board twice a year.

The board has carried out a robust assessment of the risks, which include those that would threaten its business model, future performance, solvency and liquidity, and mitigating actions it has taken.

## Business review (continued)

### Financials

The financial highlights for the year under review are as follows: the net asset value per share assuming conversion of the preference shares decreased by 31.5% on a diluted basis during the year, compared to an increase in the benchmark (FTSE All Share) of 9.0%, ordinary share dividends increased by 2.4% to 8.6p per share and the premium of the share price over the net asset value per share assuming conversion of the preference shares moved from 46.6% to 57.7% at the year end.

### Political Risk

Progress on the negotiations of the UK's withdrawal from the EU under the Article 50 of the Treaty on European Union is being closely monitored and considered by the board as it may have practical consequences for the company.

### Board Diversity

The Board recognises the importance of having a range of skilled, experienced individuals with the appropriate knowledge in order to allow the Board to fulfil its obligations. At 31 December 2017, the Board consisted of four men. The Board's statement on diversity is set out in the Statement of Corporate Governance on page 60.

### Viability Statement

In accordance with provision C2.2 of the UK Corporate Governance Code, published by the Financial Reporting Council in September 2014, the directors have assessed the viability of the company over a period of three years, taking account of the company's current position and the potential impact of the principal risks and uncertainties. The directors believe this period to be appropriate as it reflects the longer term investment strategy of the company in terms of both investment prospect and income growth.

In considering the viability of the company, the directors have conducted a thorough assessment of each of the principal risks and uncertainties and in particular the impact of market risk where a significant fall in global equities markets would adversely impact the value of the investment portfolio. The directors have also considered the company's income and expenses and dividend policy having undertaken a review of revenue projection and its liquidity in the context of the majority of its investments being listed equities which are readily realisable and so capable of being sold to provide funding if required. The company also considered how the forecast income stream and levels of reserves could impact on the company's ability to pay dividends to shareholders over that period in line with its dividend policy.

The directors currently support the continuation of the company and expect that the company will continue to exist for the foreseeable future, at least for the period of the assessment. Based on this assessment, the directors have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the next three year period.

### Employee, social, human rights, economic and environmental responsibility

The company, with the support of the Board, takes environmental, social and governance factors and human rights issues into consideration with regard to investment decisions made on behalf of the company.

Details of the company's policy on socially responsible investment can be found under Corporate governance and Stewardship on pages 61 and 62.

The company considers that it does not fall within the scope of the Modern Slavery Act 2015 and it is not, therefore, obliged to make a slavery and human trafficking statement. The company considers its supply chains, dealing with professional advisers and service providers in the financial services industry, to be low risk.

## Business review (continued)

### Employee, social, human rights, economic and environmental responsibility (continued)

The number of directors and employees during the year were 11 (2016 – 12).

	2017		2016	
	Male	Female	Male	Female
Directors (non-executive)	3	0	3	0
Directors (executive)	1	0	1	0
Employees	1	6	1	7

### ISAs

The company has conducted its investment policy so as to remain a qualifying investment under the ISA regulations. It is the intention of the directors to continue to satisfy these regulations.

### Common Reporting Standards

Shareholders may receive requests for personal information to comply with new legal obligations introduced to reduce tax evasion by a new piece of legislation, The OECD Common Reporting Standard for Automatic Exchange of Financial Account Information ('The Common Reporting Standard'), which came into effect from 1 January 2016. The legislation requires investment trust companies to provide personal information to HMRC on certain investors who purchase shares in investment trusts. The company will in certain circumstances provide information annually to the local tax authority on the tax residencies of a number of non-UK based certificated shareholders and corporate entities. All new shareholders, excluding those whose shares are held in CREST, who came on to the share register with effect from 1 January 2017 have been sent a certification form for the purposes of collecting the information. While it is not compulsory that shareholders complete and return these requests we are required by law to make these requests and to report on the responses received.

Please note that only a small number of our shareholders fall into the category where we have to make these requests and only those shareholders will receive the request.

### Dividend Tax Allowance

From April 2016 dividend tax credits were replaced by an annual £5,000 tax-free allowance across an individual's entire share portfolio. For dividends paid on or after 6 April 2018 the dividend tax-free allowance of £5,000 is reduced by £3,000 to £2,000. Above this amount, individuals will pay tax on their dividend income at a rate dependent on their income tax bracket and personal circumstances. Our registrars will continue to provide registered shareholders with a confirmation of the dividends paid by British & American Investment Trust PLC and this should be included with any other dividend income received when calculating and reporting total dividend income received. It is the shareholder's responsibility to include all dividend income when calculating tax requirements.

### Suitable for Retail Investors

The company currently conducts its affairs so that the Ordinary shares can be recommended by Financial Advisers to ordinary retail investors in accordance with FCA's rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future.

The directors have considered the Annual Report and Accounts and believe that taken as a whole it is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's position and performance, business model and strategy.

The Strategic report, which includes pages 3 to 18, was approved by the board and signed on its behalf by:

J C Woolf  
Director  
27 April 2018

## Directors' report

For the year ended 31 December 2017

### Directors' report

The directors present their annual report on the affairs of the company together with the financial statements and auditors' report for the year ended 31 December 2017.

### Basis of reporting the financial statements

Shareholders should note that, we are presenting single company accounts under IFRS (International Financial Reporting Standards). In accordance with IFRS 10, the group is not permitted to consolidate its subsidiaries and therefore instead of preparing group accounts it prepares a separate financial statement for the parent entity only.

IFRS 10 'Consolidated Financial Statements' became effective from 1 January 2014. Under the initial standard (and also the subsequent revisions) the company is classified as an investment entity and is therefore required to value any investment in a subsidiary at its fair value through profit or loss in accordance with IAS 39 'Financial Instruments: Recognition and Measurement' unless the subsidiary provides services that relate directly to the company's investment activities.

In December 2014 further amendments were made to IFRS 10 such that if a subsidiary is itself an investment entity then it must not be consolidated. We reviewed all the activities of our subsidiaries and their classification as investment entities and concluded that all of the company's subsidiaries should be valued at fair value through profit or loss, and not be consolidated.

The financial statements on pages 30 to 55 therefore comprise the results of the company only.

A review of the company's activities is given in the Strategic Report on pages 3 to 18. This includes the overall strategy of the business of the company and its principal activities, main risks and uncertainties and future prospects.

### Financial statements

The financial statements will be presented for approval at the seventieth Annual General Meeting of the company to be held on Wednesday 27 June 2018.

### Results and dividends of the company for the year

The directors set out below the results and dividends of the company for the year ended 31 December 2017.

	Revenue	Capital	Total
	£000	£000	£000
(Loss)/profit before tax	2,210	(6,943)	(4,733)
Tax	35	–	35
(Loss)/profit after tax	<u>2,245</u>	<u>(6,943)</u>	<u>(4,698)</u>
Dividends	Pence per share		£000
Interim per £1 ordinary share (paid 30 November 2017)		2.7	675
3.5% preference share paid (paid 30 November 2017)		1.75	175
Final per £1 ordinary share – proposed		5.9	1,475
3.5% preference share (payable 28 June 2018)		<u>1.75</u>	<u>175</u>
			<u>2,500</u>

The dividends proposed above will be paid on 28 June 2018 to ordinary shareholders on the register at 25 May 2018 and to 3.5% preference shareholders on the register at 31 December 2017.

## Directors' report (continued)

### Directors and their interests

The present directors of the company are as set out on page 1. Mr JAV Townsend retired as Chairman of the Board and as a director of the company on 31 December 2017. Mr DG Seligman was appointed as a non-executive director with effect from 26 September 2017 and as Chairman of the Board on 1 January 2018. Having served as a director since 1996 and 2001 Mr DG Dreyfus and Mr RG Paterson respectively and, being eligible, retire and offer themselves for re-election. The director retiring by rotation is Mr JC Woolf who, being eligible, offers himself for re-election. Mr DG Seligman is subject to re-election by shareholders at the first AGM following his appointment. The Board recommends their re-election. At the time of the Annual General Meeting Mr DG Dreyfus will have completed more than 22 years service and Mr RG Paterson 17 years service as a non-executive director. In making the recommendation, the Board has carefully reviewed the composition of the Board as a whole and borne in mind the need for a proper balance of skills and experience. The Board does not believe that length of service detracts from the independence of a director, particularly in relation to an investment trust, and on that basis considers that Mr DG Dreyfus and Mr RG Paterson remain independent. It is confirmed that, following formal evaluation, the performance of each director continues to be effective and each continues to demonstrate commitment to the role.

The directors during the year ended 31 December 2017 had interests in the shares of the company as follows:

	2017		2016	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Ordinary shares of £1				
JC Woolf	460,812	15,771,562	460,812	15,771,562
DG Dreyfus	5,000	–	5,000	–
JAV Townsend (retired 31 December 2017)	7,500	–	7,500	–
RG Paterson	1,000	–	1,000	–
DG Seligman (appointed 26 September 2017)	–	–	–	–
Non-voting convertible preference shares of £1 each				
JC Woolf	–	10,000,000	–	10,000,000

Included in the non-beneficial interest in the ordinary shares of £1 each referred to above, are 6,902,812 (27.6%) (2016 – 6,902,812 (27.6%)) ordinary shares held by Romulus Films Ltd, 7,868,750 (31.5%) (2016 – 7,868,750 (31.5%)) ordinary shares held by Remus Films Ltd and 1,000,000 (4.0%) (2016 – 1,000,000 (4.0%)) ordinary shares held by PKL Pictures Limited. Romulus Films Ltd also holds 10,000,000 cumulative convertible preference shares (2016 – 10,000,000). Mediterranean Holdings Ltd has also notified an interest in all the holdings of Romulus Films Ltd and Remus Films Ltd.

Except in the ordinary course of business no director had an interest in any contract in relation to the company's business at any time during the year.

During the year the company paid £nil (2016 - £18,731) to Eversheds Sutherland (International) LLP, the company, in which RG Paterson is a partner, for professional advice.

### Other information

In addition to the directors' interests in shares detailed above, at 27 April 2018 the directors had been notified of the following interests of 3% or more of either class (these interests relate to the ordinary shares of the company):

	Number of	%	Number of	%
	shares held		shares held	
	27 April 2018		31 December 2017	
Jupiter Monthly Income Fund Unit Trust	1,665,000	6.7	1,665,000	6.7
Lady Lever of Manchester	1,186,562	4.7	1,186,562	4.7

## Directors' report (continued)

### **Share Capital**

#### Capital Structure

The company's capital comprises £35,000,000 (2016 – £35,000,000) being 25,000,000 ordinary shares of £1 (2016 – 25,000,000) and 10,000,000 non-voting convertible preference shares of £1 each (2016 – 10,000,000).

#### Dividends

The ordinary shares carry a right to receive dividends. Interim dividends are approved by the directors and the proposed final dividend is subject to shareholder approval.

The preference shares have a 3.5% fixed cumulative preferential dividend payable half yearly in equal amounts.

The company's Articles of Association specifies the preference rate of dividend and provides that, if at any dividend date the profits available for distribution are insufficient to pay the ordinary and preference shareholders at the 3.5% rate then the dividend will be paid to all shareholders *pari passu*.

Further, any arrears of preference dividend cannot be paid in any year unless the ordinary shares have received a 3.5% dividend, *on par*.

Finally, no dividends on ordinary shares may be paid if there are unpaid arrears of the preference shares dividend.

#### Capital entitlement

On a winding up, after meeting the liabilities of the company the surplus assets will be distributed as follows:

- (i) firstly, any arrears of preference shares fixed rate dividend
- (ii) secondly, an amount equal to the nominal value of the ordinary and preference shares to be paid *pari passu*
- (iii) lastly, the balance of surplus assets to be paid rateably to the ordinary shares.

#### Voting

The preference shares shall not have any right to vote unless the business of the meeting includes consideration of any resolution for the winding up of the company, purchase by the company of any of its own shares, or a reduction of the capital, or a varying of the rights of the preference shares.

On a show of hands, every ordinary shareholder (or preference shareholder in the situations described in the above paragraph) present in person (or, being a corporation, by a representative) has one vote and upon a poll every shareholder present has one vote for every share, and a proxy has one vote for every share. Information on the deadlines for proxy appointment is shown on page 68.

#### Conversion

At any time, during the period from 1 January 2006 to 31 December 2025 (both dates inclusive), and, if published audited annual accounts showing company shareholders' funds are £50 million or more, preference shareholders have the right to convert all or any of their shares on a one for one basis to new ordinary shares.

#### Purchase of shares

The company does not have a buy-back authority and no present intention to seek shareholders' approval for one.

### **Directors' & officers' liability insurance cover**

Directors' & officers' liability insurance cover was maintained by the board during the year ended 31 December 2017. It is intended that this policy will continue for the year ended 31 December 2018 and subsequent years.

