

**Company Number: 2174139**

**RIT CAPITAL PARTNERS SECURITIES LIMITED**  
**REPORT AND ACCOUNTS**  
**FOR THE YEAR ENDED**  
**31 DECEMBER 2013**

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COMPANIES HOUSE

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**Registered Office**

27 St James's Place  
London  
SW1A 1NR

**Independent Auditors**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

**Solicitors**

Linklaters LLP  
1 Silk Street  
London  
EC2Y 8HQ

## RIT CAPITAL PARTNERS SECURITIES LIMITED

### REPORT OF THE DIRECTORS

The Directors present the Report and Accounts of RIT Capital Partners Securities Limited (the "Company") for the year ended 31 December 2013

#### **Business Review**

The Company has previously engaged in investment dealing. As this activity is now carried out by its parent the Company has not had cause to engage in any such activity during the year under review. The Directors are considering future options for the Company and believe it probable the Company will be inactive for the foreseeable future.

The principal risk faced by the Company is the concentration risk of its sole asset, an intra group receivable balance due from its parent and other fellow subsidiaries. The majority of this balance is due from its parent and as such the Directors consider the residual risk to be low. The risks and uncertainties faced by the parent company, which include those of the Company, are as disclosed in note 28 of the Report and Accounts of the parent Company RIT Capital Partners plc for the year ended 31 December 2013. Further information on other risks and uncertainties facing the Company are disclosed in note 7 of these accounts.

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using Key Performance Indicators is not necessary for an understanding of the development, performance or position of the business.

As mentioned in the previous Report and Accounts, the Company has moved to a 31 December year end. Accordingly this Report and Accounts are for the year ended 31 December 2013 and the comparative figures are for the nine month period ended 31 December 2012. As such figures in this Report and Accounts may not be directly comparable.

#### **Financial Results and Dividends**

The income statement of the Company is set out on page 7. The Directors do not recommend the payment of a dividend (period ended 31 December 2012 £12.0 million).

#### **Future Developments**

The Directors expect the current level of inactivity to continue for the foreseeable future.

## RIT CAPITAL PARTNERS SECURITIES LIMITED

### REPORT OF THE DIRECTORS (continued)

#### **Directors**

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were

D J Haysey (resigned on 26 July 2013)

J A Kestenbaum

A W Jones

K E Thorpe

C J Wise

#### **Statement of Directors' Responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. In preparing these financial statements, the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union, and IFRSs as issued by the International Accounting Standards Board (IASB), have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**REPORT OF THE DIRECTORS (continued)**



**Disclosure of Information to Auditors**

In accordance with Section 418 of the Companies Act 2006, so far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all the steps necessary that he/she ought to have taken in their duty as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of the information

**Independent Auditors**

The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under Section 487(2) of the Companies Act 2006

On Behalf of the Board



K E Thorpe  
Director

**28** March 2014

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF

#### RIT CAPITAL PARTNERS SECURITIES LIMITED

### **Report on the financial statements**

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#### **Our opinion**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its loss and cash flows for the year then ended,
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

This opinion is to be read in the context of what we say in the remainder of this report

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#### **What we have audited**

The financial statements for the year ended 31 December 2013, which are prepared by RIT Capital Partners Securities Limited, comprise

- the Balance Sheet,
- the Income Statement,
- the Statement of Comprehensive Income,
- the Statement of Changes in Equity,
- the Cash Flow Statement, and
- the related notes

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events

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#### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)") An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed,
- the reasonableness of significant accounting estimates made by the directors, and
- the overall presentation of the financial statements

In addition, we read all the financial and non-financial information in the Report and Accounts to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF

### RIT CAPITAL PARTNERS SECURITIES LIMITED

#### **Opinion on other matter prescribed by the Companies Act 2006**

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In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

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#### **Other matters on which we are required to report by exception**

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##### **Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit, or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns

We have no exceptions to report arising from this responsibility

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##### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility

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##### **Entitlement to exemptions**

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

the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility

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

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##### **Our responsibilities and those of the directors**

As explained more fully in Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

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Alison Morris (Senior Statutory Auditor)  
for and on behalf of  
PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory  
Auditors  
London  
28 March 2014

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**INCOME STATEMENT**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

		<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>Note</b>	<b>£million</b>	<b>£million</b>
<b>Revenue</b>			
Gains/(losses) on derivative financial instruments held at fair value		-	(10 3)
<b>Gross profit/(loss)</b>		-	(10 3)
Administrative expenses		-	-
<b>Operating profit/(loss)</b>		-	(10 3)
<b>Profit/(loss) before taxation</b>		-	(10 3)
Taxation (charge)/credit	3	(0 2)	-
<b>Profit/(loss) for the year/period</b>		(0 2)	(10 3)

