

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**(Registered in England & Wales, Number 2174139)**

**REPORT AND ACCOUNTS  
FOR THE YEAR ENDED 31 MARCH 2010**

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# **RIT CAPITAL PARTNERS SECURITIES LIMITED**

## **REPORT OF THE DIRECTORS**

The Directors submit their report and the audited accounts of the Company for the year ended 31 March 2010

### **Business Review**

The Company is engaged in investment dealing. The profit for the year was £80.7 million. This was mainly due to gains on financial futures and forward currency contracts.

The principal risks and uncertainties facing the business are those arising from future directional movements in forward exchange rates and stock markets generally. The Company intends to continue with its dealing activities. From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group; the principal risks, which include those of the Company, are discussed on page 74 of the annual report and accounts of the parent company RIT Capital Partners plc for the year ended 31 March 2010. Further information on the principal risks and uncertainties facing the Company are discussed in note 10 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.

### **Financial Results and Dividends**

The income statement of the Company is set out on page 5. The Directors do not recommend the payment of a dividend (31 March 2009 - £Nil).

### **Directors**

The Directors during the year were:

D W A Budge  
C I Wise  
D J Hayse  
A W Jones  
C B Walls (resigned 31 March 2010)

On 29<sup>th</sup> April 2010, K E Thorpe was appointed as a Director.

## **RIT CAPITAL PARTNERS SECURITIES LIMITED**

### **REPORT OF THE DIRECTORS (Continued)**

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

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 for that period. In preparing these financial statements the Directors are required to

- select suitable accounting policies and then apply them consistently
- make judgments and accounting estimates that are reasonable and prudent.
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material 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 and, as regards the group financial statements, Article 4 of the IAS regulation. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **The Companies Act 2004 (Audit Investigations and Community Enterprise)**

In accordance with the provisions of this legislation, 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 that information.

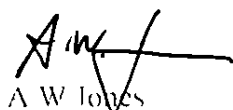
#### **Political Contributions and Charitable Donations**

During the year ended 31 March 2009 and 2010, the Company made no charitable donations or political contributions.

#### **Auditors and Annual General Meeting**

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

By Order of the Board

  
A W Jones

Director

14/10/10

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF  
RIT CAPITAL PARTNERS SECURITIES LIMITED**

We have audited the financial statements of RIT Capital Partners Securities Limited for the year ended 31 March 2010 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, 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.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's 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.

**Scope of the audit of the financial statements**

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

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2010 and of its profit and cash flows 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.

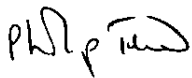
**Opinion on other matter prescribed by the Companies Act 2006**

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

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if in our opinion

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us or
- the financial statements 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



Philip Tew (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors

Hay's Galleria  
1 Hay's Lane  
London  
SE1 2RD

14 October 2010

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**INCOME STATEMENT**

**FOR THE YEAR ENDED 31 MARCH 2010**

	<u>Notes</u>	Year Ended <u>31-Mar-10</u> £ million	Year Ended <u>31-Mar-09</u> £ million
<b>Revenue</b>			
Profits/ (Losses) on dealing investments held at fair value		91.5	(36.8)
Investment income	2	0.5	0.7
		92.0	(36.1)
Administrative expenses	4	(0.9)	(0.8)
<b>Profit/ (Loss) before tax</b>		91.1	(36.9)
Taxation	5	(10.4)	-
<b>Profit/ (Loss) for the period</b>		<u>80.7</u>	<u>(36.9)</u>

**STATEMENT OF COMPREHENSIVE INCOME**

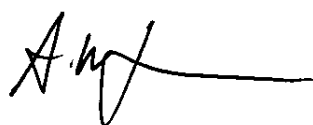
	<u>Notes</u>	Year Ended <u>31-Mar-10</u> £ million	Year Ended <u>31-Mar-09</u> £ million
Profits/ (Loss) for the period		80.7	(36.9)
Other Comprehensive Income		-	-
<b>Total Comprehensive Income for the year</b>		<u>80.7</u>	<u>(36.9)</u>

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## BALANCE SHEET AT 31 MARCH 2010

