

# THE ESTABLISHMENT INVESTMENT TRUST PLC

Report and Accounts

For the year ended 31 March 2010



# THE ESTABLISHMENT INVESTMENT TRUST PLC

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# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Objective of the Company

The investment objective of the Company is to achieve long-term capital growth from a managed international portfolio of securities. The preservation of capital is of primary importance to the investment objective.

The Company aims to achieve absolute returns and is not managed by reference to any equity or bond index or benchmark.

## Investment Policy

- To invest primarily in equities issued by companies listed on regulated markets. With the prior approval of the Board, the Company may invest in unlisted securities.
- The Company holds, and expects to retain, a 15% economic interest in its Investment Manager, BDT Invest LLP via its investment in BDT Investment Management Limited.
- Up to 30% of net assets may be invested in investment products managed by BDT Invest LLP. The Company may also hold positions in investment products managed by third parties.
- Up to a maximum of 15% (at cost at the date of investment) may be invested in any one security.
- The Company may borrow up to a maximum of 50% of net assets.

## Highlights for the Year

### Performance comparisons 31 March 2009 - 31 March 2010

	31 March 2009	31 March 2010	Change
<b>Share price</b>	106.00p	<b>185.00p</b>	<b>74.53%</b>
Net asset value	123.13p	<b>208.47p</b>	<b>69.31%</b>
Dividends per share	3.30p	<b>3.80p</b>	<b>15.15%</b>
Performance Fee Hurdle #	216.75p	<b>238.43p</b>	<b>10.00%</b>
Adjusted Market Capitalisation #	123.99p	<b>200.11p</b>	<b>61.39%</b>
UK Equity *			<b>50.13%</b>
World Equity *			<b>43.42%</b>
Japan *			<b>29.77%</b>
Asia ex Japan Equity *			<b>63.09%</b>
UK Bond *			<b>0.77%</b>

# The Adjusted Market Capitalisation of an Ordinary Share at 31 March 2010 is based on the average share price for March 2010 of 182.26p plus dividends paid of 17.85p since the last performance fee was paid. As this was below the Performance Fee Hurdle of 238.43p at the year end, no performance fee is payable.

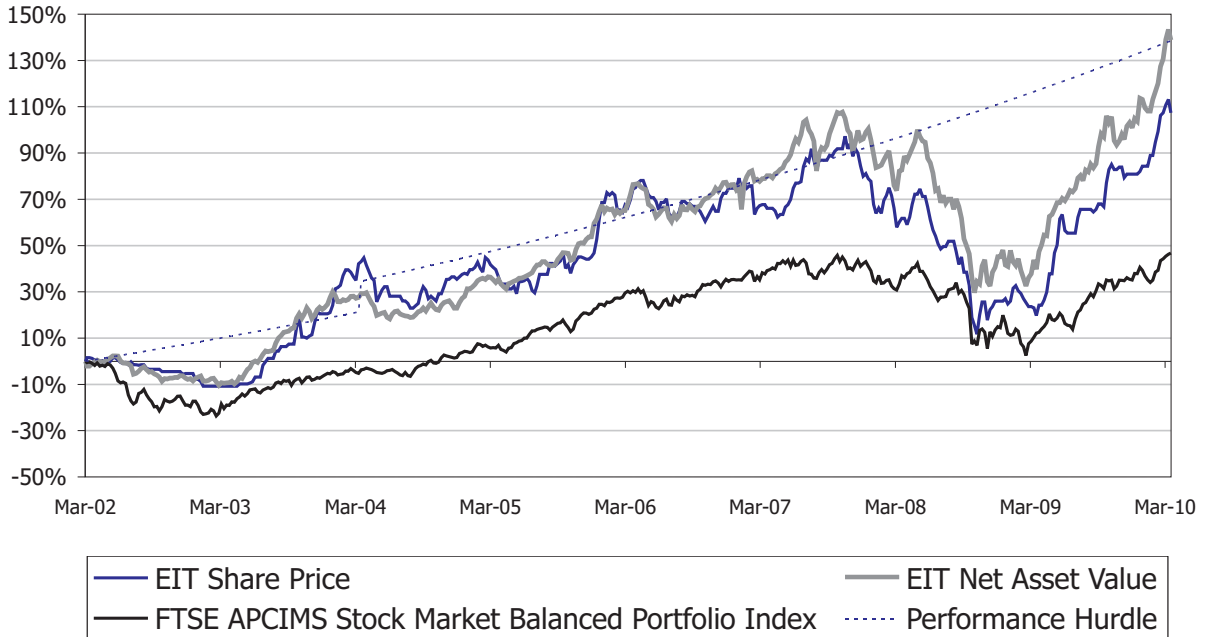
The Performance Fee Hurdle for the year to 31 March 2011 is 262.27p.

\* MSCI Indices converted into Sterling, except the UK Bond which is a FTSE index. All total return indices.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Performance

**Share Price performance relative to the Net Asset Value, Performance Hurdle and FTSE APCIMS Stock Market Balanced Portfolio Index since inception  
18 March 2002 to 31 March 2010 (total return)**



# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

### Chairman's Statement

During the second half of the financial year the share price and net asset value rose by 25.9% and 20.5% respectively. For the full financial year the share price advanced by 74.5% while the net asset value rose by 69.3%. In addition dividends totalling 3.4p were paid to shareholders during the period increasing the net asset value total return to 72.1%. This compares to the 32.5% increase in the FTSE APCIMS Stock Market Balanced Portfolio Index and a 43.4% gain in the MSCI World Index in sterling terms.

The swift recovery in the share price and net asset value are pleasing and I note that both the share price and asset value recently reached new all time highs. Since launch in March 2002 the Company's share price has registered a compound return of 9.4% including dividends and the net asset value has registered a compound return of 10.9% including dividends. These returns may be compared with the 4.9% and 3.5% compound returns generated by the FTSE APCIMS Stock Market Balanced Portfolio Index and the MSCI World Index in sterling terms. In Asia, where the core of the Company's equity investments have been made, the MSCI Japan Index and the MSCI Asia ex Japan Index have returned 3.9% and 12.5% respectively over the same period.