### **Directors' indemnities**

As at the date of this report, indemnities are in force between the company and each of its directors under which the company has agreed to indemnify each director, to the extent permitted by law, in respect of certain liabilities incurred as a result of carrying out his role as a director of the company. The directors are also indemnified against the costs of defending any criminal or civil proceedings or any claim by the company or a regulator as they are incurred provided that

## Directors' report (continued)

### **Directors' indemnities (continued)**

where the defence is unsuccessful the director must repay those defence costs to the company. The indemnities are qualifying third party indemnity provisions for the purposes of the Companies Act 2006. A copy of each deed of indemnity is available for inspection at the company's registered office during normal business hours and will be available for inspection at the Annual General Meeting.

### **Directors' remuneration report**

The Directors' remuneration report is set out on pages 63 to 67. An ordinary resolution to approve the report will be put to shareholders at the company's next Annual General Meeting.

### **Corporate Governance**

The Corporate Governance Statement on pages 56 to 62 (which forms part of this directors' report) and the contents of the directors' report constitutes the statement on the application by the company of the principles of the UK Corporate Governance Code.

### **Greenhouse gas emissions**

As an investment company the company has no greenhouse gas emissions to report from its operations for the year ended 31 December 2017 (2016 – same) nor does it have responsibility for any other emissions producing sources. The company does not purchase electricity, heat, steam or cooling for its own use. It is located in serviced offices and it would not be practical for the company to obtain this information.

### **Bribery Act 2010**

The Bribery Act came into force on 1 July 2011. The company has a zero tolerance policy towards bribery and is committed to carrying out business fairly, honestly and openly.

### **Statement of disclosure of information to auditors**

So far as the directors are aware, there is no relevant audit information (as defined by section 418(3) of the Companies Act 2006) of which the company's auditors are unaware, and each member has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### **Directors' responsibility statement**

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations. The directors confirm that to the best of their knowledge the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the company taken as a whole and that the Strategic Report includes a fair review of the information required by rules 4.1.8R to 4.1.11R of the FCA's Disclosure and Transparency Rules.

### **Auditors**

A resolution to reappoint Hazlewoods LLP as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Jonathan Woolf  
Managing Director

Wessex House  
1 Chesham Street  
London SW1X 8ND  
27 April 2018

## Statement of Directors' responsibilities in respect of the Annual Report and Financial Statements

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

Company law requires the directors to prepare a company's financial statements for each financial year. Under that law the directors have chosen to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs).

Under section 393 of the Companies Act 2006, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Directors' Report and a Strategic Report that complies with the law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

*The maintenance and integrity of the British & American Investment Trust PLC website is the responsibility of British & American Investment Trust PLC; the work carried out by the auditors does not involve consideration of these matters and accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.*

## Independent auditor's report

### Independent auditor's report to the members of British & American Investment Trust PLC

#### Opinion

We have audited the company financial statements of British & American Investment Trust PLC (the 'company') for the year ended 31 December 2017, which comprise the statement of financial position, statement of cash flows, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to principal risks, going concern and viability statement

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the annual report that describe the principal risks and explain how they are being managed or mitigated;
- the directors' confirmation in the annual report that they have carried out a robust assessment of the principal risks facing the company, including those that would threaten its business model, future performance, solvency or liquidity;
- the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R (3) is materially inconsistent with our knowledge obtained in the audit; or
- the directors' explanation in the annual report as to how they have assessed the prospects of the company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of the assessment, including any related disclosure drawing attention to any necessary qualifications or assumptions.

## Independent auditor's report (continued)

### **An overview of the scope of our audit**

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

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified as valuation, ownership and existence of investments; valuation of unquoted investments; completeness accuracy of related party transactions disclosure; and investment trust status. Revenue recognition and management override of controls are always deemed risks in any audit. This is not a complete list of all risks identified by our audit.

### **Audit risk**

#### **Valuation, ownership and existence of quoted investments**

The company's business is investing predominantly in investments trusts and other leading quoted and unquoted companies to achieve a balance of income and growth. Accordingly, the investment portfolio is a significant, material balance in the financial statements. We therefore identified the valuation, ownership and existence of the investment portfolio as a risk that requires particular audit attention.

### **How we responded to the risk**

Our audit work included, but was not restricted to:

- Understanding management's process to recognise and measure quoted investments;
- Assessing whether the company's accounting policy for valuation of quoted investments is in accordance with IAS 39;
- Comparing quoted investment valuations to an independent source of market prices;
- Testing investment additions and disposals to contracts and bank statements; and
- Confirming investment holdings to either third party confirmations, direct investee confirmations or share certificates.

The company's accounting policy on valuation of investments is shown in note 1(c) to the financial statements and related disclosures are included in note 9. The Audit Committee identified the valuation and ownerships of investments as a significant issue in its report on page 58, where the Committee also described the action that it has taken to address this risk.

## Independent auditor's report (continued)

### Valuation of unquoted investments

Investments in subsidiary companies are held at the fair value of the underlying assets and liabilities. One of the subsidiaries has a long-held investment in film rights for certain classic films. The valuation of the underlying film rights involves significant accounting estimates and the fair value is a significant, material balance in determining the fair value of the investment in that company. We therefore identified the valuation of investment in subsidiaries, including the film rights, as a risk that requires particular audit attention.

Our audit work included, but was not restricted to:

- Understanding management's process to measure unquoted investments;
- Considering whether the underlying film rights have been valued in accordance with the stated accounting policy in Note 1 on page 36; and
- Discussing the valuation basis with management, reviewing and challenging the basis and reasonableness of the key assumptions, estimates and judgements made by management.

The company's accounting policy on valuation of investments in subsidiaries is shown in note 1(c) to the financial statements and related disclosures are included in note 9. The Audit Committee identified the valuation and ownership of investments as a significant issue in its report on page 58, where the Committee also described the action that it has taken to address this matter.

### Completeness accuracy of related party transactions disclosure

As disclosed in Note 17 on pages 48 to 50 in the financial statements, the company enters into various related party transactions to achieve its business objectives. There is a risk that the company might fail to identify and/or disclose related party transactions and balances in the financial statements. We therefore identified the completeness and accuracy of related party transaction disclosure as a significant risk that requires special audit attention.

Our audit work included, but was not restricted to:

- Performing a search for additional related parties by inspecting the company's journal entry records;
- Considering whether transactions which were the subject of our audit procedures were with related parties; and
- Agreeing related party disclosures to the company's records.

The company's disclosures of related party transactions is included in Note 17 to the financial statements.

### Investment Trust status

In order to remain tax exempt the criteria of an investment trust must be met. This includes a 15% limit on retention of revenue income after dividends and revenue expenses and a minimum of 35% of its shares must be publically traded on a recognised stock exchange.

Our audit work included, but was not restricted to:

- Reviewing calculations to ensure of that no more than 15% of revenue income was retained after dividends and revenue expenditure;
- Reviewing the shareholders' register to ensure that at least 35% of the shares were not held by a related party; and
- Obtaining an Audit Representations Letter from the company's directors confirming that they complied with the applicable rules.

The company's consideration of dividends for the purposes of investment trust status are set out in Note 8, page 43.

## Independent auditor's report (continued)

### Management override of controls

Under ISA 240 there is a presumption that the risk of management override of controls is always present.

Our audit work included, but was not restricted to:

- Reviewing material estimates, judgements and decisions made by management; and
- Journal testing on all material manual journals.

The company's accounting policies in respect of material estimates and judgements are set out in note 1(a).

### Revenue recognition

Under ISA 240 there is always a presumed risk that revenue may be misstated due to the improper recognition of revenue. In particular we identified completeness and occurrence of investment income as a risk that requires particular audit attention.

Our audit work included, but was not restricted to:

- Assessing whether the company's accounting policy for revenue recognition is in accordance with IAS 18 'Revenue';
- Obtaining an understanding of management's process to recognise revenue in accordance with the stated accounting policy;
- Testing income transactions by comparing dividends during the year obtained from an independent source with those recognised by the company;
- Testing gains and losses on investments to third party contracts;
- Performing cut-off testing of dividend income around the year end; and
- Checking the classification of special dividends as either revenue or capital receipts.

For income from unquoted investments our audit work included, but was not restricted to:

- Checking the investment income that the company was entitled to during the year directly with the underlying investment entities.

The accounting policy on income, including its recognition, is shown in note 1(d) to the financial statements and the components of that income are included in note 2.

### Our application of materiality

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

We established materiality for the financial statements as a whole to be £255,000, which is 1.0% of the value of the company's total assets. For income and expenditure items we determined that misstatements of lesser amounts than materiality for the financial statements as a whole would make it probable that the judgement of a reasonable person,

## Independent auditor's report (continued)

relying on the information would have been changed or influenced by the misstatement or omission. Accordingly, we established materiality for revenue items within the income statement to be £196,000, which is 10% of the company's net return on ordinary activities before taxation, excluding gains on investments at fair value.

### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

- **Fair, balanced and understandable** – the statement given by the directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit committee reporting** – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code** – the parts of the directors' statement required under the Listing Rules relating to the company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditors in accordance with Listing Rule 9.8.10R (2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following:

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from

## Independent auditor's report (continued)

branches not visited by us; or

- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review:

- the parts of the statement on corporate governance relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for review; and
- certain elements of the report to shareholders by the Board on directors' remuneration.

### **Responsibilities for the financial statements and the audit**

As explained more fully in the directors' responsibilities statement set out on page 23, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate). This description forms part of our auditor's report.

### **Other matters which we are required to address**

We were appointed by the Audit Committee on 27 June 2017. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 1 year.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting our audit.

Other than those disclosed in the corporate governance report, we have provided no non-audit services to the Company in the period from 1 January 2017 to 31 December 2017.

Our audit opinion is consistent with the additional report to the audit committee.

Scott Lawrence

Senior Statutory Auditor

For and on behalf of Hazlewoods LLP

Statutory Auditor

Cheltenham

27 April 2018

## Income statement

For the year ended 31 December 2017

		2017			2016		
	Notes	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Investment income	2	2,732	–	2,732	2,263	–	2,263
Holding losses on investments at fair value through profit or loss	9	–	(5,249)	(5,249)	–	(4,134)	(4,134)
Losses on disposal of investments at fair value through profit or loss	9	–	(1,442)	(1,442)	–	(2,081)	(2,081)
Foreign exchange gains/(losses)		53	53	106	(143)	(138)	(281)
Expenses	3	(526)	(272)	(798)	(596)	(267)	(863)
<b>Profit/(loss) before finance costs and tax</b>		<u>2,259</u>	<u>(6,910)</u>	<u>(4,651)</u>	<u>1,524</u>	<u>(6,620)</u>	<u>(5,096)</u>
Finance costs		(49)	(33)	(82)	(50)	(16)	(66)
<b>Profit/(loss) before tax</b>		<u>2,210</u>	<u>(6,943)</u>	<u>(4,733)</u>	<u>1,474</u>	<u>(6,636)</u>	<u>(5,162)</u>
Tax	6	35	–	35	33	–	33
<b>Profit/(loss) for the period</b>		<u>2,245</u>	<u>(6,943)</u>	<u>(4,698)</u>	<u>1,507</u>	<u>(6,636)</u>	<u>(5,129)</u>
<b>Earnings per share</b>							
Basic - ordinary shares	7	<u>7.58p</u>	<u>(27.77)p</u>	<u>(20.19)p</u>	<u>4.63p</u>	<u>(26.55)p</u>	<u>(21.92)p</u>
Diluted - ordinary shares	7	<u>6.41p</u>	<u>(19.84)p</u>	<u>(13.43)p</u>	<u>4.31p</u>	<u>(18.96)p</u>	<u>(14.65)p</u>

The company does not have any income or expense that is not included in the profit/(loss) for the period. Accordingly, the 'Profit/(loss) for the period' is also the 'Total Comprehensive Income for the period' as defined in IAS 1 (revised) and no separate Statement of Comprehensive Income has been presented.

The total column of this statement represents the company's Income Statement, prepared in accordance with IFRS. The supplementary revenue return and capital return columns are both prepared under guidance published by the Association of Investment Companies. All items in the above statement derive from continuing operations.

All profit and total comprehensive income is attributable to the equity holders of the company.

The notes on pages 34 to 55 form part of these financial statements.

