Company Number: SC420607

RIT INVESTMENTS GP LIMITED

REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 DECEMBER 2017

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COMPANIES HOUSE

RIT INVESTMENTS GP LIMITED

Registered Office
50 Lothian Road,
Festival Square,
Edinburgh,
EH3 9WJ, Scotland

Independent Auditors
PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

Company Secretary
Burness Paull LLP
50 Lothian Road,
Festival Square,
Edinburgh,
EH3 9WJ, Scotland

RIT INVESTMENTS GP LIMITED

REPORT OF THE DIRECTORS

The Directors present the Report and Accounts of RIT Investments GP Limited (the "Company") for the year ended 31 December 2017.

Strategic Report

The principal activity is to act as the General Partner of various limited partnerships. The activities of RIT Investments LP and RIT Carry LP of which the company is general partner have ceased and the partnerships are intended to be dissolved in 2018. The Company became the general partner of RIT US Value Partnership LP in February 2018, a partnership involved in the investment activities of RIT Capital Partners plc ("RITCP") the ultimate parent undertaking of the Company. The directors do not consider the Company to be exposed to significant market, credit, liquidity or interest rate risks by virtue of its principal activity.

From the perspective of the Company, financial instruments do not have a significant impact on the Company's financial position and performance. The principal risks and uncertainties of the Company are integrated with the principal risks of the Group and are not managed separately. These risks and uncertainties, which include those of the Company, are as disclosed in note 14 of the Report and Accounts of RIT Capital Partners plc for the year ended 31 December 2017.

Report of Directors

Financial Results and Dividends

The result for the year end is shown in the Income Statement on page 7. The Directors are comfortable with the performance of the business and do not recommend the payment of a dividend (year ended 31 December 2016: £nil).

Given the straightforward nature of the business, the 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.

Future Developments

The Company became the general partner of RIT US Value Partnership LP in February 2018. There are no likely changes to the business of the Company in the foreseeable future.

Directors

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

A W Jones
J A Kestenbaum
K E Thorpe (Resigned 14 July 2017)

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Report and Accounts in accordance with applicable law and regulation.

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. 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

In the case of each director in office at the date the Report of the Directors is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Status of Company

RIT Investments GP Limited is incorporated as a private limited Company in Scotland. The Registered Office is shown on page 1.

Directors' Indemnities

The Company has in place qualifying third party indemnity provisions for the benefit of the Directors, under a Group arrangement, which were made during the year and remain in force at the date of this report.

Independent auditors

As the Board of the Company's parent has recommended, following a competitive tender process, that Ernst & Young (EY) be appointed as the Group's auditor with effect from the 2018 AGM, the Directors anticipate appointing EY as auditor to the Company upon the resignation of PricewaterhouseCoopers LLP.

The financial statements on pages 7 to 16 were approved by the Board of Directors on 22 March 2018 and signed on its behalf by

A W Jones,
Director
March 2018

Independent auditors' report to the members of RIT Investment GP Limited

Report on the audit of the financial statements

Opinion

In our opinion, RIT Investment GP Limited's 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 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.

We have audited the financial statements, included within the Report and Accounts (the "Annual Report"), which comprise: the Balance Sheet, the Income Statement, the Cash Flow Statement, the Statement of Changes in Equity; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

Reporting on other information

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

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

With respect to the Strategic Report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Report of the Directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the 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.

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the 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.

Other required reporting

Companies Act 2006 exception reporting

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Alison Morris

Alison Morris (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
22 March 2018

RIT INVESTMENTS GP LIMITED

INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	Year ended 31 December 2017 £	Year ended 31 December 2016 £
Revenue		-	51,271
Operating Expenses	3	(23,918)	(99,123)
Loss before tax		(23,918)	(47,852)
Taxation	4	-	-
Loss for the year		(23,918)	(47,852)

The company has no income other than that shown above for either the current or prior year, and therefore no separate Statement of Other Comprehensive Income has been prepared.

All the above relate to continuing operations.

The notes on pages 11 to 16 form part of these accounts.

RIT INVESTMENTS GP LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2017

	Note	31 December 2017 £	31 December 2016 £
Current assets			
Trade and other receivables	5	89,604	89,893
Cash and cash equivalents		-	39,829
			129,722
Current liabilities			
Trade and other payables	6	-	(16,200)
Net current assets		89,604	113,522
Net assets		89,604	113,522
Equity			
Share Capital	7	1	1
Retained earnings		89,603	113,521
Total equity		89,604	113,522

The financial statements on pages 7 to 17 were approved by the Board of Directors on 22 March 2018 and signed on its behalf by:

Director: A W Jones

Company number: SC420607
The notes on pages 11 to 16 form part of these accounts.

RIT INVESTMENTS GP LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

	Share capital	Retained earnings	Total Equity
	£	£	£
Year ended 31 December 2017			
Balance at 1 January 2017	1	113,521	113,522
Profit/ (loss) and total comprehensive income/ (expense) for the year	-	(23,918)	(23,918)
Balance at 31 December 2017	1	89,603	89,604

	Share capital	Retained earnings	Total Equity
Year ended 31 December 2016	£	£	£
Balance at 1 January 2016	1	161,373	161,374
Profit/ (loss) and total comprehensive income/ (expense) for the year	-	(47,852)	(47,852)
Balance at 31 December 2016	1	113,521	113,522

The notes on pages 11 to 16 form part of these accounts.

RIT INVESTMENTS GP LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2017

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Cash flows from operating activities		
Profit/(Loss) before taxation	(23,918)	(47,852)
(Increase)/decrease in trade and other receivables	289	87,767
Increase/(decrease) in trade and other payables	(16,200)	(21,000)
Net cash generated from operating activities	(39,829)	18,915
Net increase/(decrease) in cash and cash equivalents	(39,829)	18,915
Cash and cash equivalents at the beginning of the year	39,829	20,914
Cash and cash equivalents at the end of the year	-	39,829

The notes on pages 11 to 16 form part of these 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 periods presented, unless otherwise stated.