The current Articles of Association require the Company to seek shareholders' approval for the continuation of the Company in its present form at the forthcoming Annual General Meeting. Your Board is satisfied that the Company's current financial resources will enable the Company to continue in business for the foreseeable future and accordingly recommends that shareholders vote in favour of the Ordinary Resolution to be proposed at the AGM, that the Company continue in its current form.

The folly of trying to solve the problems of excessive debt by simply adding to the stock of debt is now more widely appreciated following the recent rout in Greece. Greece is just one of many Western nations facing a painful and prolonged period of economic contraction.

The likely lack of growth across the western developed world does, of course, present a challenge for many sectors and industries in the generally open and trade orientated economies of Asia. To an increasing degree, however, these economic headwinds are being offset by rising domestic consumption as the powerful secular trends of positive demographics and rising urbanisation continue. As noted in earlier Chairman's statements the lack of leverage across much of Asia's banking, household and corporate sectors remains a powerful advantage.

Your Board is closely monitoring the progress through the European Parliament of the Alternative Investment Fund Manager Directive to ensure that your Company will be able to comply with its provisions.

The Board has proposed a final dividend of 2.3p per Ordinary Share taking the total dividend for the financial year to 3.8p per Ordinary Share.

**Dr. James King**

Chairman

10 June 2010

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

### Board Members

**Dr. James King** Chairman <sup>a), b), c)</sup> aged 71, is Chairman of Keytech Limited, The Bermuda Telephone Company Limited, Grotto Bay Properties Limited, and Hiscox Insurance (Bermuda) Limited. He is also a Director of Butterfield Bank UK Limited and Hiscox Limited.

**Sir David Cooksey** Senior Independent Director <sup>a), b), c)</sup> , aged 70, was involved in the venture capital business from 1981 when he founded Advent Venture Partners and retired as its Chairman in 2006. His early career was in industrial engineering and general management in the De La Rue Company. He retired as the Senior Non-Executive Director of the Bank of England in 2005 after 11 years' service. He is Chairman of London & Continental Railways Limited, Bechtel Limited and UK Financial Investments Limited. He holds an MA in Metallurgy from Oxford University.

**Henry Thornton** aged 46 is a founder member and Chairman of the Investment Manager, BDT Invest LLP and was a founder member and Chief Executive Officer of its predecessor BDT Investment Management Limited. He joined Thornton Management (Asia) in 1985. In 1989 he was appointed Investment Director of Royal Trust Asset Management (Asia), a position he retained during subsequent acquisitions by Credit Lyonnais International Asset Management and Nicholas Applegate Capital Management. In 1999 he was appointed head of emerging markets at Colonial First State First Investments, a position he retained until his resignation in April 2000.

**Richard Thornton** aged 78, has had nearly 50 years' experience as an international investor. After serving some years as assistant manager of the Foreign and Colonial Investment Trust he was a co-founder of GT Management in 1969, now a part of Amvescap. In 1985 he founded Thornton and Co which was acquired by Dresdner Bank in 1988 and retired as President of Thornton and Co in 1994. From 1985 he was a Director, and then Chairman, of The Establishment Trust, the predecessor of The Establishment Investment Trust plc of which he was the first Chairman between March 2002 and 31 March 2005. He is a graduate of Oxford University and a Barrister at Law.

**Tom Waring** <sup>a), b), c)</sup> aged 49, was formerly Group Head of Investments and Senior Executive Director of Bahrain based Gulf Finance House (GFH), a major listed Islamic investment bank, with responsibility for GFH's asset management, venture capital and private equity businesses. He has over 25 years' investment management industry experience and was previously based in London as CEO of First State Investments International Limited, the international subsidiary of Commonwealth Bank of Australia. He was also formerly CEO of First State Investments in Asia, Partner and International CEO of Nicholas Applegate Capital Management, Group Managing Director of Credit Lyonnais International Asset Management (HK) Limited and Managing Director of Royal Trust Asset Management (Asia) Limited.

**Harry Wells** <sup>a), b)</sup> aged 56 has 35 years' experience within the investment industry primarily as a stockbroker specialising in Asia, based in London and Hong Kong, latterly as a Managing Director of Salomon Smith Barney. He is a Director of Martin Currie Pacific Investment Trust Plc. He holds an MA degree from Cambridge University, is a Fellow of the Chartered Institute for Securities & Investment and a Member of the Royal Institution of Chartered Surveyors.

All Directors are non-executive.

Mr T Waring was appointed in May 2008, Mr H Thornton in April 2005 and all other Directors in February 2002.

a) Independent

b) Audit Committee member

c) Management Engagement Committee member

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

### Portfolio Holdings at 31 March 2010

(All Equity Shares unless otherwise stated)

Holding	Company	Fair value £'000	% of total assets
1,300,000	China Taiping Insurance	2,986	7.16
200,000	BDT Invest Oriental Focus Fund 'B' †	2,883	6.92
40,000	Gold Bullion Securities	2,869	6.88
480,000	BDT Invest Japanese Focus Fund 'B' †	2,783	6.67
8,271,100	First Ship Lease Trust	2,379	5.71
1,650,000	Minth Group	1,821	4.37
1,400,000	Lafarge Malayan Cement	1,780	4.27
18,980,000	REXLot Holdings	1,773	4.25
900,000	Advanced Info Services	1,582	3.79
725,000	SR Europe Investment Trust	1,581	3.79
550,000	Top Glove Corporation	1,545	3.71
9,000,000	L.P.N. Development	1,404	3.37
2,500,000	CP All	1,402	3.36
200,000	BDT Invest Japanese Smaller Companies Fund 'B' †	1,313	3.15
315,000	ITC	1,217	2.92
2,700,000	Johnson Electric	1,178	2.83
21,000,000	Metro Pacific Investments Corporation	934	2.24
40,000	Jardine Matheson	878	2.11
6,400,000	Jasa Marga	830	1.99
2,392,500	Mermaid Maritime	773	1.85
335,000	Taiwan Fertilizer	706	1.69
1,075,000	Yuanta Financial	425	1.02
30,000	Rotork	421	1.01
85,000	Hutchison Whampoa	410	0.98
46,000	Hong Kong Aircraft Engineering	382	0.92
2,000	Lindsell Train Investment Trust	356	0.85
128,012	BDT Investment Management Limited *	289	0.70
1,398,650	Eastern & Oriental 8% ICULS 16/11/2019	277	0.66
200,000	Bedlam Asset Management Plc *	238	0.57
145,000	SR Europe Investment Trust (Subscription Shares)	30	0.07
	Total investments	37,445	89.81
	Net current assets	4,249	10.19
	<b>Net assets</b>	<b>41,694</b>	<b>100.00</b>