# Statement of changes in equity

31 December 2017

	Notes	Share capital £000	Capital reserve £000	Retained earnings £000	Total £000
<b>Balance at 31 December 2015</b>		35,000	(7,588)	2,799	30,211
<b>Changes in equity for 2016</b>					
(Loss)/profit for the period		–	(6,636)	1,507	(5,129)
Ordinary dividend paid	8	–	–	(2,050)	(2,050)
Preference dividend paid	8	–	–	(350)	(350)
<b>Balance at 31 December 2016</b>		35,000	(14,224)	1,906	22,682
<b>Changes in equity for 2017</b>					
Profit/(loss) for the period		–	(6,943)	2,245	(4,698)
Ordinary dividend paid	8	–	–	(2,100)	(2,100)
Preference dividend paid	8	–	–	(350)	(350)
<b>Balance at 31 December 2017</b>		35,000	(21,167)	1,701	15,534

## Balance sheet

31 December 2017

Registered number: 00433137

	Notes	2017 £000	2016 £000
<b>Non - current assets</b>			
Investments - fair value through profit or loss	9	15,565	23,654
Subsidiaries - fair value through profit or loss	9	5,277	6,058
		<u>20,842</u>	<u>29,712</u>
<b>Current assets</b>			
Receivables	11	2,399	1,469
Cash and cash equivalents		2,213	423
		<u>4,612</u>	<u>1,892</u>
<b>Total assets</b>		<u>25,454</u>	<u>31,604</u>
<b>Current liabilities</b>			
Trade and other payables	12	1,010	1,000
Bank loan	12	4,244	3,490
		<u>(5,254)</u>	<u>(4,490)</u>
<b>Total assets less current liabilities</b>		<u>20,200</u>	<u>27,114</u>
<b>Non - current liabilities</b>	13	<u>(4,666)</u>	<u>(4,432)</u>
<b>Net assets</b>		<u>15,534</u>	<u>22,682</u>
<b>Equity attributable to equity holders</b>			
Ordinary share capital	14	25,000	25,000
Convertible preference share capital	14	10,000	10,000
Capital reserve	15	(21,167)	(14,224)
Retained revenue earnings	15	1,701	1,906
<b>Total equity</b>		<u>15,534</u>	<u>22,682</u>

The notes on pages 34 to 55 form part of these financial statements.

**The financial statements on pages 30 to 55 were approved by the board of directors on 27 April 2018.**

**Jonathan Woolf**

Managing Director

## Cash flow statement

For the year ended 31 December 2017

	Notes	2017 £000	2016 £000
<b>Cash flow from operating activities</b>			
Loss before tax		(4,733)	(5,162)
Adjustment for:			
Losses on investments		6,691	6,215
Scrip dividends		–	(4)
Proceeds on disposal of investments at fair value through profit or loss		13,867	31,918
Purchases of investments at fair value through profit or loss		(11,570)	(23,689)
Interest paid		82	66
Operating cash flows before movements in working capital		4,337	9,344
(Increase)/decrease in receivables		(780)	174
Increase/(decrease) in payables		4	(8,138)
Net cash from operating activities before interest		3,561	1,380
Interest paid		(75)	(52)
<b>Net cash flows from operating activities</b>		3,486	1,328
<b>Cash flows from financing activities</b>			
Dividends paid on ordinary shares	8	(2,100)	(2,050)
Dividends paid on preference shares	8	(350)	(350)
Bank loan		754	1,151
<b>Net cash used in financing activities</b>		(1,696)	(1,249)
<b>Net increase in cash and cash equivalents</b>		1,790	79
<b>Cash and cash equivalents at beginning of year</b>		423	344
<b>Cash and cash equivalents at end of year</b>		2,213	423

Purchases and sales of investments are considered to be operating activities of the company, given its purpose, rather than investing activities.

# Notes to the financial statements

31 December 2017

## 1 Accounting policies

A summary of the principal accounting policies is set out below.

### a) Basis of preparation and statement of compliance

The company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which comprise standards and interpretations approved by the IASB and International Accounting Standards and Standing Interpretations Committee interpretations approved by the IASC that remain in effect, and to the extent they have been adopted by the European Union.

Until 2014 the company published group accounts for British & American Investment Trust PLC Group which were prepared under IFRS. Following an amendment introduced in IFRS 10 in 2014, the group is no longer allowed to consolidate its subsidiaries and therefore instead of preparing group accounts it now prepares separate financial statements for the parent entity only.

The financial statements have been prepared on a going concern basis adopting the historical cost convention except for the measurement at fair value of investments, derivative financial instruments, and subsidiaries.

IFRS 10 Consolidated Financial Statements was introduced and became effective from 1 January 2014. Under IFRS 10, entities that meet the definition of an investment entity shall not consolidate their subsidiaries or apply IFRS 3 when they obtain control of another entity. Instead, an investment entity shall measure an investment in a subsidiary at fair value through profit or loss in accordance with IAS 39. The criteria which define an investment entity are as follows:

- (a) An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- (b) An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- (c) An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.

The directors have concluded that the company qualifies as an investment entity under IFRS 10 meeting all the criteria defined above.

An amendment to IFRS 10 was published in December 2014 which clarifies that, if an investment entity has a subsidiary that provides investment-related services or activities, and it is not itself regarded as an investment entity, it shall consolidate that subsidiary. Having reviewed the activities of the subsidiaries, the directors have concluded that all the subsidiaries under the company are themselves investment entities and accordingly all the subsidiaries within the Group have been valued at fair value through profit or loss.

## Notes to the financial statements (continued)

31 December 2017

Where presentational guidance set out in the Statement of Recommended Practice (SORP) for investment trusts revised by the Association of Investment Companies (AIC) in November 2014 and updated in January 2017 with consequential amendments is consistent with the requirements of IFRS, the directors have sought to prepare the financial statements on a basis compliant with the recommendations of the SORP.

The company's other significant accounting policies are set out below, together with the judgements made by management in applying these policies, which have the most significant effect on the amounts recognised in the financial statements, apart from those involving estimations that are dealt with separately below. These accounting policies have been applied consistently to all periods presented in these company financial statements.

These financial statements are presented in pounds sterling being the currency of the primary economic environment within which the company operates. There are no foreign operations.

### Future standards in place but not yet effective.

At the date of authorisation of these financial statements, the following Standards were effective for annual periods beginning on or after 1 January 2018:

IFRS 9 - Financial Instruments

IFRS 15 - Revenue from Contracts with Customers

At the date of authorisation of these financial statements, the following Standard was effective for annual periods beginning on or after 1 January 2019:

IFRS 16 – Leases

The following amendments to Standards are all effective for annual periods beginning on or after 1 January 2018:

IFRS 2 - Classification and measurement of share-based payment transactions

IFRS 4 - Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts

IAS 12 - Recognition of Deferred Tax Assets for Unrealised Losses

The company does not believe that there will be a material impact on the financial statements from the adoption of these standards/interpretations.

### b) Presentation of income statement

In order better to reflect the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the income statement between items of a revenue and capital nature has been presented alongside the income statement.

### c) Valuation of investments

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, non-current investments are designated as fair value through profit or loss on initial recognition. The company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy, and information about the investments is provided internally on this basis to the company's directors.

Investments held at fair value through profit or loss, including derivatives held for trading, are initially recognised at fair value.

All purchases and sales of investments are recognised on the trade date.

## Notes to the financial statements (continued)

31 December 2017

### 1 Accounting policies (continued)

After initial recognition, investments, which are designated at fair value through profit or loss, are measured at fair value. Gains or losses on investments designated at fair value through profit or loss are included in profit or loss as a capital item, and material transaction costs on acquisition or disposal of investments are expensed and included in the capital column of the income statement. For investments that are actively traded in organised financial markets, fair value is determined by reference to official quoted market closing prices or last traded prices, depending upon the convention of the exchange on which the investment is quoted. Investments in units of unit trusts or shares in OEICs are valued at the closing price released by the relevant investment manager.

Profit or loss on disposals of investments are recognised as sales proceeds less the opening carrying value or later cost.

Revaluation gains or losses are recognised as being the closing carrying value less the opening carrying value or later costs.

Exchange traded stock options are, until disposal, included under current assets or current liabilities, and valued in accordance with the above fair value policy.

Gains or losses on disposals and revaluation of such options are included in profit or loss as a capital item.

In respect of unquoted instruments, or where the market for a financial instrument is not active, fair value is established by using an appropriate valuation technique, determined by the directors, based upon latest dealing prices, net asset values and other information.

Investments of the company in subsidiary companies are held at the fair value of their underlying assets and liabilities.

This includes the valuation of film rights in British and American Films Limited and thus the fair value of its immediate parent BritAm Investments Limited. In determining the fair value of the film rights, estimates are made, including future film revenues, which are estimated by the management. Estimations made have taken into account historical results, current trends and other relevant factors.

Where a subsidiary has negative net assets it is included in investments at nil value and a provision is made for it on the balance sheet where the ultimate parent company has made a guarantee to pay the liabilities if they fall due.

#### d) Income

Dividend income from investments is recognised as revenue when the shareholders' rights to receive payment has been established, normally the ex-dividend date.

Interest income on fixed interest securities is recognised on a time apportionment basis so as to reflect the effective interest rate of the security.

When special dividends are received, the underlying circumstances are reviewed on a case by case basis in determining whether the amount is capital or revenue in nature. Amounts recognised as revenue will form part of the company's distribution. Any tax thereon will follow the accounting treatment of the principal amount.

#### e) Pension costs

Employer contributions to a defined contribution pension scheme (sponsored by a related party undertaking - see note 17) for staff are charged against revenue, on an accruals basis.

## Notes to the financial statements (continued)

31 December 2017

### 1 Accounting policies (continued)

#### f) Expenses

- transaction costs which are incurred on the purchase or sale of an investment designated as fair value through profit or loss are included in the capital column of the income statement and disclosed in note 9;
- expenses are split and presented partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated, and accordingly investment management and related costs have been allocated 50% (2016 - 50%) to revenue and 50% (2016 - 50%) to capital, in order to reflect the directors' long-term view of the nature of the expected investment returns of the company.

#### g) Bank borrowings and finance charges

The interest-bearing bank loan is recorded at the proceeds received. Finance charges are accounted for on an accrual basis in the income statement. Finance charges are primarily charged to revenue unless borrowings have been made specifically to acquire investments and can be identified as such in which case the relevant finance charges are allocated between capital and revenue in accordance with the Board's expected long-term split of returns, in the form of capital gains and income respectively from the relevant investments.

#### h) Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the income statement is the 'marginal basis'. Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue column of the income statement, then no tax relief is transferred to the capital column.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Investment trusts which have approval under sections 1158 and 1159 of the Corporation Tax Act 2010 are not liable for taxation on capital gains.

#### i) Foreign currency

Transactions in currencies other than sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items and non-monetary assets and liabilities that are fair valued and are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in net profit or loss for the period where investments are classified at fair value through profit or loss and presented as revenue or capital as appropriate.

## Notes to the financial statements (continued)

31 December 2017

### 1 Accounting policies (continued)

#### j) Distributable reserves

Distributable reserves comprise revenue earnings and the capital reserve. Gains and losses on disposal of investments, changes in fair value of investments held and capitalised expenses are dealt with in the capital reserve. Unrealised gains and losses on quoted investments are included in the calculation of capital reserves. However, in the interests of prudence the directors do not consider these unrealised gains to be distributable.

#### k) 3.5% cumulative convertible non-redeemable preference shares

The 3.5% cumulative convertible non-redeemable preference shares issued by the company are classified as equity instruments in accordance with IAS 32 'Financial Instruments - Presentation' as the company has no contractual obligation to redeem the preference shares for cash or pay preference dividends unless similar dividends are declared to ordinary shareholders.

#### l) Segmental reporting

The directors are of the opinion that the company is engaged in a single segment of business, being investment business.

### 2 Income

	2017	2016
	£000	£000
Income from investments		
UK dividends	2,260	1,951
Overseas dividends	44	214
Scrip and in specie dividends	–	4
Dividend from subsidiary	400	–
Interest on fixed income securities	3	70
	<u>2,707</u>	<u>2,239</u>
Other income	25	24
<b>Total income</b>	<u>2,732</u>	<u>2,263</u>
Total income comprises:		
Dividends	2,704	2,169
Interest	3	70
Other interest	25	24
	<u>2,732</u>	<u>2,263</u>
Income from investments:		
Listed investments	2,304	2,169
Unlisted investments	400	–
	<u>2,704</u>	<u>2,169</u>

## Notes to the financial statements (continued)

31 December 2017

### 2 Income (continued)

Of the £2,304,000 (2016 – £2,169,000) dividends received, £1,891,000 (2016 – £1,693,000) related to special and other dividends received from investee companies that were bought after the dividend announcement. There was a corresponding capital loss of £1,949,000 (2016 – £1,976,000), on these investments.

Under IFRS 10 the income analysis is for the parent company only rather than that of the consolidated group. Thus film revenues of £101,000 (2016 – £85,000) received by the subsidiary British and American Films Limited and property unit trust income of £15,000 (2016 – £15,000) received by the subsidiary BritAm Investments Limited are shown separately in this paragraph.

### 3 Administrative expenses

	2017	2016
	£000	£000
Staff costs – including executive director (Notes 4 and 5)	530	527
Non-executive directors fees (Note 4)	61	57
Auditors' remuneration:		
audit of the company's financial statements	32	41
audit of the subsidiary's financial statements	2	2
taxation compliance	5	10
other non-audit services	5	23
Other	123	165
Irrecoverable VAT	40	38
	<hr/>	<hr/>
	798	863
	<hr/>	<hr/>

### 4 Directors' remuneration

Directors' remuneration is disclosed in the Directors' remuneration report on page 63.