	<u>Notes</u>	<u>31-Mar-10</u>	<u>31-Mar-09</u>
		£ million	£ million
<b>Current Assets.</b>			
Dealing investments held at fair value	7	33 5	11 2
Derivative financial instruments		-	4 1
Debtors	6	79 3	26 0
Cash at bank		<u>29 2</u>	<u>8 2</u>
<b>Total Assets</b>		142 0	49 5
<b>Creditors.</b>			
<b>Amounts falling due within one year</b>			
Derivative Financial Instruments		(16 4)	-
Creditors and accruals	8	(6 3)	(12 2)
Bank Overdraft		<u>(1 3)</u>	<u>-</u>
		(24 0)	(12 2)
<b>Net Assets</b>		<u>118 0</u>	<u>37 3</u>
<b>Capital and Reserves</b>			
Called up share capital	9	90 0	90 0
Retained earnings		<u>28 0</u>	<u>(52 7)</u>
<b>Equity Shareholders' Funds</b>		<u>118 0</u>	<u>37 3</u>

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



Director

14/10/10

The notes on pages 10 to 25 form part of these accounts

**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**STATEMENT OF CHANGES IN EQUITY**

**FOR THE YEAR ENDED 31 MARCH 2010**

	<u>Share Capital</u> £ million	<u>Retained Earnings</u> £ million	<u>Total</u> £ million
<b>Year ended 31 March 2010</b>			
Balance at 31 March 2009	90.0	(52.7)	37.3
Profit for the period	-	80.7	80.7
<b>Balance carried forward</b>	<u>90.0</u>	<u>28.0</u>	<u>118.0</u>

	<u>Share Capital</u> £ million	<u>Retained Earnings</u> £ million	<u>Total</u> £ million
<b>Year ended 31 March 2009</b>			
Balance at 31 March 2008	90.0	(15.8)	74.2
Loss for the period	-	(36.9)	(36.9)
<b>Balance carried forward</b>	<u>90.0</u>	<u>(52.7)</u>	<u>37.3</u>

The notes on pages 10 to 25 form part of these accounts



**RIT CAPITAL PARTNERS SECURITIES LIMITED**

**CASH FLOW STATEMENT**

**FOR THE YEAR ENDED 31 MARCH 2010**

	<u>31-Mar-10</u> £ million	<u>31-Mar-09</u> £ million
<b>Cash outflow from Operating Activities:</b>		
(Loss)/profit before dividend and interest income, finance costs tax	90.6	(37.6)
Dividend income	-	-
Interest income	0.5	0.7
	<u>91.1</u>	<u>(36.9)</u>
Decrease/(increase) in debtors	(53.3)	29.0
Decrease in creditors	(5.9)	5.8
(Increase)/decrease in dealing investments	(1.8)	(9.4)
Interest paid	-	-
Taxation paid	(10.4)	-
<b>Net cash inflow/ (outflow) from Operating Activities</b>	<u>19.7</u>	<u>(11.5)</u>
<b>Cash inflow from Financing Activities:</b>		
Increase in share capital	-	-
<b>Net cash inflow from Financing Activities</b>	<u>-</u>	<u>-</u>
Increase/ (Decrease) in cash and cash equivalents in the period	19.7	(11.5)
Cash and cash equivalents at the start of the period	8.2	19.7
<b>Cash and cash equivalents at the period end</b>	<u>27.9</u>	<u>8.2</u>
<b>Reconciliation</b>		
Cash at bank	29.2	8.2
Bank loans and overdrafts	(1.3)	-
<b>Cash and cash equivalents at the period end</b>	<u>27.9</u>	<u>8.2</u>

The notes on pages 10 to 25 form part of these accounts

## RIT CAPITAL PARTNERS SECURITIES LIMITED

### NOTES TO THE ACCOUNTS

#### 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 and those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The Company has adopted the following standards and interpretations for the first time in these financial statements:

IAS 1 (Revised) Presentation of financial statements  
IAS 23 (Revised) Borrowing costs  
IFRS 1 (Amendment) First time adoption of IFRS  
IAS 27 (Amendment) Consolidated and separate financial statements  
IAS 32 (Amendment) Financial instruments presentation  
IFRS 2 (Amendment) Share based payment  
IFRS 7 (Amendment) Financial instruments recognition and measurement  
IFRIC 15 Agreements for construction of real estates  
IFRIC 16 Hedges of a net investment in a foreign operation

As a result of the revised presentational requirement under IAS 1 the Company now discloses a statement of comprehensive income. The first time application of all other standards did not result in any changes to the Company's financial statements.