\* Unlisted investments

† BDT Invest Irish domiciled and listed funds

Investment holding gains attributable to unlisted investments during the year amounted to £139,524.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report Analysis of Investment Portfolio at 31 March 2010

<b>Sector Analysis</b>	<b>Fair value £'000</b>	<b>% of total assets</b>
Investment Companies	11,952	28.67
Speciality & Other Finance	3,076	7.38
Insurance	2,986	7.16
Steel & Other Metals	2,869	6.88
Construction & Building Materials	2,610	6.26
Transport	2,379	5.71
Automobiles	1,821	4.37
Telecommunications Services	1,582	3.79
Banks	1,404	3.37
General Retailers	1,402	3.36
Tobacco	1,217	2.92
Electronics & Electrical Equipment	1,178	2.83
Oil & Gas	773	1.85
Chemicals	706	1.69
Support Services	421	1.01
Diversified Industrials	410	0.98
Engineering & Machinery	382	0.92
Malaysian Bonds	277	0.66
Total investments	<u>37,445</u>	<u>89.81</u>
Net current assets	<u>4,249</u>	<u>10.19</u>
<b>Net assets</b>	<b><u>41,694</u></b>	<b><u>100.00</u></b>

<b>Geographical Analysis (based on listing or domicile)</b>	<b>Fair value £'000</b>	<b>% of total assets</b>
Hong Kong	8,550	20.51
Ireland †	6,979	16.74
United Kingdom	5,784	13.87
Thailand	4,388	10.52
Singapore	4,030	9.67
Malaysia	3,602	8.64
India	1,217	2.92
Taiwan	1,131	2.71
Philippines	934	2.24
Indonesia	830	1.99
Total investments	<u>37,445</u>	<u>89.81</u>
Net current assets	<u>4,249</u>	<u>10.19</u>
<b>Net assets</b>	<b><u>41,694</u></b>	<b><u>100.00</u></b>

<b>Classification of Assets</b>	<b>Fair value £'000</b>	<b>% of total assets</b>
Equities	37,168	89.15
Fixed Interest Securities	277	0.66
Net current assets	<u>4,249</u>	<u>10.19</u>
<b>Net assets</b>	<b><u>41,694</u></b>	<b><u>100.00</u></b>

† BDT Invest Irish domiciled and listed funds

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Investment Manager's Report

The Chairman's statement notes the 74.5% increase in the share price and the 69.3% rise in the net asset value of the Company during the past financial year. During the past twelve months the Ordinary Shares have moved from a year end discount of 13.9% to 11.2%. For comparative purposes the MSCI United Kingdom Index rose 50.1%, the MSCI World Index 43.4%, the MSCI Japan Index 29.8% and the MSCI Asia ex Japan Index 63.1%.

Performance is shown graphically in the chart on page 2 that tracks the net asset value and share price against the FTSE APCIMS Private Client Balanced Portfolio Index since the formation of the Company. This chart also highlights the performance hurdle that more accurately reflects the long-term investment objective of the Company – to achieve absolute returns for our shareholders.

In the November 2009 interim report to shareholders we warned of the inevitable withdrawal of the recently orchestrated fiscal stimulus but even we have been surprised by the speed of events that recently brought Greece to its knees. Greece is just one of a host of developed western economies that will have to work incredibly hard to bring their public finances back under control over the coming decade. It appears clear that economic growth in the western world will be extremely hard to come by over the next few years and that the deflationary winds blowing across the developed world should result in short term interest rates remaining at current levels for a considerable period.

The prospects for growth across the economies of Asia are naturally affected by the grim reality of lacklustre western consumer demand and the outlook for export orientated businesses around the region will remain challenging. Economic growth across Asia will be increasingly driven by two powerful secular trends. The demographic profiles of countries such as China, India and Indonesia suggest a very positive period for growth in domestic consumption while continuing urbanisation points to a bright picture with rapid growth in service related industries highly probable. It is also undoubtedly true that some Asian economies, such as India, are much better positioned to exploit and benefit from these trends than others.

More generally lessons learnt during the 1997 Asian crisis have been learnt well. There remains a conspicuous lack of leverage across the financial, corporate and household sectors while the public finances of most countries in the region are sound. The benefits of a liquid and functional banking system cannot be underestimated. If there is to be any growth in the global economy over the next few years it appears reasonably clear it will be driven by developments in Asia. The portfolio is appropriately positioned to benefit from these trends although our current exposure to India appears too low.

We continue to avoid companies operating in the commodity and energy sectors. Although commodity prices have bounced back strongly we do not expect recent gains to be sustained particularly if the recent tightening measures introduced by the Chinese authorities are successful in slowing the economy.

### **BDT Invest**

The Company owns an effective 15% stake in the Investment Manager and also a 4% stake in Bedlam Asset Management. These investments are revalued every quarter according to the revised formula set out in the last interim report. The latest calculation (an average of book value, 2% of funds under management and 2x annual management charges) valued both firms at a modest premium to book value. The two investments account for 1.3% of the Company's assets.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

Directors' Report

## Investment Manager's Report continued

BDT Invest's funds under management stood at approximately £115m at 31 March 2010. BDT Invest currently manages five funds across Japan and Asia. BDT Invest remains a small company and future prospects are dependent upon a number of factors including the ever-changing regulatory landscape, the necessity to deliver solid investment performance, the capability to market effectively, the ability to attract and retain high quality individuals and competent financial management.

### **Financial Results**

The portfolio generated gross income of £1,331,000 during the year, a decrease from the £1,336,000 generated in the previous year. Excluding fees payable to the investment manager, expenses amounted to £350,000, an increase from the £322,000 recorded in the previous year. The Company charges 80% of the annual management fee and 100% of any performance fee to capital. The total fees payable to the investment manager increased from £252,000 to £296,000. In consequence the Company recorded a return on ordinary activities after tax of £904,000.

### **BDT Invest LLP**

Investment Manager

10 June 2010

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information

The Directors submit their report together with the audited financial statements of the Company for the year ended 31 March 2010.