The directors do not receive any performance related pay or any benefits in kind. None of the directors has any share options and no pension contributions are paid on their behalf. There are no long-term incentive schemes for any directors.

## Notes to the financial statements (continued)

31 December 2017

### 5 Staff costs

	2017	2016
	£000	£000
Wages and salaries	418	420
Social security costs	53	55
Pensions and post-retirement benefits	59	52
	<u>530</u>	<u>527</u>

The average number of persons (including the executive director) employed during the year was 8 (2016 – 9).

	2017	2016
	Number	Number
Investment	2	2
Administration	6	7
	<u>8</u>	<u>9</u>

### 6 Tax

The tax credit for the year is £35,000 (2016 – £33,000) being losses surrendered to the company's subsidiaries at 19.25%. Allowable expenses of the company exceed taxable income.

Corporation tax is calculated at 19.25% (2016 – 20%) of the estimated assessable loss for the year.

Profits of the company's subsidiaries are chargeable to the UK corporation tax at the main rate of 19.25% (2016 – 20%). Therefore part of the excess of management expenses of the company is surrendered as group relief against profits in the subsidiaries at their 19.25% tax rate.

## Notes to the financial statements (continued)

31 December 2017

### 6 Tax (continued)

The credit for the year can be reconciled to the profit per the income statement as follows:

	2017			2016		
	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Total (loss)/profit before tax	2,210	(6,943)	(4,733)	1,474	(6,636)	(5,162)
Tax at the UK corporation tax rate of 19.25% (2016 - 20%)	(425)	1,336	911	(295)	1,327	1,032
Tax effect of non-taxable and scrip dividends	521	–	521	434	–	434
Free group relief	(61)	(48)	(109)	(82)	(84)	(166)
Losses on investments that are not taxable	–	(1,288)	(1,288)	–	(1,243)	(1,243)
Unrelieved tax losses	–	–	–	(24)	–	(24)
Tax credit	35	–	35	33	–	33

It is unlikely the company will generate sufficient taxable profits in the future as it normally generates taxable losses which are usually offset by the taxable profits generated by subsidiary companies, to recover cumulative management expenses which will generate a tax asset of £47,218 (2016 – £48,232) which has not been recognised in the year or prior years.

### 7 Earnings per ordinary share

The calculation of the basic (after deduction of preference dividend) and diluted earnings per share is based on the following data:

	2017			2016		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Earnings:						
Basic	1,895	(6,943)	(5,048)	1,157	(6,636)	(5,479)
Preference dividend	350	–	350	350	–	350
Diluted	2,245	(6,943)	(4,698)	1,507	(6,636)	(5,129)

Basic revenue, capital and total return per ordinary share is based on the net revenue, capital and total return for the period after tax and after deduction of dividends in respect of preference shares and on 25 million (2016 – 25 million) ordinary shares in issue.

The diluted revenue, capital and total return is based on the net revenue, capital and total return for the period after tax and on 35 million (2016 – 35 million) ordinary and preference shares in issue.

## Notes to the financial statements (continued)

31 December 2017

### 8 Dividends

	2017	2016
	£000	£000
Amounts recognised as distributions to ordinary shareholders in the period:		
Dividends on ordinary shares:		
Final dividend for the year ended 31 December 2016 of 5.7p (2015 – 5.5p) per share	1,425	1,375
Interim dividend for the year ended 31 December 2017 of 2.7p (2016 – 2.7p) per share	<u>675</u>	<u>675</u>
	<u>2,100</u>	<u>2,050</u>
Proposed final dividend for the year ended 31 December 2017 of 5.9p (2016 – 5.7p) per share	<u>1,475</u>	<u>1,425</u>
	2017	2016
	£000	£000
Dividends on 3.5% cumulative convertible preference shares:		
Preference dividend for the 6 months ended 31 December 2016 of 1.75p (2015 – 1.75p) per share	175	175
Preference dividend for the 6 months ended 30 June 2017 of 1.75p (2016 – 1.75p) per share	<u>175</u>	<u>175</u>
	<u>350</u>	<u>350</u>
Proposed preference dividend for the 6 months ended 31 December 2017 of 1.75p (2016 – 1.75p) per share	<u>175</u>	<u>175</u>

The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements in accordance with IFRS.

We have set out below the total dividend payable in respect of the financial year, which is the basis on which the retention requirements of section 1158 of the Corporation Tax Act 2010 are considered.

## Notes to the financial statements (continued)

31 December 2017

### 8 Dividends (continued)

Dividends proposed for the period

	2017	2016
	£000	£000
Dividends on ordinary shares:		
Interim dividend for the year ended 31 December 2017 of 2.7p (2016 – 2.7p) per share	675	675
Proposed final dividend for the year ended 31 December 2017 of 5.9p (2016 – 5.7p) per share	1,475	1,425
	<u>2,150</u>	<u>2,100</u>
Dividends on 3.5% cumulative convertible preference shares:		
Preference dividend for the year ended 31 December 2017 of 1.75p (2016 – 1.75p) per share	175	175
Proposed preference dividend for the year ended 31 December 2017 of 1.75p (2016 – 1.75p) per share	175	175
	<u>350</u>	<u>350</u>

### 9 Investments – fair value through profit or loss

	2017	2016
	£000	£000
Investments quoted on a recognised investment exchange	15,509	23,547
Unquoted investments		
– Subsidiary undertakings (Note 10)	5,277	6,058
– Promissory Note	51	102
– Securities	5	5
	<u>20,842</u>	<u>29,712</u>

BritAm Investment Limited, being the subsidiary of the company, owns 100% of British and American Films Limited. British and American Films Limited owns film rights to four longstanding commercially released films which generate royalty income (see note 2 on page 39). Film rights are valued at fair value £763,910 (2016 – £853,579).

## Notes to the financial statements (continued)

31 December 2017

### 9 Investments – fair value through profit or loss (continued)

December 2016	Quoted			Total £000
	Quoted in UK £000	overseas £000	Unlisted* £000	
Opening cost	18,448	12,023	7,082	37,553
Investment holding gains/(losses)	3,698	3,206	(171)	6,733
Opening fair value at 1 January 2016	22,146	15,229	6,911	44,286
Purchases at cost	23,444	249	–	23,693
Transfer	(6)	–	6	–
Sales – proceeds	(31,762)	(136)	(43)	(31,941)
– (losses)/gains on sales	(2,212)	15	5	(2,192)
(Decrease)/increase in investment holding (losses)/gains	650	(4,070)	(714)	(4,134)
Closing fair value	12,260	11,287	6,165	29,712
Closing cost	9,043	12,115	7,089	28,247
Investment holding gains/(losses)	3,217	(828)	(924)	1,465
Closing fair value at 31 December 2016	12,260	11,287	6,165	29,712
<b>December 2017</b>				
		Quoted		
	Quoted in UK	overseas	Unlisted*	Total
	£000	£000	£000	£000
Opening cost	9,043	12,115	7,089	28,247
Investment holding gains/(losses)	3,217	(828)	(924)	1,465
Opening fair value at 1 January 2017	12,260	11,287	6,165	29,712
Purchases at cost	9,427	2,143	–	11,570
Transfer	(6)	6	–	–
Sales – proceeds	(12,985)	(955)	(43)	(13,983)
– losses on sales	(1,095)	(110)	(3)	(1,208)
(Decrease)/increase in investment holding (losses)/gains	80	(4,543)	(786)	(5,249)
Closing fair value	7,681	7,828	5,333	20,842
Closing cost	6,502	12,946	7,047	26,495
Investment holding (losses)/gains	1,179	(5,118)	(1,714)	(5,653)
Closing fair value at 31 December 2017	7,681	7,828	5,333	20,842

Purchases of investments include scrip dividends of £nil (2016 – £4,000).

\*Level 3 investments

## Notes to the financial statements (continued)

31 December 2017

### 9 Investments – fair value through profit or loss (continued)

Gains/(losses) on investments designated at fair value through profit or loss are net of transaction costs incurred on both the purchase and sale of those assets, in the amount of £83,204 (2016 – £71,145) being £66,453 (2016 – £60,026) on purchases and £16,751 (2016 – £11,119) on sales.

#### Gains/(losses) on investments

	2017	2016
	£000	£000
Gains/(losses) on disposal	661	(1,057)
Losses on disposal recognised in prior years	(1,869)	(1,135)
	(1,208)	(2,192)
(Losses)/gains for provision for liabilities and charges	(234)	111
	(1,442)	(2,081)
Investment holding losses in the year	(5,249)	(4,134)
	(6,691)	(6,215)

### 10 Subsidiary undertakings

The company has the following subsidiary undertakings:

Name of undertaking	Description of shares held	Proportion of nominal value of issued shares and voting rights held by:	
		Company (%)	Group (%)
BritAm Investments Limited	Ordinary £1	100	100
British and American Films Limited	Ordinary £1	–	100
Second BritAm Investments Limited	Ordinary £1	100	100

BritAm Investments Limited and Second BritAm Investments Limited are investment holding companies. British and American Films Limited is a film distribution company. All are incorporated in Great Britain.

The directors have concluded that the company meets the criteria set under IFRS 10. In that:

- The company obtains funds from more than one investor for the purpose of providing those investors with investment management services;
- The company commits to its investors that its business purpose is to invest funds solely for return from capital appreciation and investment income; and
- The company measures and evaluates the performance of substantially all of its investments on a fair value basis.

Under IFRS 10, an entity that meets the definition of an investment entity shall not consolidate its subsidiaries or apply IFRS 3 when it obtains control of another entity. Instead, an investment entity shall measure an investment in a subsidiary at fair value through profit or loss in accordance with IAS 39.

Details of inter company balances with subsidiaries are included in notes 11 and 12. Details of financial support given to Second BritAm Investments Limited are shown in note 13.

## Notes to the financial statements (continued)

31 December 2017

### 11 Receivables

	2017	2016
	£000	£000
Sales of investments awaiting settlement	94	–
Amount owed by subsidiary undertakings	2,244	1,336
Receivable from other related parties	–	83
Prepayments and accrued income	26	15
Other debtors	35	35
	<u>2,399</u>	<u>1,469</u>

The directors consider that the carrying amount of other debtors approximates to their fair value.

### 12 Current liabilities

#### (a) Trade and other payables

	2017	2016
	£000	£000
Other taxes and social security	9	6
Other payables	36	22
Amounts due to related parties	225	214
Amounts owed to subsidiary undertakings	696	641
Accruals and deferred income	44	117
	<u>1,010</u>	<u>1,000</u>

The directors consider that the carrying amount of other payables approximates to their fair value.

#### (b) Bank loan

	2017	2016
	£000	£000
	<u>4,244</u>	<u>3,490</u>

On 15 May 2013 the company obtained a loan facility from UBS AG for 10,875,000 CHF and at 31 December 2017 the company has drawn down the sterling equivalent of £4,244,000 (2016 – £3,490,000) at an annual rate of 1.25 percent above either the London Inter-Bank Offered Rate or the bank's cost of funds for that period and for the relevant currency. The loan facility does not have a maturity date. At 31 December 2017 investments of fair value of £9,398,305 (2016 – £11,499,392) have been deposited with UBS AG as collateral.

## Notes to the financial statements (continued)

31 December 2017

### 13 Non - current liabilities

Guarantee of subsidiary liability

	2017	2016
	£000	£000
Opening provision	4,432	4,543
(Decrease)/increase in period	234	(111)
Closing provision	<u>4,666</u>	<u>4,432</u>

The provision is in respect of a guarantee made by the company for the liabilities of Second BritAm Investments Limited to the company's wholly owned subsidiaries, BritAm Investments Limited and British and American Films Limited. The guarantee is to pay out the liabilities of Second BritAm Investments Limited if they fall due. There is no current intention for these liabilities to be called.

### 14 Share capital

	2017	2016
	£000	£000
Authorised:		
25,000,000 ordinary shares of £1 each	25,000	25,000
10,000,000 non-voting 3.5% cumulative convertible non-redeemable preference shares of £1 each	<u>10,000</u>	<u>10,000</u>
Allotted, called-up and fully-paid:		
25,000,000 ordinary shares of £1 each	25,000	25,000
10,000,000 non-voting 3.5% cumulative convertible non-redeemable preference shares of £1 each	<u>10,000</u>	<u>10,000</u>
	<u>35,000</u>	<u>35,000</u>

The principal rights attached to the preference shares are any arrears of preference dividend cannot be paid in any year unless the ordinary shares have received a 3.5% dividend, on par and at any time, during the period from 1 January 2006 to 31 December 2025 (both dates inclusive) and, if published, audited annual accounts showing company shareholders' funds are £50 million or more, preference shareholders have the right to convert all or any of their shares on a one for one basis to new ordinary shares, further details are included in the 'Share Capital' section of the Directors' report on page 21.