At the date of authorisation of these financial statements, the following Standards and Interpretations were in issue but not yet effective:

IFRS 1 (Revised) First Time adoption of IFRS  
IAS 27 (Revised) Consolidated and separate financial statements  
IAS 39 (Amendment) Financial Instruments recognition and measurement  
IFRS 2 (Amendment) Share based payments group cash settled transactions  
IAS 24 (Amendment) Related party disclosures  
IFRS 9 Financial Instruments - classification and measurement  
IFRIC 17 Distribution of non-cash assets to owners  
IFRIC 19 Extinguishing financial liabilities with equity instruments  
IFRIC 14 (Amendment) Prepayments of a minimum funding requirement

## **RIT CAPITAL PARTNERS SECURITIES LIMITED**

### **NOTES TO THE ACCOUNTS (Continued)**

The Directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Company

The Company is considered to operate as a single segment. As the Company does not have debt or equity instruments that are traded on the public market and does not file accounts with the Securities and Exchange Commission, it does not fall within the scope of IFRS8

#### **(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 period 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.

#### **(iii) Income**

Dividend income from investments is recognised when the shareholders' rights to receive payment has been established and this is normally the ex dividend date. Provision is made for any dividends not expected to be received.

Where the Company has elected to receive its dividends in the form of additional shares rather than cash, the amount of cash dividend foregone is recognised as income. Any excess in the value of shares received over the amount of cash dividend foregone is recognised as a gain in the income statement.

UK dividend income is recorded at the amount receivable without any attributable tax credit. Overseas dividend income is shown gross of withholding tax.

Interest income is accrued on a time basis, by reference to the principal outstanding at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

#### **(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.

## **RIT CAPITAL PARTNERS SECURITIES LIMITED**

### **NOTES TO THE ACCOUNTS (Continued)**

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 period 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

The Company has tax losses of nil as at 31 March 2010 (31 March 2009: £15.7 million). No deferred tax asset was recognised in respect of these losses in the previous year as a result of uncertainty as to the timing and magnitude of future taxable profits arising from the same trade

#### **(v) Dealing Investments**

Current asset investments including futures, options and other derivative instruments, are stated in the balance sheet at fair value. The movements in fair value of trading positions are included in the income statement. Securities sold short are valued at their offer prices in accordance with IFRS.

#### **(vi) Investments**

Investments are recognised and derecognised on the trade date where a purchase or sale is made under a contract whose terms require delivery within the timeframe established by the market concerned, and are initially measured at fair value. All of the Company's investments are defined by IFRS as investments designated at fair value through profit and loss but are also described in these financial statements as investments held at fair value.

All investments are designated upon initial recognition as held at fair value and are measured at subsequent reporting dates at fair value. Fair value is either the bid price or the last traded price, depending on the convention of the exchange on which the investment is quoted. Investments in hedge funds and long equity funds are valued at the closing price, the bid price or the single price as appropriate, released by the relevant investment manager. Changes in the fair value of all investments held at fair value are recognised in the income statement. On disposal, realised gains and losses are also recognised in the income statement. Transaction costs, including bid-offer spreads, are included within gains on investments held at fair value. Foreign exchange gains and losses arising on investments held at fair value are included within the changes in their fair values.

#### **(vi) Cash and Cash Equivalents**

Cash at bank in the balance sheet comprises cash balances and deposits held at call and short notice with banks. Bank overdrafts that are repayable on demand and which form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the cash flow statement.

## **RIT CAPITAL PARTNERS SECURITIES LIMITED**

### **NOTES TO THE ACCOUNTS (Continued)**

#### **vii) Bank Borrowings**

Interest-bearing bank loans and overdrafts are recorded initially at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

#### **viii) Other payables**

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

#### **ix) Derivative Financial Instruments**

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

Changes in the fair value of derivative financial instruments are recognised in the income statement as they arise. Derivatives embedded in other financial instruments or non-financial host contracts are treated as separate derivatives when their economic characteristics and risks are not closely related to those of the host contracts and the financial instrument is not classified at fair value through profit or loss.