### **Activities and status**

The principal activity of the Company is to carry on the business of an investment trust company. The Company is an investment company as defined in section 833 of the Companies Act 2006.

HM Revenue and Customs (HMRC) has approved the Company as an investment trust for the purpose of section 842 of the Income and Corporation Taxes Act 1988 (ICTA 1988), for the year ended 31 March 2009. Such approval is given retrospectively in respect of each accounting period although this does not preclude HMRC from opening a subsequent enquiry into the Company's tax return.

The Directors have continued to conduct the affairs of the Company with a view to maintaining approval as an investment trust for the purposes of section 1159 of the Corporation Tax 2010 (formerly section 842 of ICTA 1988), in order to obtain exemption from United Kingdom taxation on capital gains.

### **Life of the Company**

At the Annual General Meeting of the Company held on 23 July 2007, an ordinary resolution was approved for the continuation of the Company in its current form as an investment trust for a further period of three years. Accordingly, a resolution on the continuation of the Company will be put to shareholders at the forthcoming Annual General Meeting of the Company to be held on Monday 26 July 2010. In the event that the resolution is not passed, the Directors will formulate proposals for the future of the Company for consideration by shareholders.

### **Business Review**

The review of the year and commentary on the future outlook are presented in the Chairman's Statement on page 3, the Investment Manager's Report on pages 7 and 8, and the Financial instruments and capital disclosures set out in note 18 to the financial statements on pages 42 to 45 which together provide details of the key performance indicators and principal risks and uncertainties facing the Company.

As the Company's objective is to achieve long-term capital growth whilst preserving capital, performance is not measured against any specific equity or bond index but on the absolute return achieved. To provide a reference for shareholders the Company shows its performance against the FTSE APCIMS Stock Market Balanced Portfolio Index in the chart on page 2.

The Directors monitor the critical risks and uncertainties faced by the Company through the review of a matrix of risks, key controls and mitigating factors.

The Board monitors the Investment Manager and reviews the management of the portfolio. This is achieved by comparing the absolute return generated by the portfolio, the breakdown of the portfolio into equities, investments funds, bonds, commodities and cash and the level of concentration within the equity portfolio. The Board reviews the performance of certain equity indices to further evaluate whether the Investment Manager is generating competitive returns in differing market conditions. In assessing performance, the Board in its regular meetings looks for a clear, consistent expression of strategy.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information continued

### **Business Review** continued

Performance and risk control are the focus of Boardroom discussion with the Investment Manager. The Board also debates the extent to which your Company should gear its balance sheet or indeed raise liquidity in difficult markets. Ultimately, however, the positioning of the portfolio is decided by the Investment Manager, who operates within several broad limits established by the Board.

The Company invests in a managed international portfolio of securities with the objective of achieving long-term capital growth. The Board seeks to contain risk by understanding and monitoring the Investment Manager's investment style, investment process and long-term performance record. Stock specific risk is reduced to a large extent by adequate diversification, while the Investment Manager will ask the Board for approval prior to the purchase of any BDT Invest LLP products. As part of the review of operational risks the Board satisfies itself that the Investment Manager has processes in place to ensure that limits are not breached.

Strategic decisions, such as the level of borrowing, can have a significant impact on performance. The Company's policy is to limit gearing to 50% of net assets, but currently no gearing of the Company's portfolio has been implemented.

The majority of investments of the Company are made outside of the United Kingdom and the effect of currency movements can have a significant impact on capital values. The Investment Manager will take into account the possibility of currency gain or loss when evaluating investments for the Company. Changes in interest rates are relevant to both the overall macroeconomic assessment and certain individual investments. Counterparty credit risk is not considered to be significant since the Investment Manager undertakes transactions only with pre-approved brokers and on the basis of delivery against payment.

### **Environmental, employment, social and community issues**

The Company has no employees and has no direct impact on domestic social matters. Its investments are, in the main, focussed in a region which has varying degrees of political and corporate governance standards. It is therefore impractical for the Company to adopt a policy on environmental, employment, social and community issues and it is considered that the best performing investments are likely to be in those entities which have regard for the impact of these issues on their businesses.

### **Results and dividend**

An interim dividend of 1.50p per Ordinary Share was paid on 18 December 2009 to shareholders on the register at the close of business on 4 December 2009 (ex-dividend 2 December 2009).

The revenue return for the financial year ended 31 March 2010 after taxation amounted to £904,000 (2009: £757,000). A final dividend of 2.30p (2009: 1.90p) is proposed in respect of the year ended 31 March 2010. The dividend, subject to approval by shareholders, will be paid on 6 August 2010 to shareholders whose names appear on the register at the close of business on 16 July 2010 (ex-dividend 14 July 2010).

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information continued

### Directors

The Directors of the Company at the date of this Report are shown on page 4. All served in office throughout the year under review.

In accordance with the UKLA Listing Rules, Mr Henry Thornton will retire at the forthcoming Annual General Meeting and being eligible, offer himself for re-election.

In accordance with the Company's Articles of Association and the Combined Code, Dr. James King and Sir David Cooksey will retire at the Annual General Meeting and being eligible offer themselves for re-election.

### Directors' interests

The interests of the Directors in the Ordinary Shares of the Company on the dates shown were as follows:

	Ordinary Shares of 25p each	
	31 March 2010	31 March 2009
Dr. James King	10,000	10,000
Sir David Cooksey	50,000	50,000
Henry Thornton	100,000	100,000
Henry Thornton <sup>(a)</sup>	709,975	709,975
Henry Thornton and Richard Thornton <sup>(b)</sup>	1,744,728	1,744,728
Richard Thornton	3,611,083	3,611,083
Tom Waring	—	—
Harry Wells	26,000	26,000
Harry Wells <sup>(c)</sup>	4,000	4,000

(a) Non-beneficial interest in shares held by The Rabbit Trust

(b) As Trustees of The Thornton Foundation

(c) As a Trustee of The Pauline Lamb Grandchildren's Trust

No changes in the above interests have been notified to the Company between 31 March 2010 and the date of this Report.

None of the Directors has been granted or has exercised any rights to subscribe for Ordinary Shares of the Company.

### Disclosure of interests

Mr Henry Thornton is a member of the Investment Manager, BDT Invest LLP, which receives fees under the terms of the Investment Management Agreement as set out in note 6 to the financial statements.