### 15 Retained earnings and capital reserves

	Capital reserve	Retained earnings
	£000	£000
1 January 2016	(7,588)	2,799
Allocation of (loss)/profit for the year	(6,636)	1,507
Ordinary and preference dividends paid	–	(2,400)
31 December 2016	<u>(14,224)</u>	<u>1,906</u>
1 January 2017	(14,224)	1,906
Allocation of (loss)/profit for the year	(6,943)	2,245
Ordinary and preference dividends paid	–	(2,450)
31 December 2017	<u>(21,167)</u>	<u>1,701</u>

The capital reserve includes £5,653,000 of investment holding losses (2016 – £1,465,000 gains) (see note 9 on page 44).

## Notes to the financial statements (continued)

31 December 2017

### 16 Net asset values

	Net asset value per ordinary share		Net assets attributable	
	2017	2016	2017	2016
	£	£	£000	£000
Ordinary shares				
Undiluted	0.22	0.51	5,534	12,682
Diluted	0.44	0.65	15,534	22,682

The undiluted and diluted net asset values per £1 ordinary share are based on net assets at the year end and 25 million (undiluted) ordinary and 35 million (diluted) ordinary and preference shares in issue.

The undiluted net asset value per convertible £1 preference share is the par value of £1. The diluted net asset value per ordinary share assumes the conversion of the preference shares to ordinary shares.

### 17 Related party transactions

Romulus Films Limited and Remus Films Limited are companies that have significant shareholdings in the company (see page 20) and of which Mr JC Woolf is a director. There is no ultimate controlling party.

The company rents its offices from Romulus Films Limited, and is also charged for its office overheads. During the year the company paid £23,765 (2016 – £19,469) in respect of those services.

The salaries and pensions of the company's employees, except for the four (2016 – three) non-executive directors and one employee (2016 – nil), are paid by Remus Films Limited and Romulus Films Limited and are recharged to the company. Amounts charged by these companies in the year to 31 December 2017 were £473,030 (2016 – £481,613) in respect of salary costs and £57,500 (2016 – £52,025) in respect of pensions. During the year the company made a recharge of £5,000 (2016 – £5,000) of director's salary to BritAm Investments Limited and £5,000 (2016 – £5,000) to British and American Films Limited.

The compensation of key management personnel has been disclosed in the Directors' remuneration report.

At the year end the amounts of £27,510 (2016 – £172,866) and £152,646 (2016 – £41,110) were due to Romulus Films Limited and Remus Films Limited respectively.

During the year BritAm Investments Limited paid dividends of £400,000 (2016 – £nil) to the parent company, British & American Investment Trust PLC.

As disclosed in note 13 on page 47, British & American Investment Trust PLC has guaranteed the liabilities of £4,666,000 (2016 – £4,432,000) of Second BritAm Investments Limited to its fellow subsidiaries if they should fall due.

During the year the company paid interest of £5,000 (2016 – £14,000) and £2,000 (2016 – £nil) on the loan due to BritAm Investments Limited and Second BritAm Investments Limited respectively and which are included in the balances at 31 December 2017.

During the year the company received interest of £16,000 (2016 – £18,000) from British and American Films Limited, £4,000 (2016 – £6,000) from Second BritAm Investments Limited and £5,000 (2016 – £nil) from BritAm Investments Limited.

During the year the company had no investment transactions to sell stock (2016 – £163,497) to BritAm Investments Limited.

## Notes to the financial statements (continued)

31 December 2017

### 17 Related party transactions (continued)

During the year the company surrendered group tax relief of £15,000 (2016 – £12,000) to British and American Films Limited and £20,000 (2016 – £21,000) to BritAm Investments Limited. These amounts are included as part of amounts owed by subsidiary undertakings in note 11 on page 46.

At the year end the related party receivables and payables were as follows:

	2017	2016
	£000	£000
Name of the related party		
<b>Receivables:</b>		
British and American Films Limited	783	867
British and American Films Limited (Group Relief)	68	53
Second BritAm Investments Limited	–	355
BritAm Investments Limited	1,312	–
BritAm Investments Limited (Group Relief)	81	61
Total	<u>2,244</u>	<u>1,336</u>
<b>Payables:</b>		
BritAm Investments Limited	–	641
Second BritAm Investments Limited	696	–
Total	<u>696</u>	<u>641</u>

All transactions with subsidiaries were made on an arm's length basis.

During the year the company entered into an investment transaction with Geminion Investments Limited, a company in which Mr J C Woolf has an interest and is a director. The purpose of this transaction listed below, which was conducted through a London Stock Exchange broker, was for the company to purchase a cum dividend stock and sell this stock ex dividend so as to capture the associated dividend as disclosed in Note 2 of the financial statements to generate distributable reserves to achieve the company's objective to sustain a progressive dividend policy.

Date of purchases / sales	Company	Purchases	Sales	Dividend received
2017		£000	£000	£000
May / June	National Grid	6,055	5,377	639

The aggregate value of this transaction was purchases of £6,055,000 (31 December 2016 – £20,788,000), dividend received of £639,000 (31 December 2016 – £1,484,000) and sales of £5,377,000 (31 December 2016 – £19,017,000) giving a net loss of £39,000 (31 December 2016 – £287,000 loss). At the year end the amount of £45,000 (2016 - £82,829 due from) was due to Geminion investments Limited.

## Notes to the financial statements (continued)

31 December 2017

### 17 Related party transactions (continued)

The following section entitled 'Protocols to generate distributable reserves' on page 50 does not form part of these financial statements and as such is unaudited.

#### Protocols to generate distributable reserves

The company's investment policy is implemented by the Managing Director of the company ('MD').

Appraisal and execution of cum-dividend transactions comply with the following process:

##### 1. Process

- 1.1 MD assesses the eligibility of certain companies whose stocks are shortly due to go "ex-dividend".
- 1.2 MD selects stocks which have, in his view, a limited market risk and where such selection would be in the best interests of the company.
- 1.3 MD places a limit order with an independent broker for a fixed price within the bid/offer spread quoted on the London Stock Exchange. The independent broker will owe a best execution duty to the company, which requires them to take all reasonable steps to obtain the best possible result for the company, taking into account the execution factors (price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of an order).
- 1.4 The board of the company is aware that as a result of the specific requirements of the transaction such as price, order size and timing, given the need for the shares to be cum-dividend but imminently to go "ex", Geminion Investments Limited ('Geminion'), an entity connected to MD, is a likely counterparty to be selected by the broker for the transactions.
- 1.5 The same procedure is followed for the reversal of these transactions with the aim of achieving a neutral or slightly beneficial position for the company, excluding transaction costs and broker's commission.

##### 2. Board Approval

- 2.1 MD will produce to the Board for ratification and approval on a quarterly basis, a list of all of the cum-dividend transactions which have been entered into by the company in the previous quarter, pursuant to the process set out in section 1 above.

##### 3. Record Keeping Requirements

- 3.1 The company must retain records of every order and transaction effected pursuant to the process set out in section 1 above for a period of not less than 5 years.
- 3.2 All limit orders placed by MD with the broker must be done via company E-Mail or over the broker recorded telephone.

##### 4. Shareholder Ratification

- 4.1 The annual report and accounts of the company in each year will contain a schedule of the cum-dividend transactions entered into by the company during the relevant financial year, stating that the transactions have been concluded with the approval of the company's board of directors.
- 4.2 Shareholders will be asked to ratify and approve the cum dividend transactions at the annual general meeting of the company at which the relevant accounts are received.

The above section entitled 'Protocols to generate distributable reserves' on page 50 does not form part of these financial statements and as such is unaudited.

## Notes to the financial statements (continued)

31 December 2017

### 18 Deferred taxation

A deferred tax asset of £47,218 (2016 – £48,232) has not been recognised in respect of excess management expenses as there is insufficient evidence that the asset will be recovered. The asset would be recovered if the company made sufficient future taxable profits.

### 19 Risk management and other financial instruments

The company's financial instruments primarily comprise equity investments, although it also holds loan stock and fixed interest investments, stock derivatives, cash and other items arising from its operations.

The company's investing activities undertaken in pursuit of its investment objective as set out on page 2 involve certain inherent risks.

The main risks arising from the company's financial instruments are market risk (comprising other price risk, interest rate risk, currency risk), liquidity risk, gearing risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below. The policies have remained unchanged throughout the year.

As an investment trust, the company invests in securities for the long term. The company's stated investment policy is to invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth. The company may write options on shares held within the investments portfolio where such options are priced attractively relative to longer term expectations of the relevant share prices. This is, in particular, to our largest investment, Geron Corporation, due to the short to mid term volatility in its share price.

#### Other price risk

The company's exposure to other price risk arises mainly from uncertainty about future prices of financial instruments held. It represents the potential loss the company might suffer through holding positions in the face of unfavourable market price movements. The board has established investment parameters to adequately monitor the investment performance, status of the business and the inherent risk in managing a portfolio of investments. The board receives financial information monthly, meets on four scheduled occasions each year and reviews annually the aforesaid investment parameters. The company's exposure to other changes in market prices at 31 December on its quoted and unquoted investments was:

	2017	2016
	£000	£000
Investments held at fair value through profit or loss	20,842	29,712
deduct Fixed interest stock, bonds and notes	(51)	(102)
deduct Investment in subsidiary companies	(5,277)	(6,058)
	<u>15,514</u>	<u>23,552</u>

## Notes to the financial statements (continued)

31 December 2017

### 19 Risk management and other financial instruments (continued)

Details of the company investment portfolio at the year end are shown on page 12.

#### Other price risk sensitivity

A 10% increase in company portfolio valuations at 31 December 2017 would result in an increase of £1,551,000 (2016 – £2,365,000) in net asset value and profit for the year. A decrease of 10% would have had an equal but opposite effect.

#### Financial assets and liabilities - interest rate risk

The majority of the company's financial assets are equity shares 90.2% (2016 – 97.4%) or other investments which pay dividends rather than interest and do not have a maturity date.

Financial liabilities consist of bank loans.

Interest bearing investments, including cash deposits, comprise 9.8% of the company's financial assets, of which 0.2% are at fixed rate and 9.6% floating rate.

Interest rate movements may directly affect the fair value of fixed rate securities and the level of interest receivable on floating rate cash deposits. Interest rate movements may also affect the general equity markets and thus indirectly affect the securities value of the company's investment portfolio by impacting the value of equity investments. The potential effects of these direct and indirect movements are considered when making investment decisions.

The board regularly reviews the level of investments in cash, floating and fixed income securities and the attendant level of interest receivable.

The interest rate risk profile of the financial assets and liabilities of the company at 31 December 2017 is shown below.

	2017		2016	
	Fair Value	Maturity	Fair Value	Maturity
	£000		£000	
<i>Assets</i>				
Fixed Rate				
US notes and bonds	51	1 year	102	2 years
Floating rate				
Cash	2,213		423	
Total assets	2,264		525	
Weighted average interest rate (on fair value)	0.1%		0.5%	
<i>Liabilities</i>				
Bank loan	4,244	undated	3,490	undated
Total liabilities	4,244		3,490	
Weighted average interest rate	2.1%		1.4%	

Cash and cash equivalents comprise bank, broker and money market deposits with a maximum maturity period of one month.

#### Interest rate sensitivity

An increase of 0.5% in interest rates at 31 December 2017 would have decreased the fair value of fixed interest securities and increased interest payments on bank loan and hence decrease total net assets by £104,000 (2016 – £214,000). A decrease of 0.5% would have had an equal but opposite effect.

## Notes to the financial statements (continued)

31 December 2017

### 19 Risk management and other financial instruments (continued)

#### Fair values of financial assets and financial liabilities

All investments are carried at fair value. Other financial assets and liabilities are held at amounts that approximate to fair value. The book value of cash at bank and bank loans included in these financial statements approximate to fair value because of their short-term maturity.

#### *Subsidiaries*

The fair value of the subsidiaries is determined to be equal to the net asset values of the subsidiaries at year end plus the uplift in the revaluation of film rights in British and American Films Limited, a subsidiary of BritAm Investments Limited.

The fair value of the film rights have been determined by estimating the present value of the pre-tax film revenues in the next 10 years discounted at a discount rate of 5%. The directors' valuation of British & American Films Limited has been based on pre-tax profits as sufficient group relief exists to mitigate the tax effect. The directors continue to expect that group relief will be allocated in such a way, that this valuation assumption is reasonable.

The sensitivity of the fair value measurement of the subsidiaries to changes in unobservable inputs is not likely to be significant due to the nature of the underlying assets in the subsidiaries. The majority of the assets comprise loans due from the parent company or fellow subsidiaries (£3.8 million) with the balance split between UK quoted investments, overseas quoted investments, UK commercial property unit trusts and fair value of film rights.