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### 2) Investment Income

	Year Ended <u>31-Mar-10</u> £ million	Year Ended <u>31-Mar-09</u> £ million
Option Premium	0.5	-
Interest receivable	-	0.7
	<u>0.5</u>	<u>0.7</u>

### 3) Directors' and Auditors' Remuneration

Other than the Directors the Company has no employees. None of the Directors received any emoluments in respect of their services to the Company during the year (2009 - £Nil)

Auditors' remuneration is borne by the Company's ultimate parent undertaking

### 4) Administrative Expenses

	Year Ended <u>31-Mar-10</u> £ million	Year Ended <u>31-Mar-09</u> £ million
Investment management fees	<u>0.9</u>	<u>0.8</u>

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### 5) Taxation

	Year Ended <u>31-Mar-10</u> £ million	Year Ended <u>31-Mar-09</u> £ million
UK corporation tax	<u>10.4</u>	<u></u>
The tax charge for the year differs from the standard rate of corporation tax in the UK of 28% (31 March 2009: 28%). The difference is explained below		
(Loss)/profit before tax	<u>91.1</u>	<u>(36.9)</u>
(Loss)/profit before tax at the standard rate of 28% (31 March 2009: 28%)	25.5	(10.3)
Losses not utilised or surrendered for no consideration	-	10.3
Utilisation of prior losses	(6.3)	-
Group relief received	(8.8)	-
Tax credit/change	<u>10.4</u>	<u>-</u>

### 6) Debtors

	Year Ended <u>31-Mar-10</u> £ million	Year Ended <u>31-Mar-09</u> £ million
Sales for future settlement	-	0.1
Amounts due from fellow subsidiary undertakings	0.1	0.1
Amounts due from parent undertaking	<u>79.2</u>	<u>25.8</u>
	<u>79.3</u>	<u>26.0</u>

### 7) Dealing Investments

	<u>31-Mar-10</u> £ million	<u>31-Mar-09</u> £ million
Dealing Investments	33.5	11.2
	<u>33.5</u>	<u>11.2</u>

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### 8) Creditors' Amounts Falling Due Within One Year

	<u>31-Mar-10</u> £ million	<u>31-Mar-09</u> £ million
Purchases for future settlement	-	8.3
Other creditors	-	0.2
Amounts due to fellow subsidiary undertaking	3.7	3.7
Taxation	<u>2.6</u>	<u>-</u>
	<u>6.3</u>	<u>12.2</u>

### 9) Called Up Share Capital

	<u>31-Mar-10</u> £ million	<u>31-Mar-09</u> £ million
Authorised Ordinary Shares of £1 each	<u>250.0</u>	<u>250.0</u>
Allotted issued and fully paid Ordinary Shares of £1 each	<u>90.0</u>	<u>90.0</u>

### 10) Financial Instruments

As an investment dealing company financial instruments make up the vast majority of the Company's financial position and generate its performance. The Company holds investments in a variety of financial instruments in order to meet its objective to realise profits via its dealing activities. Asset allocation is determined by the Directors. The assets and liabilities include the following financial instruments:

- investments including equity and non-equity shares and fixed income securities. The investments are designated at fair value through profit or loss ( FVPL )
- cash, liquid resources and short-term debtors and creditors that arise directly from the Company's dealing activities and
- derivative transactions



# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

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

### (i) Categories of financial assets and financial liabilities

As at 31 March 2010

Financials Assets	Loans & Receivables £ million	FVPL (held for trading) £ million	Non Financial Assets £ million	Total £ million
Dealing Investments at fair value	-	33.5	-	33.5
Derivative financial instruments	-	-	-	-
Amounts due from fellow subsidiary undertakings	-	-	0.1	0.1
parent undertaking	-	-	79.2	79.2
Cash at bank	29.2	-	-	29.2
Total Assets	29.2	33.5	79.3	142.0