All of the Directors are non-executive and no Director has at any time during the accounting period had a contract of service with the Company. Save as disclosed above and in note 6 to the financial statements, no Director was a party to, or had an interest in any contract or arrangement with the Company.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information *continued*

### Waiver of emoluments

In view of his connection with the Investment Manager, Mr Henry Thornton has waived in full his entitlement to fees as a Director of the Company.

### Substantial shareholdings

In addition to the Directors' holdings listed on page 11, the Company had been notified or made aware of the following significant holdings of 3% or more of the Company's shares carrying unrestricted voting rights as at 31 March and 28 May 2010:

		As at 31 March 2010 % of Issued Shares		As at 28 May 2010 % of Issued Shares
	Ordinary Shares		Ordinary Shares	
Rysaffe Trustees Company (CI) Limited (for R C Thornton 1971 settlement)	1,600,623	8.00	1,600,623	8.00
Midas Capital Partners Limited	1,600,000*	8.00	1,604,725	8.02
<i>*includes iimia Investment Trust plc</i>	<i>925,000</i>	<i>4.63</i>	<i>925,000</i>	<i>4.63</i>
<i>*includes iimia IF Accelerated Fund</i>	<i>675,000</i>	<i>3.38</i>	<i>675,000</i>	<i>3.38</i>
The Argus Insurance Company Limited	1,518,859	7.59	1,498,859	7.49
Rothschild Trust (Bermuda) Limited (as trustee of a trust dated 26 March 1996)	1,416,178	7.08	1,416,178	7.08
Newton Investment Management Limited †	1,063,342	5.32	1,068,777	5.34
Troy Asset Management Limited †	877,731	4.39	877,731	4.39
Brewin Dolphin Limited †	747,663	3.74	670,888	3.35
Notara Anstalt (as trustee of The Rabbit Trust)	709,975	3.55	709,975	3.55
Smith & Williamson Investment Management Limited †	629,279	3.15	592,278	2.96

† for various retail investors

### Investment management

BDT Invest LLP, the Company's Investment Manager, is regulated by the Financial Services Authority in the United Kingdom and currently has approximately £115m in assets under discretionary management.

BDT Invest LLP provides Investment Management services for the Company, details of which can be found in note 6 to the financial statements on page 34.

The Directors, having evaluated the performance of the Investment Manager, have decided that BDT Invest LLP should continue as Investment Manager on the existing terms. The Directors are satisfied that the Investment Manager has suitable skills and experience to manage the Company's investments and believe that its continuing appointment is in the interests of all shareholders.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information continued

### **Share capital**

At 31 March 2009 and 31 March 2010, the authorised share capital was £7,500,000 divided into 30,000,000 Ordinary Shares of 25p each, of which 20,000,000 Ordinary Shares of 25p each were issued and fully paid. There were no changes to the capital structure during the year or between 31 March 2010 and the date of this Report. At 31 March 2010 the Ordinary Share price was 185p (2009:106p).

The following sets out the respective rights and obligations attaching to the Ordinary Shares of the Company:

#### **Voting**

The Ordinary Shares confer the right to receive notice and to attend and vote at any General Meeting of the Company. Each Ordinary Share carries the right to one vote. There are no restrictions on voting rights other than in respect of shares on which calls remain unpaid. The deadline for the valid exercise of voting rights is set out in the notes to the Notice of Annual General Meeting and in the Proxy Form.

#### **Dividends**

Any dividend declared by the Directors shall be paid at the same rate on each Ordinary Share of the Company but may be apportioned pro rata according to the amounts paid up on the shares where such shares are not fully paid unless issued on terms providing that such shares shall rank for dividend as if fully paid up.

#### **Transfers**

There are no restrictions on the transfers of Ordinary Shares in the Company and no limitations on the holding of Ordinary Shares or requirements to obtain the approval of the Company, or other shareholders for any transfer. The Board may refuse to register a transfer of any share (whether in certificated form or not and whether fully paid or not) to more than four persons to be held jointly by them.

#### **Forfeiture**

If any member fails to pay the whole of any part of any call on or before the due date, such shares may be forfeited in accordance with the procedures set out in the Articles of Association.

#### **Winding up**

The assets of the Company shall on a winding up be divided amongst the shareholders on the basis as determined by the Liquidator, with the sanction of a resolution of the shareholders.

The Company is not aware of any agreements with or between shareholders restricting the transfer of Ordinary Shares, or which would take effect in the event of a change of control of the Company.

### **Powers of the Board**

The Board may exercise all such powers of the Company and do on behalf of the Company all such acts which are within the scope of the Memorandum and Articles of Association of the Company and which are not required by Statute or the Articles to be exercised or done by the Company in General Meeting, subject, nevertheless, to the provisions of the Statutes and the Articles and to such directions as may be prescribed by the Company by Special Resolution, but so that no such direction and no alteration to the Articles shall invalidate any prior act of the Board which would have been valid if that direction or alteration had not been given or made.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information continued

Whilst the Board has the power to pay a gratuity or pension or allowance on retirement to any Director or former Executive Director or member of his family, as the Company has no Executive Directors it has not exercised this power and none of the Directors are eligible for pension entitlements or other benefits from the Company. The Directors' Remuneration Report is set out on pages 22 and 23.

### **Creditors' payment policy**

It is the Company's policy to obtain the best terms for all business, including purchases of investments, and to abide by those terms. At 31 March 2010 the Company had no trade creditors (2009: nil).

### **Special Business at the Annual General Meeting**

Resolution 9 - New Articles of Association

Resolution 9 proposes that the Company adopt new Articles of Association which incorporate amendments to reflect the changes in company law brought about by the final stages of the implementation of the Companies Act 2006, which came into effect on 1 October 2009, the Companies (Shareholders' Rights) Regulations 2009, which came in to effect on 3 August 2009, conforms the language of the new Articles of Association with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills, together with making other minor technical or clarifying changes. The principal changes in the new Articles of Association relate to the Company's constitution and share capital and enhanced shareholder rights. A summary of the proposed changes is set out in the Appendix to this Annual Report.