#### Gearing

At 31 December 2017 the company has drawn down £4,244,000 (sterling equivalent) of its facility limit of 10,875,000 CHF with UBS AG. A Facility Agreement was entered into by the company and UBS AG on 15 May 2013. At 31 December 2017 investments of fair value of £9,398,305 sterling equivalent (2016 – £11,499,392) have been deposited with the UBS AG as collateral. Although this gearing increases the opportunity for gain, it also increases the risk of loss in falling markets.

#### Fair value hierarchy

The fair value hierarchy, as defined in IFRS 13, comprises 3 levels. With the exception of the Biotime Promissory Note with a year end market value of £50,900 (2016 – £101,930), Sarossa Capital PLC (unquoted) £5,320 (2016 – £5,320) and BritAm Investments Limited and Second BritAm Investments Limited (unquoted subsidiaries) with a year end fair value respectively of £5,276,548 (2016 – £6,058,303) and £nil (2016 – £nil) which are categorised as Level 3 and with the exception of the investments in unit trusts, St James's Place Global Equity £771,105 (2016 – £2,440,917) and Jupiter Unit Trust Managers £276,988 (2016 – £270,498), which are categorised as Level 2 investments, all other investments £14,461,154 (2016 – £20,835,553) are categorised as Level 1.

Level 1 investments and derivatives are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 investments inputs are not based on observable market data (unobservable inputs).

The values for investments categorised by type are identified on page 11. The movement in Level 3 investments is shown in the Unlisted column in note 9 on page 44.

## Notes to the financial statements (continued)

31 December 2017

### 19 Risk management and other financial instruments (continued)

#### Currency risk

77% (2016 – 60%) of the company's assets and liabilities are in sterling. The foreign currency exposure is almost exclusively in eight (2016 – twelve) investments denominated in US dollars. The board monitors the company's exposure to foreign currencies on a regular basis. The Managing Director assesses the risk of this exposure and its possible effect on the net asset value of the company. Although the bank facility limit is 10,875,000 CHF in practice the company has only drawn down funds in either sterling, US dollars or EURO.

	2017	2016
	£000	£000
<i>US dollar</i>		
Investments	7,879	11,389
Bank loan	(2,429)	(605)
Cash	5	3
<i>EURO</i>		
Bank loan	(1,815)	(1,724)
Net exposure	<u>3,640</u>	<u>9,063</u>
Total net assets	<u>15,534</u>	<u>22,682</u>

#### Currency risk sensitivity

At 31 December 2017, if sterling had strengthened by 5% in relation to the US dollar and EURO, with all other variables held constant, total net assets would have decreased by £173,000 (2016 – £432,000). Similarly, a 5% weakening of sterling against the US dollar and EURO, with constant other variables, would have increased total net assets by £192,000 (2016 – £477,000).

#### Liquidity risk

The majority of the company's assets comprise listed realisable securities, which can be sold to meet funding requirements as necessary. The company has a multi-option loan facility of 10,875,000 CHF with UBS AG (2016 – 10,875,000 CHF) with no maturity date. The board has set, and regularly monitors, guidelines on limits for both individual holdings and exposure to quoted equities in total (see investment policy on pages 14 to 16). The company considers that its exposure is not significant. The company has also provided a financial guarantee for its subsidiary Second BritAm Investments Limited. The amounts related to the loan facility and guarantee are set out below:

	2017	2016
	£000	£000
Loan drawn down	4,244	3,490
Guarantee	4,666	4,432
	<u>8,910</u>	<u>7,922</u>

#### Credit risk

This is the risk of loss to the company arising from the failure of a transactional counterparty to discharge its obligations.

The company manages this risk through the following controls:

- when making an investment in a bond or other security with credit risk, the risk is assessed and compared to the forecast investment return for each security;
- the board receives regular valuations of bonds and other securities;
- investment transactions are primarily placed through the company's broker. The credit worthiness of the broker

## Notes to the financial statements (continued)

31 December 2017

### 19 Risk management and other financial instruments (continued)

and other entities is reviewed by the board. Investment transactions are normally done on a delivery versus payment basis such that the company or its custodian bank has ensured that the counterparty has delivered on its obligations before effecting transfer of cash or securities;

· cash is held at banks considered by the board to be reputable and of high credit quality.

The company's principal financial assets are bank, broker and money market balances and cash, other receivables and investments, which represent the company's maximum exposure to credit risk in relation to financial assets.

Cash and cash equivalents comprise bank, broker and money market balances and cash held by the company. The carrying amount of these assets approximates their fair value.

Total exposure to credit risk is not considered to be significant. In summary, the maximum exposure to credit risk at 31 December was:

	2017		2016	
	Balance sheet £000	Maximum exposure £000	Balance sheet £000	Maximum exposure £000
Fixed rate investments	51	51	102	102
Current assets				
Receivables	2,399	2,399	1,469	1,469
Cash and cash equivalent	2,213	2,213	423	423
	<u>4,663</u>	<u>4,663</u>	<u>1,994</u>	<u>1,994</u>

Fixed rate investments comprise 100% (2016 – 100%) being non-investment grade.

None of the company's financial assets, are past their due dates, impaired or secured by collateral or other credit enhancements with the exception of investments of £9,398,305 lodged as collateral for a bank loan (see note 12(b) on page 46).

#### Capital management policies and procedures

The company's capital management objectives are:

- to ensure that it will be able to continue as a going concern; and
- to maximise the income and capital return to its equity shareholders through an appropriate balance of ordinary and non-redeemable preference equity capital and loans.

The company's total capital equity (ordinary and non-redeemable preference share capital and other reserves) at 31 December 2017 was £15,534,000 (2016 – £22,682,000).

The Board monitors and reviews the broad structure of the company's capital on an ongoing basis.

The company's objectives, policies and processes for managing capital are unchanged from the preceding accounting period. Under the bank facility with UBS AG borrowings may not exceed 10,875,000 CHF (as defined in the facility agreement).

# Statement of Corporate Governance

For the year ended 31 December 2017

The Statement of Corporate Governance, which forms part of the Directors' report (page 23) is set out below. The following paragraphs describe the framework of internal controls in place to ensure that the company complies with the 2016 UK Corporate Governance Code which is available on the Financial Reporting Council's website: [www.frc.org.uk](http://www.frc.org.uk).

The board has considered the principles and recommendations of the AIC Code of Corporate Governance ('AIC Code') which was re-issued in July 2016. The AIC Code addresses all the principles set out in the UK Corporate Governance Code as well as setting out additional principles and recommendations on issues that are of specific relevance to British & American Investment Trust PLC. The AIC Code is available on the AIC's website: [www.theaic.co.uk](http://www.theaic.co.uk).

The board considers that reporting against the principles and recommendations of the AIC Code will provide better information to shareholders.

The company has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except as set out below:

- the whole board review the performance and remuneration arrangements of the Managing Director
- the need for an internal audit function

British & American Investment Trust PLC is a self-managed investment company. The company has therefore reported further in respect of these exceptions below.

## Operation of the board

The board currently consists of four directors, one of whom is the executive Managing Director. The three non-executive directors are all independent, including the Chairman. During the year Mr DG Seligman was appointed as a non-executive director and Mr JAV Townsend retired.

There is a formal schedule of matters to be specifically approved by the board and of the division of responsibilities between the Chairman and Managing Director and individual directors may seek independent advice at the expense of the company.

All non-executive directors have a formal letter of appointment and such terms and conditions of appointment of non-executive directors are available for inspection at the registered office of the company.

The board has delegated investment management, within clearly defined parameters and dealing limits to the Managing Director, who also has responsibility for the overall management of the business. The board makes all strategic decisions and reviews the performance of the company at board meetings.

As the Chairman is non-executive the board regards him as the Senior Independent Director and no separate Senior Independent Director has been appointed.

There were three board meetings and three audit committee meetings held during the year and the attendance by directors was as follows:

## Number of meetings attended

	Board	Audit
JAV Townsend	3/3	3/3
DG Seligman	1/3	1/3
DG Dreyfus	3/3	3/3
RG Paterson	2/3	2/3
JC Woolf	3/3	3/3*

\* Not a member of the committee but in attendance by invitation.

Three directors attended the Annual General Meeting.

## Statement of Corporate Governance (continued)

### **Independence of the directors**

The non-executive directors (Mr DG Seligman, Mr DG Dreyfus and Mr RG Paterson) are independent and have no other relationships or circumstances which might be perceived to interfere with the exercise of independent judgement. Mr DG Dreyfus and Mr RG Paterson, at the date of the Annual General Meeting, will have served on the board for more than twenty two years, and seventeen years respectively from the date of their first election, but given the nature of the company as an investment trust and as permitted under the AIC Code, the board is firmly of the view that Mr DG Dreyfus and Mr RG Paterson can be considered to be independent. In arriving at this conclusion the board considers that long service aids the understanding, judgement, objectivity and independence of directors.

### **Tenure of directors**

Letters which specify the terms of appointment are issued to new directors. The letters of appointment are available for inspection upon request.

Directors are subject to re-election by shareholders at the first AGM following their appointment and, subsequently, are subject to retirement by rotation over a period of a maximum of three years. Directors are not subject to automatic reappointment. All non-executive directors are appointed for fixed terms of three years. Biographical details of directors are set out on page 2.

The directors recognise that independence is not a function of service or age and that experience is an important attribute within the board. The directors may, therefore, decide to recommend a director with more than nine years service for re-election annually.

Mr DG Dreyfus and Mr RG Paterson are due to stand for annual re-election in accordance with the current AIC Code. The director due to stand for annual re-election at the forthcoming AGM in accordance with the requirements of the AIC Code and in accordance with company's Articles of Association, is Mr JC Woolf.

The board has carefully considered the position of Mr DG Dreyfus and Mr RG Paterson and believes that, following formal evaluation, they continue to be effective and so it would be appropriate for them to be proposed for re-election. As stated previously, in respect of Mr DG Dreyfus and Mr RG Paterson it is the view of the board that long service in no way reduces the independence and objectivity of the directors. Mr DG Dreyfus and Mr RG Paterson will stand for re-election annually.

### **Chairman**

The board has carefully considered the position of Mr DG Seligman and considers it appropriate for him to be proposed for re-election. The board is satisfied that Mr DG Seligman has sufficient time available to discharge fully his responsibility as Chairman.

## Statement of Corporate Governance (continued)

### Report of the Audit Committee

#### **Audit Committee**

The audit committee is a formally constituted committee of the board with defined terms of reference, which include its role and the authority delegated to it by the board, which are available for inspection at the company's registered office. All the non-executive directors are members of the audit committee and its chairman is Mr DG Dreyfus. The audit committee considers Mr Dreyfus as the member of the audit committee having relevant and recent financial experience.

#### **Role and Composition**

The Committee comprises three non-Executive Directors and is appointed by the Board. It met three times during 2017. The Committee operates within defined terms of reference.

The Committee's main functions are:-

- 1) to appoint an external auditor, to review its letter of engagement, approve its fees, discuss with it the nature and scope of its audits and review the audit plan and post-audit findings.
- 2) to review the yearly and half yearly report and accounts before submission to the Board, focusing particularly on changes in accounting policies, significant adjustments, compliance with listing rules and legal requirements and discussing auditor's concerns.
- 3) to monitor the company's key procedures and internal controls, reviewing information provided by the company's Managing Director and considering the need for an internal audit function.

#### **Key Risks**

Twice a year the Audit Committee reviews the key risks facing the company. Included in this work are separate reviews for Corporate Strategy, Investment Activity, Published Information, Compliance with Laws and Regulations, Relationship with Service Providers and Financial Activity. In arriving at its judgment of what constitutes a sound system of internal control, the Audit Committee considers the nature and extent of risks which it regards as acceptable for the company to bear within its stated investment objective, the threat of such risks becoming a reality and the company's ability to reduce the incident and impact of such risks. The Audit Committee also considers the company's relationship with third party service providers and sets clear control objectives in respect of the company's relationship with them.

#### **Significant Issues**

The valuation and ownership of investments is a significant risk factor. The majority of the investments are in quoted securities and market prices are readily available from independent external pricing sources. The investment portfolio is regularly reconciled to custodians' records, where applicable, and that reconciliation is also reviewed by the Auditor. The fair value of the investments in subsidiaries (including film rights) and the assumptions on which the fair values are based are reviewed annually.

The Committee satisfies itself that the company is correct in issuing financial statements on a going concern basis and conducts regular reviews to ensure the company maintains its investment trust status. It reviews the company's accounting treatment of dividends received and makes recommendations to the Board thereon. The Committee keeps abreast of all accounting, tax and regulatory developments including, but not limited to, recent or proposed changes in narrative reporting, the SORP for investment trust companies, Directors' remuneration, the U.S. Foreign Account Tax Compliance Act (FATCA), the Alternative Investment Fund Managers Directive (AIFMD) and the implementation of The Common Reporting Standard.