**STATEMENT OF COMPREHENSIVE INCOME**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
Profit/(loss) for the year/period	(0 2)	(10 3)
Other comprehensive income/(expense)	-	-
<b>Total comprehensive income/(expense) for the year/period</b>	(0 2)	(10 3)

The notes on pages 11 to 19 form part of these accounts

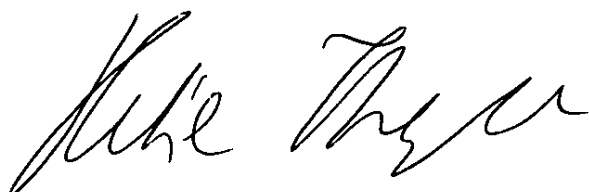


**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**BALANCE SHEET AT 31 DECEMBER 2013**

		<b>31 December 2013</b>		<b>31 December 2012</b>	
	<b>Note</b>	<b>£million</b>	<b>£million</b>	<b>£million</b>	<b>£million</b>
<b>Current assets</b>					
Trade and other receivables	4	<u>113 4</u>		<u>113 5</u>	
<b>Total assets</b>			113 4		113 5
<b>Current liabilities</b>					
Trade and other payables	5	<u>(3 7)</u>		<u>(3 6)</u>	
<b>Total liabilities</b>			<u>(3 7)</u>		<u>(3 6)</u>
<b>Net assets</b>			<u>109 7</u>		<u>109 9</u>
<b>Equity</b>					
Share capital	6		90 0		90 0
Retained earnings			<u>19 7</u>		<u>19 9</u>
<b>Total equity</b>			<u>109 7</u>		<u>109 9</u>

The accounts were approved by the Board of Directors and authorised for issue on ~~28~~ March 2014  
They were signed on the Board's behalf by



**K E Thorpe**  
**Director**

Company number 2174139

The notes on pages 11 to 19 form part of these accounts

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**STATEMENT OF CHANGES IN EQUITY**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

	<b>Share capital £million</b>	<b>Retained earnings £million</b>	<b>Total £million</b>
<b>Year ended 31 December 2013</b>			
Balance at 1 January 2013	90 0	19 9	109 9
Loss and total comprehensive income for the year	-	(0 2)	(0 2)
Ordinary dividend paid	-	-	-
<b>Balance at 31 December 2013</b>	<b>90 0</b>	<b>19 7</b>	<b>109 7</b>
	<b>Share capital £million</b>	<b>Retained earnings £million</b>	<b>Total £million</b>
<b>Period ended 31 December 2012</b>			
Balance at 1 April 2012	90 0	42 2	132 2
Loss and total comprehensive income for the period	-	(10 3)	(10 3)
Ordinary dividend paid	-	(12 0)	(12 0)
<b>Balance at 31 December 2012</b>	<b>90 0</b>	<b>19 9</b>	<b>109 9</b>

The notes on pages 11 to 19 form part of these accounts

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**CASH FLOW STATEMENT**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
<b>Cash flows from operating activities</b>		
Profit/(loss) before taxation	-	(10 3)
(Increase)/decrease in trade and other receivables <sup>1</sup>	0 1	20 9
(Increase)/decrease in derivative financial instruments	-	1 5
Increase/(decrease) in trade and other payables	0 1	(0 1)
Taxation	(0 2)	-
In specie dividend <sup>1</sup>	-	(12 0)
<b>Net cash generated from operating activities</b>	<u>-</u>	<u>-</u>
 Net increase/(decrease) in cash and cash equivalents	-	-
Cash and cash equivalents at the beginning of the year/period	<u>-</u>	<u>-</u>
<b>Cash and cash equivalents at the end of the year/period</b>	<u>-</u>	<u>-</u>

<sup>1</sup>The consideration for the in specie dividend was a matching offset against an intercompany receivable in the period ended 31 December 2012

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**1) Accounting Policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

**(i) Basis of Accounting**

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union, IFRIC Interpretations and those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The Company is domiciled in the United Kingdom.

The following standards and amendments to existing standards have been published and are mandatory for the Company's accounting period beginning on or after 1 January 2014 or later periods. The Company has decided not to early adopt them in the current year accounts.