### **Statement of Directors' Responsibilities in respect of the Annual Report, the Directors' Remuneration Report and Financial Statements**

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration 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 the law the Directors have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 net return 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements respectively; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Statutory Information continued

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements and Directors' Remuneration Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The financial statements are published on [www.bdtinvest.com](http://www.bdtinvest.com), which is a website maintained by the Company's Investment Manager, BDT Invest LLP. The Directors are responsible for the maintenance and integrity of the Company's website. The work carried out by the Auditors does not involve consideration of the maintenance and integrity of the website and accordingly the Auditors accept no responsibility for any changes that have occurred to the Annual Report and Financial Statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

### **Statement under DTR 4.1.12**

Each of the Directors, whose names and functions are listed on page 4, confirm that, to the best of their knowledge:

- the financial statements, which have been prepared in accordance with the United Kingdom Generally Accepted Accounting Practice, (United Kingdom Accounting Standards and applicable law), give a true and fair view of the assets, liabilities, financial position and net return of the Company; and
- the Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

### **Dr. James King**

Chairman

10 June 2010

# THE ESTABLISHMENT INVESTMENT TRUST PLC

Directors' Report

## Statutory Information continued

### **Disclosure of information to auditors**

The Directors who held office at the date of approval of the Report of the Directors confirm that, so far as they are aware, there is no relevant audit information of which the Company's Auditors are unaware; and each Director has taken all of the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and establish that the Company's Auditors are aware of that information.

### **Auditor**

Grant Thornton UK LLP, have indicated their willingness to continue in office. A resolution will be proposed at the forthcoming Annual General Meeting to re-appoint Grant Thornton UK LLP as Independent Auditor and to authorise the Directors to determine the Auditor's remuneration.

### **Annual General Meeting**

The eighth Annual General Meeting of the Company will be held on Monday 26 July 2010 at 3.30pm at the offices of BDT Invest LLP, 52 Jermyn Street, London SW1Y 6LX. The business of the meeting is set out in the Notice of Annual General Meeting on page 46.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

### Corporate Governance Statement

The Listing Rules and the Disclosure Rules and Transparency Rules ("Disclosure Rules") of the UK Listing Authority require listed companies to disclose how they have applied the principles and complied with the provisions of the Combined Code on Corporate Governance ("Combined Code"), as issued by the Financial Reporting Council ("FRC"). The provisions of the Combined Code issued by the FRC in June 2008 are applicable to the year under review. The related Code of Corporate Governance (the AIC Code) issued by the Association of the Investment Companies ("AIC") in March 2009 provides specific corporate governance guidelines to investment trusts. The FRC has confirmed that AIC member companies who report against the AIC Code and who follow the AIC's Corporate Governance Guide for Investment Companies will be meeting their obligations in relation to the Combined Code and the associated disclosure requirements of the Disclosure Rules.

The Combined Code can be viewed at <http://www.frc.org.uk/corporate/combinedcode.cfm>.

The AIC Code can be viewed at <http://www.theaic.co.uk/files/technical/AICCode.pdf>.

#### Compliance

The Board supports the standards of corporate governance set out in the AIC Code and throughout the year ended 31 March 2010 the Company complied with the provisions of the Code subject to those aspects explained below where the Company has not complied or does not feel it appropriate for a company of this size to do so. It should be noted that as an investment trust, all the Directors are non-executive and most of the Company's day to day responsibilities are delegated to third parties.

#### The Board of Directors

At 31 March 2010 the Board consisted of six members, all of whom were non-executive and four of whom were independent of the Investment Manager. Particulars of the Directors are set out on page 4. The Board has appointed Sir David Cooksey as Senior Independent Director who is available to shareholders if they feel that contact through the Chairman is inappropriate or the Chairman is not available.

The Directors normally meet as a Board on a quarterly basis. The Audit Committee meets at least twice each year. The Management Engagement Committee meets at least once a year and the Nomination and Remuneration Committees meet as and when required.

The actual number of meetings of the Board and Committees during the year under review is given below, together with individual Director's attendance at those meetings:

	<b>Board</b>	<b>Audit Committee</b>	<b>Management Engagement</b>
<b>Number held</b>	4	2	1
Sir David Cooksey	4	1	-
Dr. James King	4	2	1
Henry Thornton	4	n/a	n/a
Richard Thornton	4	n/a	n/a
Tom Waring	2	1	1
Harry Wells	4	2	n/a

The Board lays down guidelines within which the Investment Manager implements investment policy and has a schedule of matters reserved for consideration by the Directors. A full report on the investment holdings and performance is received from the Investment Manager and discussed at Board meetings.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Corporate Governance Statement continued

The Investment Manager also reports regularly to the Board on the Company's financial position.

All Board members have access to the advice and services of the Company Secretary which is responsible to the Board for ensuring its compliance with board procedures, company law and the UKLA Listing Rules. The appointment and replacement of the Company Secretary is a matter for the Board as a whole. The Directors also have the facility to take independent professional advice if necessary, at the Company's expense.

### **Board Structure**

There is a clear division of responsibilities between the Chairman, the Board, the Investment Manager and other third party service providers. No single Director has unfettered powers of decision. The Chairman is responsible for leadership of the Board, ensuring its effectiveness on all aspects of its role, setting the agenda and ensuring that the Directors receive accurate, timely and clear information. The Board decides matters concerning the Company's investment objective, gearing, capital structure, governance, the appointment of service providers and liaison with shareholders. It is the sole responsibility of the Investment Manager to take decisions on the purchase and sale of individual investments. Representatives of the Investment Manager and the Company Secretary attend each Board meeting. The Board, the Investment Manager and Company Secretary operate in a supportive and co-operative manner.

### **Board Independence**

The Board recognises that its prime purpose is to direct the business so as to maximise shareholder value within a framework of proper controls. It is predominantly an independent Board and whilst one Director, Henry Thornton, is also a Director of the Investment Manager, in the opinion of the other Directors he acts strongly in the interest of the Company and refrains from voting on any matters that concern the interests of the Investment Manager.

### **Evaluation of the performance of the Board**

Subsequent to the year end, the Board conducted an evaluation of the performance of the Board, its Committees, individual Directors and third-party service providers which was led by Dr. James King. The Board is satisfied from the results of the appraisals that the individual Directors, the Board Committees and third party service providers function effectively, collectively and individually, and that the Board contains an appropriate balance of skills and experience for the effective management of the Company.