## Statement of Corporate Governance (continued)

### Report of the Audit Committee (continued)

#### **Internal Controls**

The Audit Committee ensures that the company has adequate internal control systems to prevent and detect fraud. The company has in place an appropriate “whistle blowing” policy enabling employees to raise any concerns in strict confidence. The Audit Committee keeps under review the need for an internal audit function but has concluded that, given the company’s size and scope, there is no need for such a function at the present time.

#### **External Audit Process**

The Audit Committee regularly meets the Auditor and may challenge any aspect of its work. The Committee is aware of the latest Corporate Governance provisions related to auditor tenure. The Audit Committee ensures that the Auditor has unlimited access to any company record.

#### **Auditor assessment and independence**

Hazlewoods LLP has been the company’s auditor since 2017. Rotation of the Audit Partner will take place in accordance with Ethical Standard 3; ‘Long Association with the Audit Engagement’ of the Auditing Practices Board (‘APB’).

In accordance with mandatory audit rotation requirements, the committee intends to undertake a further tender process during the year to 31 December 2026.

The fees for audit purposes for the financial year ended 31 December 2017, including audit of the subsidiary’s financial statements, were £34,000 (2016 – £43,000).

The Audit Committee has approved and implemented a policy on the engagement of the Auditor to supply non-audit services, taking into account the recommendations of the APB and does not believe there is any impediment to the Auditor’s objectivity and independence. All non-audit work to be carried out by the Auditor must be approved by the Audit Committee in advance.

The cost of services provided by the Auditor for the financial year ended 31 December 2017 was £10,314 (2016 – £34,370). These non-audit services are assurance and compliance related and the Committee believes Hazlewoods LLP is best placed to provide them on a cost effective basis.

During the year the Committee reviewed the independence policies and procedures of Hazlewoods LLP including quality assurance procedures. It was considered that those policies and procedures remained fit for purpose.

#### **Conclusion**

The Audit Committee has approved year end 31 December 2017 Report and Accounts. It has reviewed the company’s internal controls and risk management. After satisfying itself as to the independence of the Auditor, it has recommended that Hazlewoods LLP be appointed for the 2018 financial year.

## Statement of Corporate Governance (continued)

### **Nominations**

The board as a whole fulfils the function of the nomination of directors.

The board oversees a formal review procedure governing the appointment of new directors and evaluates the overall composition of the board from time to time, taking into account the existing balance of skills and knowledge. Its chairman is the Chairman of the board. One new director was appointed during the year. There are procedures for a new director to receive relevant information on the company together with appropriate induction.

In considering new appointments, the need to have a balance of skills, experience, independence, diversity, including gender, and knowledge of the company within the board are taken into account. However the overriding priority is to appoint the most appropriate candidates, regardless of gender or other forms of diversity.

### **Board and director evaluation**

On an annual basis the board formally reviews its performance. The review covers an assessment of how cohesively the board, audit committee and nomination committee work as a whole as well as the performance of the individuals within them.

The Chairman is responsible for performing this review. Mr DG Dreyfus and Mr RG Paterson perform a similar role in respect of the performance of the Chairman. The formal evaluation confirmed that all directors continue to be effective on behalf of the company.

### **Remuneration**

The remuneration of the executive director is decided by the board as a whole (comprising a majority of non-executive directors), rather than a remuneration committee. There is no performance-related element of the executive director's remuneration. The board considers that the interests of the Managing Director, who is himself a shareholder (see page 20), are aligned with those of other shareholders.

### **Relations with shareholders**

Shareholder relations are given high priority by the board. The principal medium of communication with shareholders is through the interim and annual reports. This is supplemented by monthly NAV announcements.

The board largely delegates responsibility for communication with shareholders to the Managing Director and, through feedback, expects to be able to develop an understanding of their views.

Currently, there is a small number of major shareholders, details of which can be found on page 20.

All members of the board are willing to meet with shareholders for the purpose of discussing matters relating to the operation and prospects of the company.

The board welcomes investors to attend the AGM and encourages questions and discussions on issues of concern or areas of uncertainty. All directors expect to be present at the AGM.

## Statement of Corporate Governance (continued)

### **Accountability, Internal Controls and Audit**

The directors' statement of responsibilities in respect of the financial statements is set out on page 23.

The directors are responsible for the effectiveness of the risk management and internal control systems for the company, which are designed to ensure that adequate accounting records are maintained, that the financial information on which the business decisions are made and which are issued for publication is reliable, and that the assets of the company are safeguarded. Such a system of internal control is designed to manage rather than eliminate the risks of failure to achieve the company's business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The board recognises its ultimate responsibilities for the company's system of risk management and internal controls and for monitoring its effectiveness. The board has established an internal control framework to provide reasonable assurance on the effectiveness of the internal controls operated. The board assesses on an ongoing basis the effectiveness of the internal controls. The board receives regular reports on all aspects of internal control (including financial, operational and compliance control, risk management and relationships with external service providers). Given the size of the business the company does not have a separate internal audit function. This is subject to periodic review.

The board has produced a risk matrix against which the business risks and the effectiveness of the internal controls can be monitored, which is regularly reviewed by the Audit Committee and at other times as necessary. It is believed that an appropriate framework is in place to meet the requirements of the AIC Code and the UK Corporate Governance Code.

Arrangements are in place by which staff of the group may, in confidence, raise concerns under the Public Interest Disclosure Act 1998 about possible improprieties in matters of financial reporting or other matters. If necessary, any member of staff with an honest and reasonable suspicion about possible impropriety may raise the matter directly with the Chairman of the company. Arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

### **Powers to authorise conflict situations**

In accordance with section 175 of the Companies Act 2006 and the Articles of Association, as amended at the AGM in June 2008, the company has procedures in place for ensuring that the unconflicted directors' powers to authorise conflict situations are operated effectively.

The board confirms that the above procedures have been complied with.

### **Going concern**

The assets of the company consist mainly of securities that are readily realisable and, accordingly, the company has adequate financial resources to continue its operational existence for the next 12 months. Therefore, the directors believe that it is appropriate to continue to adopt the going concern basis in preparing the accounts.

### **Employee, social, economic and environmental matters**

As an investment trust the company has no direct impact on social, economic and environmental issues and the company's primary objective is to achieve capital and income growth by investing the company's assets in accordance with the stated investment policy. As such the company does not have any policies to disclose in these areas. All employee contracts are with a related party as disclosed in note 17 and as such the company does not have any formal policies in this area. The non-executive directors review the level of remuneration of the Managing Director and employees annually.

## Statement of Corporate Governance (continued)

### **Responsibilities as an institutional shareholder**

The board has delegated authority to the Managing Director for monitoring the corporate governance of investee companies. The board has delegated to the Managing Director responsibility for selecting the portfolio of investments within investment guidelines established by the board and for monitoring the performance and activities of investee companies. On behalf of the company the Managing Director carries out detailed research of investee companies and possible future investee companies through broker and internally generated research. The research includes an evaluation of fundamental details such as financial strength, quality of management, market position and product differentiation. Other aspects of research include an appraisal of social, ethical and environmentally responsible investment policies.

The board has delegated authority to the Managing Director to vote on behalf of the company in accordance with the company's best interests. The primary aim of the use of voting rights is to ensure a satisfactory return from investments.

The company's policy is, where appropriate, to enter into engagement with an investee company in order to communicate its views and allow the investee company an opportunity to respond.

In such circumstances the company would not normally vote against investee company management but would seek, through engagement, to achieve its aim. The company would vote, however, against resolutions it considers would damage its shareholder rights or economic interests.

The company has a procedure in place that where the Managing Director, on behalf of the company, has voted against an investee company resolution it is reported to the Board.

The UK Stewardship Code was implemented by the Financial Reporting Council, on a voluntary basis and was revised in September 2012.

The board considers that it is not appropriate for the company, as a small self-managed investment trust, to formally adopt the UK Stewardship Code.

However, many of the UK Stewardship Code's principles on good practice on engagement with investee companies are used by the company, as described above.

# Directors' remuneration report

For the year ended 31 December 2017

## Introduction

This report is submitted in accordance with the requirements of sections 420 to 422 of the Companies Act 2006 in respect of the year ended 31 December 2017. The report comprises a policy report, which is subject to a triennial binding shareholder vote, or sooner if an alteration to policy is proposed, and a remuneration policy implementation report, which is subject to an annual advisory vote.

The remuneration policy was last approved at the AGM held on 27 June 2017. The remuneration policy is set out in the Future Policy Table on page 66.

An ordinary resolution to approve this report will be put to members at the forthcoming Annual General Meeting, but the directors' remuneration is not conditional upon the resolution being passed.

## Statement by the Chairman

The board as a whole considers the directors' remuneration. The board has not appointed a committee to consider matters relating to directors' remuneration. There is no performance-related element of the executive director's remuneration. The board considers that the interests of the Managing Director, who is himself a shareholder (see page 20), are aligned with those of other shareholders.

The board has not been provided with advice or services by any person in respect of its consideration of directors' remuneration (although the directors expect from time to time to review the fees paid to the boards of directors of other investment companies).

There have been no changes to the Directors' remuneration policy during the period of this report nor are there any proposals for the foreseeable future.

DG Seligman

Chairman

27 April 2018

## Annual report on remuneration

### Directors' remuneration as a single figure (audited)

	Salary and fees <u>2017</u> £000	Salary and fees <u>2016</u> £000
JC Woolf - salary	63	60
JAV Townsend (Chairman to 31 December 2017) - fees	22	22
DG Seligman (Chairman from 1 January 2018) - fees	4	–
DG Dreyfus (Chairman of Audit Committee) - fees	19	19
RG Paterson - fees	16	16
Total	<u>124</u>	<u>117</u>

The table above omits other columns because no payments of other types prescribed in the relevant regulations were made.

No other remuneration or compensation was paid or payable by the company during the year to any current or former directors.

## Directors' remuneration report (continued)

The non-executive directors' fees have remained unchanged from 1 January 2016.

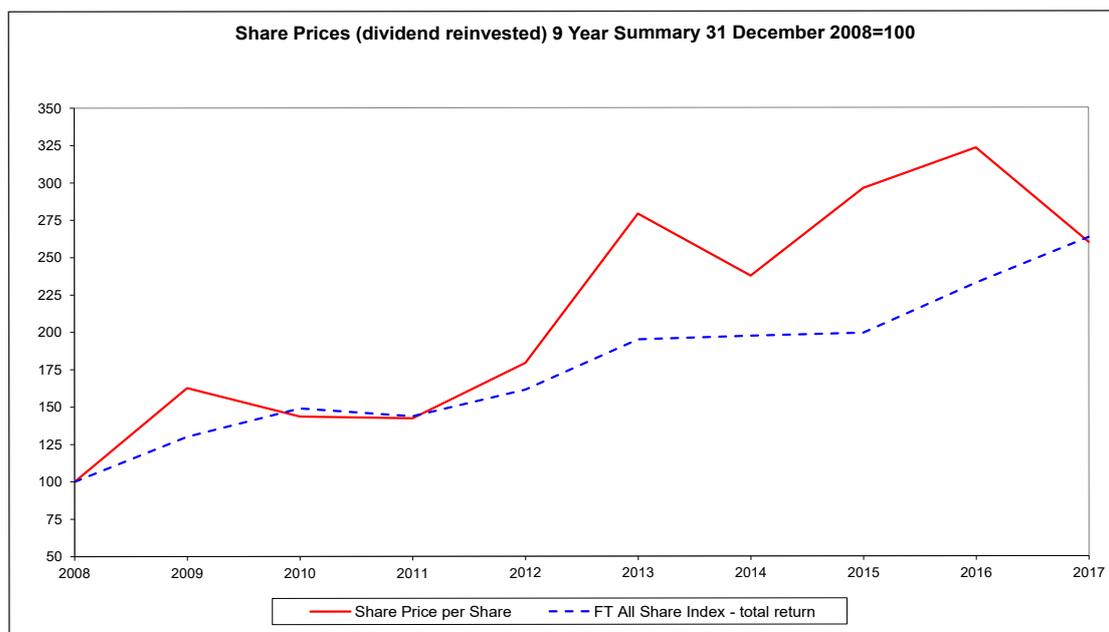
	£
JAV Townsend (retired 31 December 2017) - fees	22,000
DG Seligman (Chairman from 1 January 2018) - fees	22,000
DG Dreyfus (Chairman of Audit Committee) - fees	18,700
RG Paterson - fees	16,500

### Sums paid to third parties (audited)

The directors' fees of £16,500 (2016 – £16,500) payable to RG Paterson were paid to Eversheds Sutherland LLP. This payment was for services as a director of the company.

### Performance graph and table

The graph below shows the performance of British & American Investment Trust PLC's share price against the FTSE All Share index, in both instances with dividends reinvested, for the nine years since 2008. The FTSE All Share equity market index is used as the company's benchmark.