**Endorsed:**

IFRS 10 Consolidated Financial Statements

IFRS 11 Joint Arrangements

IFRS 12 Disclosure of interests in other entities

IAS 27 Separate Financial Statements (revised 2011)

IAS 28 Investments in Associates and Joint Ventures (revised 2011)

**Not yet endorsed:**

IFRS 1 (Amendment) First-time adoption of IFRS

IFRS 9 Financial instruments classification and measurement

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**(i) Basis of Accounting (continued)**

The Directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the financial statements in the period of initial application, except for IFRS 9, Financial Instruments Classification and Measurement. This is the first part of a new standard on classification and measurement of financial instruments that will replace IAS 39. IFRS 9 has three measurements: amortised cost, fair value through profit and loss, and fair value through other comprehensive income. All equity instruments are still required to be measured at fair value, but fair value movements can be taken to profit or loss or other comprehensive income based on an irrevocable one-off instrument-by-instrument designation. A debt instrument is valued at amortised cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest; otherwise it is at fair value through profit or loss. Accordingly, investments classified as available for sale in the consolidated balance sheet will have to be classified as financial assets at fair value through profit or loss or for equities only at fair value through other comprehensive income. IFRS 9 has not yet been endorsed by the European Union.

The financial statements have been prepared on a going concern basis and under the historical cost basis, except for the revaluation of certain financial instruments and investment properties. The principal accounting policies adopted are set out below.

**(ii) Foreign Currencies**

Transactions in currencies other than Sterling are recorded at the rate 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 year in respect of those investments which are classified as fair value through profit or loss. All foreign exchange gains and losses are recognised in the income statement.

Items included in the financial statements are measured using Sterling, the currency of the primary economic environment in which the entity operates ('the functional currency'). These accounts are presented in Sterling, which is the Company's functional and presentational currency.

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**(iii) Derivative Financial Instruments**

Asset investments historically included futures, options, and other derivative instruments, and were stated in the balance sheet at fair value. Any movements in fair value of trading positions were included in the income statement. Securities sold short were valued at their offer prices in accordance with IFRS.

The Company's activities exposed it primarily to the financial risks of changes in equity market prices, foreign currency exchange rates and interest rates. The Company used derivative financial instruments for trading purposes. The Company has adopted trade date accounting. Accordingly, derivative financial instruments were recognised on the date the Company entered into the relevant contract and are derecognised on the date which it committed to their sale.

Changes in the fair value of derivative financial instruments were recognised in the income statement when they arose.

**(iv) 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 not subject to tax or are not deductible for tax purposes. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of the deferred tax asset is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

**(v) Trade and Other Payables**

Other payables are not interest-bearing and are stated at their nominal value.

**(vi) Trade and Other Receivables**

Trade and other receivables do not carry any interest and are short-term in nature and are accordingly stated at their nominal value as reduced by appropriate allowances for estimates irrecoverable amounts.

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**2. Directors Emoluments and Auditors' Remuneration**

Emoluments attributable to Directors' services to RIT Capital Partners Securities Limited in their role as Directors comprise

<b>Aggregate Directors' Emoluments</b>	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£</b>	<b>£</b>
Wages and salaries	-	3,750
Social security costs	-	518
Defined contribution plans	-	694
	<u>-</u>	<u>4,962</u>

There were no retirement benefits accrued to Directors (period ended 31 December 2012 Nil) under a defined benefit pension scheme and defined contribution payments were made on behalf of 5 Directors (period ended 31 December 2012 5) 5 Directors were entitled to share based payment awards (period ended 31 December 2012 5)

No Directors exercised options in the parent Company during the year (period ended 31 December 2012 3)

All amounts were borne by a fellow subsidiary undertaking

**Auditors' Remuneration**

Audit related fees of £5,605 were borne by the parent Company (period ended 31 December 2012 £5,460)

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**3. Taxation**

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
Income tax (charge)/credit	<u>(0 2)</u>	<u>-</u>
Total tax (charge)/credit	<u>(0 2)</u>	<u>-</u>

The tax charge for the year differs from the standard rate of corporation tax in the UK of 23 25% (31 December 2012 24%) The differences are explained below

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
Profit/(loss) before tax	<u>-</u>	<u>(10 3)</u>
Profit/(loss) before tax at the standard rate of 23 25% (31 December 2012 24%)	-	(2 5)
Losses not utilised or surrendered for no consideration	-	2 5
Adjustment in respect of prior years	<u>(0 2)</u>	<u>-</u>
Total tax (charge)/credit	<u>(0 2)</u>	<u>-</u>