### **Election of Directors**

The following Directors will retire and being eligible offer themselves for election at the forthcoming Annual General Meeting:

- Mr Henry Thornton because of his connection with the Manager is required by the Listing Rules to stand for re-election at each AGM.
- Dr. James King and Sir David Cooksey in accordance with the Articles of Association and Principle 3 of the AIC Code which require Directors to submit themselves for re-election at least every three years.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Corporate Governance Statement *continued*

The biographies of the Directors are set out on page 4 of this Report. The Board acknowledges the AIC's Code provisions relating to Directors' tenure. Directors serving longer than nine years will be subject to annual re-election. The Board does not, however, have a pre-set criterion for retirement based on length of service believing that recommendation for re-election should be on an individual basis following rigorous review. The Directors do not consider longevity of service as an impairment to independence or judgement but were this to become the case the relevant Director would stand down.

The Board greatly values the experience and contribution provided by the Directors standing for election and fully supports the proposal that these Directors be re-elected at the forthcoming Annual General Meeting of the Company.

### **The Nomination Committee**

The Board as a whole fulfils the function of a Nomination Committee which considers appointments to the Board. The Directors have between them many years' collective experience within the industry and a broad knowledge of individuals who would have the necessary skills to promote and develop the Company. Accordingly the Nomination Committee does not consider it necessary to engage the services of third party search consultants unless no such suitably skilled individuals can be identified by the members of the Committee.

### **Remuneration**

Under the Listing Rules, where an investment trust company has no executive directors, the Combined Code's provisions relating to directors' remuneration do not apply. Details of the Directors' fees are given in the Directors' Remuneration Report on pages 22 and 23. The Company arranges appropriate Directors' and Officers' liability insurance cover in respect of any legal action against the Directors and Officers.

### **Audit Committee**

The Company's Audit Committee comprises Sir David Cooksey (Chairman), Dr. James King, Mr Tom Waring and Mr Harry Wells. All members of the Committee are independent and have considerable experience of the investment industry which the Board considers relevant to their roles on the Committee. The Committee meets at least twice each year with representatives of the Investment Manager who report on the proper conduct of the Investment Manager's business and internal controls in accordance with the regulatory environment in which both the Company and the Investment Manager operate. Minutes of meetings are formally recorded and reported to the Board by the Audit Committee Chairman. The Company's external auditor also attends Committee meetings at least once a year and reports on the auditor's work procedures, the quality and effectiveness of the Company's accounting procedures and its findings in relation to the Company's statutory audit. The responsibilities of the Audit Committee include the review of internal controls and risk matrix, accounting policies, financial statements, the auditor's appointment, independence and remuneration and the carrying value of any unquoted investments. The Audit Committee also agrees any non-audit work carried out by the external auditor and the fees payable for such work.

The Audit Committee and the Board consider the nature and terms of any non-audit work undertaken by the auditor and are satisfied from a review of both the audit and non-audit work undertaken for the Company by Grant Thornton UK LLP during the year that the auditor's independence was not compromised during the year nor is it likely to be compromised in the foreseeable future.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Corporate Governance Statement *continued*

The Board has accepted the Audit Committee's recommendation that a proposal to re-appoint Grant Thornton UK LLP, as Independent Auditor be considered at the forthcoming Annual General Meeting.

Since the Company's investment management, accounting and custodial activities are carried out by third party service providers, the Board does not consider it necessary to have a separate internal audit function. As the Company has no employees it also does not consider there is a need for 'whistleblowing' procedures. The Audit Committee reviews the 'whistleblowing' procedures of the Investment Manager. It satisfies itself about the effectiveness of internal controls by requiring service providers to report and give assurance on their controls to the Audit Committee. Although the Directors can thereby provide reasonable assurance against material misstatement or loss, they acknowledge that risk cannot be eliminated altogether. Their approach to managing internal control and risk conforms to the recommendations of the Financial Reporting Council's Internal Control Guidance for Directors. The Board confirms that in this manner it has reviewed the effectiveness of the Company's internal controls for the period under review, taking into account matters arising up to the date of the Report.

### **Management Engagement Committee**

Mr Tom Waring (Chairman), Sir David Cooksey and Dr. James King comprise the Management Engagement Committee which considers the terms of engagement and the remuneration payable to the third-party service providers to the Company, (see note 6 to the financial statements).

The terms of reference for Committees of the Board may be inspected at the Registered Office of the Company during normal business hours.

### **Internal Control**

There is an ongoing process for identifying, evaluating and managing those risks which are significant for the Company, reflecting the guidance provided by the Financial Reporting Council's (FRC) 'Internal Control Revised Guidance for Directors on the Combined Code'. This process has been in place for the year ended 31 March 2010 and up to the date of this Annual Report, and is regularly reviewed by the Board.

The Board has ultimate responsibility for the system of internal control and for reviewing its effectiveness. An independent custodian has responsibility for safeguarding the Company's assets and there are clearly defined responsibilities between the Board, the Custodian and the Investment Manager, with detailed operating procedures in place. The internal controls operated by the Board include the authorisation of the investment strategy and regular reviews of investment performance and financial results. The system is designed to manage, rather than eliminate, the risk of being unable to meet business objectives and can provide reasonable but not absolute assurance against material misstatements or loss, as explained by the FRC's guidance. The Board has monitored the operation and effectiveness of the Company's system of internal controls during the period through its ongoing identification, assessment and management of the Company's key risks. The Company's Risk Matrix is reviewed at each meeting of the Audit Committee.

The Board has contractually delegated the management of the investment portfolio to the Investment Manager, BDT Invest LLP, the day-to-day administration and company secretarial functions to Phoenix Administration Services Limited, and the custodial services, which include the safeguarding of the Company's assets, to The Northern Trust Company. These contracts are only entered into after full consideration by the Board of the services undertaken.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Report

## Corporate Governance Statement *continued*

The Investment Manager has established an internal control framework to provide reasonable assurance on the effectiveness of internal controls operated on behalf of its clients. The Investment Manager's compliance department assesses and reports to the Board on the effectiveness of the internal controls and the business risk exposure of the Investment Manager.

The Investment Manager, Administrator and the Custodian of the Company's assets all maintain their own systems of internal and financial controls which are reviewed annually by the Audit Committee.