### Managing Director's remuneration table

	Total remuneration £000
2009	50
2010	44
2011	47
2012	47
2013	50
2014	53
2015	56
2016	60
2017	63
Total	<u>470</u>

## Directors' remuneration report (continued)

The table below shows the percentage change in the remuneration of the Managing Director and the company's employees as a whole between the year 2016 and 2017.

	Change in salary Percent	Change in annual bonus Percent
Managing Director	5.84%	no bonus paid
Employees (exc. non-executive directors)	0.75%	(38.39)%

### Significance of spend on pay

	Employee remuneration (inc. non-executive directors) £	Shareholder distribution £
2016	584,000	2,050,000
2017	591,000	2,100,000
Difference	7,000	50,000
Percentage change	1.20%	2.44%

### Directors' interests

The directors during the year ended 31 December 2017 had interests in the shares of the company as follows (audited):

	2017		2016	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Ordinary shares of £1				
JC Woolf	460,812	15,771,562	460,812	15,771,562
DG Dreyfus	5,000	–	5,000	–
JAV Townsend (retired 31 December 2017)	7,500	–	7,500	–
RG Paterson	1,000	–	1,000	–
DG Seligman (appointed 26 September 2017)	–	–	–	–
Non-voting convertible preference shares of £1 each				
JC Woolf	–	10,000,000	–	10,000,000

Although there is no legal requirement the company expects directors to be shareholders in the company.

### Voting at Annual General Meeting

At the Annual General Meeting held on 27 June 2017, votes cast by proxy and at the meeting in respect of the directors' remuneration were as follows:

Resolution	Votes For	% For	Votes Against	% Against	Total votes Cast	Votes withheld
To receive and approve the Directors' remuneration report (excluding policy) for the year ended 31 December 2016	19,173,149	99.997	500	0.003	19,173,649	–
Directors' remuneration policy	19,173,149	99.997	500	0.003	19,173,649	–

## Directors' remuneration report (continued)

### Directors' remuneration policy

The company's policy is that fees payable to non-executive directors should reflect their expertise, responsibilities and time spent on company matters. In determining the level of non-executive remuneration, market equivalents are considered in comparison to the overall activities and size of the company.

Mr JC Woolf has a service contract dated 1 September 1992 with the company. The contract does not have a fixed term, requires 12 months notice of termination, with salary and benefits compensation payable for the unexpired portion on early termination. No other director has a service contract with the company.

The maximum level of non-executive directors' remuneration is fixed by the company's Articles of Association, amendment to which is by way of an ordinary resolution subject to ratification by shareholders. The current level (effective from 1 January 2011) is that aggregate non-executive directors fees should not exceed £75,000 per annum.

The emoluments and benefits of any executive director for his services as such shall be determined by the directors and may be of any description, including membership of any pension or life assurance scheme for employees or their dependants.

The company's policy is to allow executive directors to accept appointments and retain payments from sources outside the company as long as such appointments do not interfere with the performance of their company responsibilities.

The company does not confer any share options, long term incentives or retirement benefits on any director, nor does it make a contribution to any pension scheme on behalf of the directors. The company has not added any performance-related elements in the remuneration package of executive directors. As noted on page 20 Mr JC Woolf is a significant shareholder in the company. The company also provides directors' liability insurance.

### Future policy table

The table below summarises the components of the remuneration of the directors.

	<b>Component</b>	<b>Link to strategy</b>
<b>Managing Director</b>	Salary	The annual salary paid is a fixed amount, subject to annual review, and is not related to the portfolio performance.
<b>Non-executive Directors</b>	Fees	Fees aim to be competitive with other investment trusts of similar size and complexity. Fees are fixed annual amounts and are reviewed periodically by the board. The Chairman, the Chairman of the Audit Committee and the remaining non-executive director are paid to reflect a market rate of a self-managed investment trust having regard also to the size of the company, expertise, their responsibilities and the time required to be spent to fulfil their responsibilities.

There is no maximum or minimum applicable to the salary of the Managing Director.

The policy on remuneration of employees generally is to incentivise them for effective performance whilst recognising market equivalents. As such their remuneration packages are structurally different to that of the Managing Director.

### Approach to recruitment remuneration

The principles the company would apply in setting remuneration for new Board members would be in accordance with the Remuneration Policy, such remuneration being commensurate with existing Board members and their relevant peer group.

## Directors' remuneration report (continued)

### Illustration of Application of Remuneration Policy

Managing Director

	Minimum	In line with expectations	Maximum
Salary	£63K	£63K	£63K

The Managing Director's salary is a fixed amount not related to performance. There is therefore no minimum or maximum variation.

	Minimum	In line with expectations	Maximum
Salary	100%	100%	100%

### Statement of consideration of employment conditions elsewhere in the company

The employees were not consulted when setting the Directors' remuneration policy and no remuneration comparison measurement with employees was used.

### Consideration of shareholder views

The company places great importance on communication with its shareholders. The board welcomes investors to attend the AGM and encourages questions and discussions on all aspects of performance and governance, including remuneration issues. The company can confirm that it is aware of negative views being expressed by shareholders in relation to its policy on Directors' remuneration.

It is intended that this policy will continue for the year ending 31 December 2018 and until the Annual General Meeting of the company held in 2020.

The Directors' Remuneration Report 2017 was approved by the Board and signed on its behalf by:

DG Seligman  
Chairman  
27 April 2018

## Notice of meeting

**NOTICE IS HEREBY GIVEN THAT** the seventieth Annual General Meeting of the company will be held at Wessex House, 1 Chesham Street, London SW1X 8ND on Wednesday 27 June 2018 at 12.15pm for the following purposes:

1. To receive and consider the directors' report and company accounts for the year ended 31 December 2017 and the report of the auditors thereon.
2. To re-elect Mr DG Seligman as a director.
3. To re-elect Mr DG Dreyfus as a director.
4. To re-elect Mr RG Paterson as a director.
5. To re-elect Mr JC Woolf as a director.
6. To approve the directors' remuneration report (excluding policy).
7. To declare a final dividend of 5.9p per £1 ordinary share.
8. To appoint Hazlewoods LLP as the company's auditors to hold office until the conclusion of the next annual general meeting of the company.
9. To authorise the audit committee to determine the remuneration of the auditors.
10. To approve the cum-dividend transactions entered into by the company during the year ended 31 December 2017 as set out on page 49 of the report and accounts.

**By order of the board**

**KJ Williams**

**Secretary**

27 April 2018

Wessex House  
1 Chesham Street  
London  
SW1X 8ND

**Notes:**

Any member of the company entitled to attend and vote at the meeting may appoint another person or persons (whether a member or not) as his/her proxy to attend and to vote instead of him/her provided that if more than one proxy is appointed each proxy must be appointed to exercise the rights attached to a different share or shares. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should the member subsequently decide to do so. A form to be used for appointing a proxy or proxies for this meeting to vote on your behalf can be found at page 71 of this document. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the company at Wessex House, 1 Chesham Street, London SW1X 8ND or by fax to 020 7201 3101, not less than 24 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting.

Under the company's articles of association only holders of the ordinary shares are entitled to attend and vote at this meeting. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, this entitlement is determined by reference to the company's register of members and only those members entered on the company's register of members at 12.15pm on 25 June 2018 or, if the meeting is adjourned, shareholders entered on the company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.

## Notice of meeting (continued)

As at 30 April 2018, the last practicable day before printing this document, the total number of ordinary shares of £1, carrying one vote each on a poll, in issue was 25,000,000, the total number of cumulative convertible non-voting preference shares of £1, in general carrying no votes at general meetings of the company, in issue was 10,000,000 and the total voting rights in the company were 25,000,000.

A copy of this notice, together with any other information that the company is required to make available on a website in accordance with section 311A of the Companies Act 2006 will be included on the company's website [www.baitgroup.co.uk](http://www.baitgroup.co.uk).

Any member attending the meeting is entitled, pursuant to section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The company will answer any such questions unless (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Where members satisfying the thresholds in sections 338 and 338A of the Companies Act 2006 require the company to:

- (a) circulate to each member of the company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved and is intended to be moved at the annual general meeting;
- (b) include in the business to be dealt with at an annual general meeting a matter (other than a proposed resolution) which may properly be included in the business;

the company must:

- (a) circulate the resolution proposed pursuant to section 338 of the Companies Act 2006 to each member entitled to receive notice of the annual general meeting;
- (b) include in the business to be dealt with at the annual general meeting the matter proposed pursuant to section 338A of the Companies Act 2006.

A resolution may be properly moved at the annual general meeting unless: (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise); or (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

A matter may be properly included in the business of an annual general meeting unless it is defamatory of any person or is frivolous or vexatious.

A member or members wishing to request the circulation of the resolution and/or the inclusion of a matter must send the request to the company using one of the following methods:

in hard copy form to the company at Wessex House, 1 Chesham Street, London SW1X 8ND marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority; or

by fax to 020 7201 3101 marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority.

## Notice of meeting (continued)

Whichever form of communication is chosen, the request must be received by the company not later than 16 May 2018 and (as appropriate):

- (a) identify any resolution of which notice is to be given;
- (b) identify the matter to be included in the business and be accompanied by a statement setting out the grounds for the request.

Where the company receives requests from a member or members either to (a) give notice of a resolution to be proposed by members at the annual general meeting and/or (b) circulate a matter proposed by members to be included within the business to be dealt with at the annual general meeting, the expenses of giving such notice or circulating such matter must be paid by the member or members submitting the request by depositing with the company not later than 16 May 2018 a sum reasonably sufficient to meet these expenses.

Members satisfying the thresholds in section 527 of the Companies Act 2006 may require the company to publish on its website, a statement setting out any matter that such members propose to raise at the annual general meeting relating to the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting. Where the company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the company in complying with the request, it must forward the statement to the company's auditors no later than the time the statement is made available on the company's website, and the statement may be dealt with as part of the business of the annual general meeting.

A member or members wishing to request publication of such a statement on the company's website must send the request to the company using one of the following methods:

in hard copy form to the company at Wessex House, 1 Chesham Street, London SW1X 8ND marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority; or

by fax to 020 7201 3101 marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority.

Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the company at least one week before the annual general meeting.

The register of directors' interests and copies of the managing director's service agreement and the letters of appointment of non-executive directors will be available for inspection at the registered office of the company during normal business hours from the date of this notice until the conclusion of the Annual General Meeting.

The company's investment objective, as stated in its report and accounts for the year ended 31 December 2017 (the "Accounts"), is "to achieve a balance to investors of growth in income and capital in order to sustain a progressive dividend policy". The company has entered into a number of transactions specifically to generate distributable reserves in order to fulfil that objective. Such transactions, which are summarised at page 49 of the Accounts, were all conducted in accordance with the protocols set out on page 50 of the Accounts and have been ratified and approved by the board of the company. The protocols include a requirement that the transactions be put to shareholders for approval and ratification and that is the purpose of resolution 10.

# FORM OF PROXY

## BRITISH & AMERICAN INVESTMENT TRUST PLC

(For use by ordinary shareholders)

I/We ..... (Please complete in  
BLOCK CAPITALS)

of .....

being (a) member(s) of the above company, hereby appoint the Chairman of the meeting or

..... to be my/our proxy to vote on my/our behalf at the Annual  
General Meeting of the company to be held at Wessex House, 1 Chesham Street, London SW1X 8ND  
at 12.15 pm on Wednesday 27 June 2018 and at any adjournment thereof.

Signed .....

Dated ..... 2018.

Please tick here to indicate that this proxy instruction is in addition  
to a previous instruction. Otherwise it will overwrite any previous instruction.

### RESOLUTIONS

	For	Against	Vote Withheld	Discretionary
1. To adopt the report and accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr DG Seligman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr DG Dreyfus.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr RG Paterson.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr JC Woolf.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the directors' remuneration report (excluding policy).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To declare a final dividend of 5.9p per £1 ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To appoint Hazlewoods LLP as the company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the audit committee to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the cum-dividend transactions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### NOTES

- Please indicate with an X in the boxes above how you wish your votes to be cast. If you select 'Discretionary' or the form is returned without any indication as to how the proxy shall vote on any particular matter, and on any other business which may come before the meeting, the proxy will vote or abstain as he thinks fit.
- In order to be valid, this form of proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the company at Wessex House, 1 Chesham Street, London SW1X 8ND or by fax to 020 7201 3101, not less than 24 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting. Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
- A corporation's proxy must be either under its common seal or under the hand of a duly authorised officer or attorney.
- A space is provided to appoint a proxy other than the person named above. A proxy need not be a member of the company.
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the company on 020 7201 3100 or you may copy this form. Please indicate with the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is in addition to a previous instruction. All forms must be returned together in the same envelope.
- The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- This form of proxy should only be completed by the ordinary shareholders.

Second fold

Please affix  
postage  
stamp

**British & American  
Investment Trust PLC  
Wessex House  
1 Chesham Street  
London SW1X 8ND**

First fold

Third fold