**4. Trade and Other Receivables**

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
Amounts due from fellow group undertakings	0 1	0 1
Amounts due from parent undertaking	<u>113 3</u>	<u>113 4</u>
	<u>113 4</u>	<u>113 5</u>



**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**5. Trade and Other Payables**

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
Amount due to group undertaking	<u>3 7</u>	<u>3 6</u>
	<u>3 7</u>	<u>3 6</u>

**6. Share Capital**

	<b>Year ended 31 December 2013</b>	<b>Period ended 31 December 2012</b>
	<b>£million</b>	<b>£million</b>
<b>Allotted, issued and unpaid</b>		
90,000,000 (31 December 2012 90,000,000)	90 0	90 0
Ordinary Shares of £1 each	<u>                    </u>	<u>                    </u>

**7. Financial Instruments**

As an investment dealing Company, financial instruments make up the vast majority of the Company's financial position

The nature and extent of the financial instruments outstanding at the balance sheet date and the risk management policies employed by the Company (which are integrated with those of the Group) are discussed below

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**7. Financial Instruments (continued)**

**(i) Categories of Financial Assets and Financial Liabilities**

**As at 31 December 2013**

	<b>Loans &amp; receivables £million</b>	<b>Total £million</b>
<b>Financials assets</b>		
Amounts due from fellow subsidiary undertakings	0 1	0 1
Amounts due from parent undertaking	113 3	113 3
Total assets	<u>113 4</u>	<u>113 4</u>

**As at 31 December 2012**

	<b>Loans &amp; receivables £million</b>	<b>Total £million</b>
<b>Financials assets</b>		
Amounts due from fellow subsidiary undertakings	0 1	0 1
Amounts due from parent undertaking	113 4	113 4
Total assets	<u>113 5</u>	<u>113 5</u>

**As at 31 December 2013**

	<b>Amortised cost £million</b>	<b>Total £million</b>
<b>Financial liabilities</b>		
Amounts due to fellow subsidiary undertakings	3 7	3 7
Total liabilities	<u>3 7</u>	<u>3 7</u>

**As at 31 December 2012**

	<b>Amortised cost £million</b>	<b>Total £million</b>
<b>Financial liabilities</b>		
Amounts due to fellow subsidiary undertakings	3 6	3 6
Total liabilities	<u>3 6</u>	<u>3 6</u>

In relation to receivables and payables the carrying amount is a reasonable fair value. No financial assets or liabilities were reclassified by the Company during the year ended 31 December 2013 (period ended 31 December 2012: £nil).

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**(ii) Currency & Credit Risk**

*Exposure to Currency Risk*

There is no currency exposure as all balances are in Sterling

*Exposure to Credit Risk*

The maximum exposure to credit risk at 31 December 2013 was

	<b>31 December 2013 £million</b>	<b>31 December 2012 £million</b>
Amounts due from		
Parent undertaking	113.3	113.4
Fellow subsidiary undertakings	0.1	0.1
Other receivables	-	-
Maximum exposure to credit risk	<u>113.4</u>	<u>113.5</u>

The credit risk associated with these balances is not considered significant, as all are with group entities

**(iii) Capital Management**

The Company's primary objective in relation to the management of capital is to ensure its ability to continue as a going concern

The Company's capital comprises:

	<b>31 December 2013 £million</b>	<b>31 December 2012 £million</b>
Equity share capital	90.0	90.0
Retained earnings and other reserves	19.7	19.9
Total Capital	<u>109.7</u>	<u>109.9</u>

There have been no significant changes to the Company's capital management objectives, policies and processes in the year, nor has there been any change in what the Company considers to be its capital

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**NOTES TO THE ACCOUNTS (continued)**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**8. Parent Undertaking**

The Company's ultimate parent undertaking and controlling party is RIT Capital Partners plc ("RITCP"), a Company registered in England and Wales, which is the parent undertaking of the smallest and largest group to consolidate these financial statements

Copies of the group accounts of RIT Capital Partners plc may be obtained from the Company Secretary, RIT Capital Partners plc, 27, St James's Place, London SW1A 1NR

**9. Related Party Transactions**

Amounts due to/from subsidiaries are shown in notes 4 and 5 respectively. Amounts due from RITCP are shown in note 4. The amounts due to and from other group companies are payable/receivable on demand and are not secured. These amounts bear no interest and hence fair value is deemed to equal book cost.

**10. Interim Dividend**

During the year no interim dividend was paid (period ended 31 December 2012 £12.0 million)

**11. Company Information**

The Company is incorporated in England and Wales under the Companies Act. The registered office is shared with its parent and is shown in note 8.