As at 31 March 2009

Financials Assets	Loans & Receivables £ million	FVPL (held for trading) £ million	Non Financial Assets £ million	Total £ million
Dealing Investments at fair value	-	11.2	-	11.2
Derivative financial instruments	4.1	-	-	4.1
Sales for future settlements	0.1	-	-	0.1
Amounts due from fellow subsidiary undertakings	-	-	0.1	0.1
parent undertaking	-	-	25.8	25.8
Cash at bank	8.2	-	-	8.2
Total Assets	12.4	11.2	25.9	49.5

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

As at 31 March 2010

Financial Liabilities	Amortised Cost £ million	Fair Value Through P&L £ million	Other Liabilities £ million	Total £ million
Bank overdraft	1.3	-	-	1.3
Derivative Financial Instruments	-	16.4	-	16.4
Purchases for future settlement	-	-	-	-
Amounts due to Group undertakings	-	-	3.7	3.7
Other payables	-	-	2.6	2.6
<b>Total Liabilities</b>	<b>1.3</b>	<b>16.4</b>	<b>6.3</b>	<b>24.0</b>

As at 31 March 2009

Financial Liabilities	Amortised Cost £ million	Fair Value Through P&L £ million	Other Liabilities £ million	Total £ million
Bank overdraft	-	-	-	-
Derivative Financial Instruments	-	-	-	-
Purchases for future settlement	8.3	-	-	8.3
Amounts due to Group undertakings	-	-	3.7	3.7
Other payables	0.2	-	-	0.2
<b>Total Liabilities</b>	<b>8.5</b>	<b>-</b>	<b>3.7</b>	<b>12.2</b>

The Company's policy for determining the fair value of investments is set out on page 12

In relation to debtors, creditors and short-term borrowings the carrying amount is a reasonable approximation of fair value. No financial assets or liabilities were reclassified during 2010 or 2009 by the Company.

### (ii) Financial Risk Management

The main risks arising from the Company's financial instruments are market risk, credit risk and liquidity risk. The identification, mitigation and monitoring of these risks is undertaken by the Directors and is described in more detail below. The objectives, policies and processes for managing risks have not changed since the previous accounting period.

## RIT CAPITAL PARTNERS SECURITIES LIMITED

### NOTES TO THE ACCOUNTS (Continued)

#### a. Market Risk

The fair value or future cash flows of a financial instrument held by the Company may fluctuate as a result of changes in market prices. This market risk comprises three types of risk:

- Price Risk (b. below)

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk)

- Interest Rate Risk (c. below)

The risk that fair value or future cash flows of financial instruments will fluctuate because of changes in market interest rates

- Currency Risk (d. below)

The risk that fair value or future cash flows of financial instruments will fluctuate because of changes in foreign exchange rates

#### *Management of Market Risk*

Management of market risk is fundamental to the Company's dealing objective and the dealing portfolio is continually monitored to ensure an appropriate balance of risk and reward. Exposure to any one entity is monitored by the Directors.

From time to time, the Company may seek to reduce or increase its exposure to stock market by taking positions in index futures and options relating to one or more stock markets. These instruments are used to enable increased exposure when deemed appropriate.

#### b. Price Risk

Price risk (other than caused by interest rate or currency risk) may affect the value of the quoted investments held by the Company.

#### *Management of Price Risk*

The Directors continually monitor the Company's exposure to price risk and take appropriate action to mitigate the risk.

#### *Exposure to Price Risk*

The Company's exposure to pricing risk based on its derivatives exposure and short securities is set out below:

	31 March 2010	31 March 2009
	£ million	£ million
Derivatives subject to price risk	-	£0.7
Exposure to price risk	-	£0.7

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### Price Risk Sensitivity Analysis

The sensitivity of the Company's net assets and profit loss in regard to changes in market prices is illustrated below. This is based on an assumed 10% increase in the fair value of the investments and assumes all other variables are held constant. A 10% decrease is assumed to produce an equal and opposite effect.

	31 March 2010 Impact on P/L & Net Assets £ million	31 March 2009 Impact on P/L & Net Assets £ million
Price Risk Sensitivity	-	0.1

### c. Interest Rate Risk

The Company finances its operations mainly through its share capital and retained profits. Changes in interest rates have a direct impact on the fair value of future cash flows of the Company's cash and cash equivalents and overdraft.