(i) Basis of Accounting

The financial statements have been prepared in accordance with IFRSs as adopted by the European Union, interpretations issued by the IFRS Interpretations Committee and the Companies Act 2006 applicable to companies reporting under IFRS. The Company is domiciled in the United Kingdom.

The preparation of the financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

Accounting policies have been consistently applied. The following standards are mandatory for the Company's accounting periods beginning on 1 January 2018.

IFRS 9 Financial instruments ("IFRS 9")
IFRS 15 Revenue from Contracts with Customers ("IFRS 15")

The Directors have carefully considered the potential impact of these new standards on the Company's accounts and financial position. None of the standards are expected to have a material impact in the period of initial application or subsequently.

This is because:

i. the application of the existing accounting policy for trade and other receivables results in a position entirely consistent with the expected credit loss model required under IFRS 9 due to the short-term nature of these balances
ii. The Company doesn't have any significant revenue contracts with customers.

(i) Basis of Accounting (continued)

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. The principal accounting policies adopted are set out below.

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 IFRS 8.

The Company is exempt from the obligation to prepare group accounts as the Company itself is a subsidiary undertaking which is included in the group accounts of RIT Capital Partners plc which are available at the address supplied in note 8.

(ii) Income

All income is accounted for on an accruals basis.

(iii) Expenses

All expenses are accounted for on an accruals basis.

(iv) Foreign Currencies

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

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.

(v) Taxation

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

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.

1. Accounting Policies (continued)

(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 estimated irrecoverable amounts. This approximates their fair value.

(vii) Trade and Other Payables

Trade and other payables are not interest-bearing and are stated at their nominal value. This approximates their fair value.

(viii) Capital

The Company seeks to manage its share capital and reserves so as to maximise the return to its parent.

2. Directors' Emoluments and Auditors' Remuneration

The emoluments of the Directors are paid by the parent company, which makes no recharge to the company. The Directors are also on the board of a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries.

Three Directors exercised Share Appreciation Rights whose value is related to the price of the parent Company's shares during the year (2016: four).

Audit fees of £2,300 were borne by the parent Company (2016: £2,250).

3. Operating Expenses

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Accounting, administration and reporting services	-	42,330
Audit fees	-	(7,763)
Tax compliance fees	-	(5,000)
Legal and professional fees	(1,200)	1,200
Bank charges	325	643
Irrecoverable Receivables	24,793	67,713
Total	23,918	99,123

4. Taxation

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Current tax charge	-	-
Adjustments in respect of prior years	-	-
Total tax charge	-	-

The standard rate of corporation tax in the UK fell to 19% from 20% with effect from 1 April 2017. Accordingly, the company's profits for this accounting year are taxed at a standard effective rate of 19.25%.

The tax charge for the year differs from the standard rate of corporation tax in the UK of 19.25% (year ended 31 December 2016: 20%). The differences are explained below:

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Profit/(Loss) before tax	(23,918)	(47,852)
Profit before tax at the standard rate of 19.25% (31 December 2016: 20%)	(4,604)	(9,570)
Income not taxable	-	3,288
Amounts not recognised	4,604	6,282
Total tax charge	-	-

5. Trade and Other Receivables

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Amounts owed by related parties	89,604	89,893

Amounts owed by parent undertaking are interest free and are receivable on demand.

The related party, RIT Carry LP, owed the Company £67,713, however this is not expected to be recoverable as a result of the decision to dissolve the partnership. Therefore, this was fully provided in year ended 31 December 2016.

A further £24,793 owed by a related party was written off entirely due to their being no expectation of receipt.

6. Trade and Other Payables

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Accruals	-	1,200
Amount due to parent undertaking	-	15,000
	-	40,502

Amounts due to group undertakings are interest free and repayable on demand.

7. Share Capital

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Allotted and issued:		
1 Ordinary share of £1 each	1	1

8. Ultimate Parent Undertaking

The immediate controlling party of the Company is J. Rothschild Capital Management Limited, a wholly owned subsidiary of the ultimate controlling party, RIT Capital Partners plc, 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 RITCP may be obtained from the Company Secretary, RIT Capital Partners plc, 27, St James's Place, London SW1A 1NR. The accounts can also be obtained from the RIT Capital Partners plc website.

9. Related Party Transactions

Amounts due from RITCP and amounts due to RITCP are shown in notes 5 and 6 respectively. The amounts due to and from other group companies are payable on demand and are not secured. These amounts bear no interest and hence fair value is deemed to equal book cost.

The remuneration attributable to key management personnel was £nil (2016: £nil). Additionally, there are no other costs related to wages and salaries as there are no employees during the year.

10. Financial Instruments and Risk Management

The Company's assets and liabilities include the following financial instruments:

- Cash, and receivables that arise directly from the Company's activities.

All receivables are due from group entities and are therefore not viewed as subject to credit risk. The Company holds no cash balances (31 December 2016: £39,829) and manages liquidity risk through an intercompany account with its parent by which means transactions may be effected.

Capital management is considered at a group wide basis. The primary objectives in relation to the management of capital are:

- the ability to continue as a going concern;
- to maximise the long-term capital growth for shareholders through an appropriate balance of equity capital and gearing.

Policies of the group can be found in note 14 of the Report and Accounts of RIT Capital Partners plc for the year ended 31 December 2017.

11. Dividends

During the year no dividend was paid (year ended 31 December 2016: £nil).

12. Company Information

The company is domiciled and registered (Registration number SC420607) in the United Kingdom. The registered office is shown on page 1.