#### Management of Interest Rate Risk

The Directors continually monitor the Company's exposure to interest rate fluctuations. The possible effects on fair value and cash flows that could arise as a result of changes in interest rates are taken into account when making decisions on investments.

#### Exposure to Interest Rate Risk

The Company's exposure of financial assets and liabilities to floating interest rates (giving cash flow interest rate risk when rates are re-set) and fixed interest rates (giving fair value interest rate risk when rates are re-set) is shown below.

	2010			2009		
	Floating £ million	Fixed £ million	Total £ million	Floating £ million	Fixed £ million	Total £ million
Derivative Financial Instruments	-	-	-	-	4.1	4.1
Cash	27.9	-	27.9	8.2	-	8.2
	27.9	-	27.9	8.2	4.1	12.3

Exposures vary throughout the year as a consequence of changes in the composition of the net assets of the Company arising out of dealing and risk management processes.

Interest received on cash and cash equivalents is at prevailing market rates.

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### *Interest Rate Risk Sensitivity Analysis*

The approximate sensitivity of the Company's net assets and profit and loss in regard to changes in interest rates is illustrated below. This is based on an assumed 200 basis point annualised increase in prevailing interest rates at the balance sheet date applied to the floating rate assets and liabilities and the following assumptions:

- the fair values of assets and liabilities is not affected by a change in interest rates
- all other variables are held constant

A 200 basis points decrease is assumed to produce an equal and opposite impact

	<b>31 March 2010</b>	<b>31 March 2009</b>
	<b>Impact on P/L</b>	<b>Impact on P/L</b>
	<b>&amp; Net Assets</b>	<b>&amp; Net Assets</b>
	<b>£ million</b>	<b>£ million</b>
Interest Rate Sensitivity	0.4	0.2

### **d Currency Risk**

Consistent with its dealing objective, the Company invests in financial instruments and transactions denominated in currencies other than Sterling. As such, the Company's profits and net assets could be significantly affected by currency movements.

### *Management of Currency Risk*

The Company enters into forward currency as a means of limiting or increasing its exposure to particular currencies.

### *Exposure to Currency Risk*

The currency exposure of the Company's net assets at the year end is set out below:

### **Currency Exposure**

	<b>31 March 2010</b>	<b>31 March 2009</b>
	<b>£ million</b>	<b>£ million</b>
Sterling	(56.9)	36.9
US Dollar	(219.9)	(470.7)
Japanese Yen	(200.0)	147.2
Euro	(26.2)	40.6
Swiss Franc	111.0	3.6
Singapore Dollar	128.0	35.9
Australian Dollar	-	81.1
Chinese Renminbi	171.5	-
Canadian Dollar	82.4	-
Other	128.1	162.7
Total	118.0	37.3

## RIT CAPITAL PARTNERS SECURITIES LIMITED

### NOTES TO THE ACCOUNTS (Continued)

#### *Currency Risk Sensitivity Analysis*

The sensitivity of the Group's net assets and profit and loss in regard to changes in key currencies is illustrated below. This is based on an assumed 10% strengthening of Sterling relative to the foreign currencies as at 31 March, and assumes all other variables are held constant. A 10% weakening is assumed to produce an equal and opposite effect.

The sensitivity analysis is based on the net foreign currency assets held at the balance sheet dates and takes account of forward exchange contracts that offset the effects of changes in currency exchange rates.

Currency	31 March 2010 Impact on P/L & Net Assets £ million	31 March 2009 Impact on P/L & Net Assets £ million
Sterling	-	-
US Dollar	20.0	42.8
Japanese Yen	18.2	(13.4)
Euro	2.4	(3.7)
Swiss Franc	(10.1)	(0.3)
Singapore Dollar	(11.6)	(3.3)
Chinese Renminbi	(15.6)	-
Canadian Dollar	(7.5)	-
Australian Dollar	-	(7.4)
Other	(11.6)	(14.7)
Total	(15.8)	-

#### **e. Credit Risk**

Counterparty credit risk is the risk that a counterparty to a financial instrument held by the Company will fail to discharge an obligation or commitment that it has entered into with the Company which could result in a loss to the Company.

#### *Management of Credit Risk*

This risk is managed as follows:

- The vast majority of the Company transactions are settled on a delivery versus payment basis.
- Using a large number of brokers.
- Liquid investments (cash and cash equivalents) are divided between a number of different financial institutions.

A credit exposure could arise in respect of derivative contracts entered into by the Company if the counterparty was unable to fulfill its contractual obligations.

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### *Exposure to Credit Risk*

The maximum exposure to credit risk at 31 March was

	31 March 2010 £ million	31 March 2009 £ million
Derivative financial instruments	-	26.0
Amounts due from		
Parent undertaking	79.2	25.8
Fellow subsidiary undertakings	0.1	0.1
Sales for future settlement	-	0.1
Cash at bank	29.2	8.2
Maximum exposure to credit risk	108.5	60.2

The credit risk associated with these balances is not considered significant

### **(f) Liquidity Risk**

Liquidity Risk is the risk that the Company will have difficulty in meeting its obligations in respect of financial liabilities as they fall due

#### *Management of Liquidity Risk*

The Company manages its liquid resources to ensure sufficient cash is available to meet all of its contractual commitments

#### *Exposure to Liquidity Risk*

Liquidity risk is not viewed as significant as a substantial proportion of the Company's net assets are in cash or are due from its parent company. In addition, the majority of the Company's liabilities are due to group companies

### **(m) Collateral**

Collateral is posted by the Company in relation to derivative transactions. These are transacted under ISDA and may require collateral to be posted from time to time. The Company does not hold collateral from other counterparties

Set out below is the amount of financial assets pledged as collateral

	31 March 2010 £ million	31 March 2009 £ million
Cash collateral	-	-

# RIT CAPITAL PARTNERS SECURITIES LIMITED

## NOTES TO THE ACCOUNTS (Continued)

### (iv) Derivative Financial Instruments

The Company holds the following derivative instruments

- Futures and forward contracts relating to foreign currency and market indices
- Options relating to foreign currency market indices and equities
- Swaps relating to interest rates (cash flow hedge)

As explained above, the Company uses derivatives to selectively increase exposure where desired. The notional amount of certain types of financial instruments provides a basis for comparison with instruments recognized on the balance sheet but does not necessarily indicate the amount of future cash flows involved or the current fair value of the derivatives.

The derivative instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in market interest rates, indices, security prices or foreign exchange rates relative to their terms. The aggregate contractual notional amount of derivative financial instruments on hand, the extent to which instruments are favourable or unfavourable and thus the aggregate fair values of derivative financial assets and liabilities can fluctuate significantly from time to time.

Details of the Company's derivatives unsettled at 31 March are

	Notional Amount	Assets (positive fair value)	Liabilities (negative fair value)	Total Fair Value
	£ million	£ million	£ million	£ million
As at 31 March 2010				
Forward currency contracts	1546.6	29.9	(14.8)	15.1
Currency options		2.0	-	2.0
Interest rate options		0.9	-	0.9
Index futures	399.5	0.7	(1.6)	(0.9)
Total		33.5	(16.4)	17.1

	Notional Amount	Assets (positive fair value)	Liabilities (negative fair value)	Total Fair Value
	£ million	£ million	£ million	£ million
As at 31 March 2009				
Forward currency contracts	1 096.0	16.1	(12.8)	3.3
Currency options	-	6.9	-	6.9
Interest rate options	-	4.4	-	4.4
Index futures	25.0	0.7	-	0.7
Total		28.1	(12.8)	15.3



## RIT CAPITAL PARTNERS SECURITIES LIMITED

### NOTES TO THE ACCOUNTS (Continued)

#### (v) Securities Sold Short

No securities were sold short as at 31 March 2010 (31 March 2009 nil). The losses which may be incurred on a short sale are theoretically unlimited, whereas losses from purchases cannot exceed the total amount invested.

#### (vi) 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 at 31 March comprises

	31 March 2010	31 March 2009
	£ million	£ million
Equity share capital	90.0	90.0
Retained earnings and other reserves	28.0	(52.7)
Total Capital	118.0	37.3

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.