### **Shareholder Relations**

The Company, through the Investment Manager, has regular contact with its institutional shareholders and the views of shareholders are communicated to the Board. The Board supports the principle that the Annual General Meeting (AGM) of shareholders provides a constructive opportunity to facilitate communication with the Company's investors, and the Board encourages shareholders to attend and participate in the AGM.

### **Voting Policy**

The Investment Manager researches the companies and markets in which the Company invests and accordingly the Board considers the Investment Manager to be best placed to vote the shares of invested companies where such rights exist. The Board has therefore authorised Mr Henry Thornton to vote the shares of invested companies on routine business, having regard to both their interests and those of the Company. Mr Henry Thornton however is required to consult with the Chairman, or with the Board if appropriate, before voting on any contentious or sensitive issues.

### **Annual General Meeting**

The AGM of the Company will be held on Monday 26 July 2010 and all shareholders are encouraged to attend. In accordance with the Combined Code, the Notice of Meeting is circulated more than 20 working days before the meeting.

Details of proxy voting in respect of each resolution will be available at the Meeting and subsequently on the website at [www.bdtinvest.com](http://www.bdtinvest.com). It is not proposed to relate individual proxy voting figures at the Meeting after each resolution is voted on, and those attending will instead be provided with a printed summary of the voting on all resolutions.

### **Going Concern**

After considering the Company's current financial resources, as the majority of the net assets of the Company are securities which are traded on recognised stock exchanges, the Directors are satisfied that its resources are adequate for continuing in business for the foreseeable future and that it is appropriate to prepare the financial statements on a going concern basis.

Accordingly the Directors consider it appropriate to recommend that shareholders vote in favour of the Ordinary Resolution to be proposed at the AGM on 26 July 2010 that the Company continue in its current form.

By order of the Board

**Phoenix Administration Services Limited**

Secretary

10 June 2010

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Remuneration Report

The Company has prepared this report, in accordance with the requirements of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. An ordinary resolution for the approval of this report will be put to shareholders at the forthcoming Annual General Meeting.

The law requires a Company's auditors to audit certain of the disclosures provided herein. Where disclosures have been audited, they are indicated as such. The auditor's opinion on these is included in the report of the Independent Auditor on pages 24 and 25.

### **Remuneration Committee**

All Directors are non-executive and the Board as a whole fulfils the function of a Remuneration Committee. Following consideration of the Directors' remuneration, the Board concluded that the Directors' fees should remain unchanged for the present.

### **Policy on Directors' Remuneration**

The Board's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole, be fair and comparable to that of other investment trusts that are similar in size, have a similar capital structure and a similar investment objective. It is intended that this policy will continue for the year ending 31 March 2011 and subsequent years.

The maximum aggregate Directors' fees (see note 5 to the financial statements) pursuant to the Company's Articles of Association is £150,000 per financial year. The remuneration terms are reviewed annually by the independent Directors. No Director may vote on his own remuneration. Subject to the aggregate maximum, eligible Directors are entitled to a pro-rata share of any performance fee, which shall be equal to 1% of the amount by which the increase in the Adjusted Market Capitalisation of an Ordinary Share (plus dividends paid since the last Performance Fee was paid) exceeds that of the Performance Hurdle. Directors are not eligible for pension entitlements, share options, long-term incentive schemes or other benefits.

### **Directors' Service Contracts**

It is the Board's policy that none of the Directors has a service contract. The terms of their appointment provide that a Director shall retire and be subject to election at the first Annual General Meeting after their appointment, and at least every three years after that. The terms also provide that a Director may be removed without notice and that compensation will not be due on leaving office.

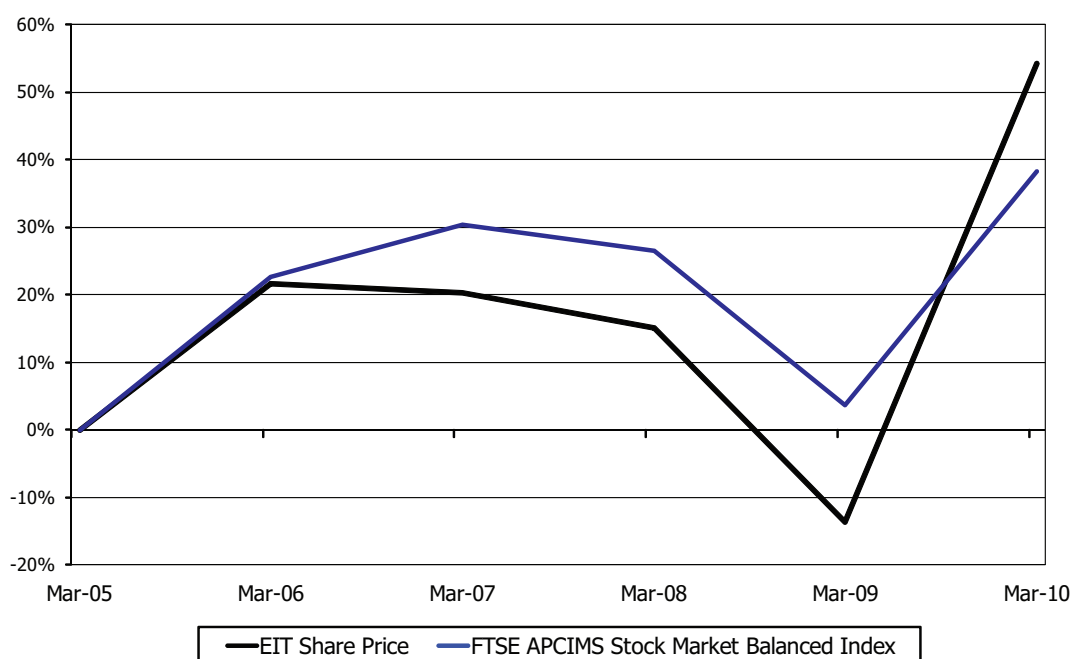
### **Performance Graph**

The graph on page 23 compares the share price total return (assuming all dividends are reinvested) to shareholders compared to the total return on a notional investment made up of shares of the same kinds and number as those by reference to which the FTSE APCIMS Stock Market Balanced Portfolio Index is calculated. This index was chosen for comparison purposes as it is more appropriate than a pure equity index to measure investment performance.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Directors' Remuneration Report continued

### Share Price performance relative to the FTSE APCIMS Stock Market Balanced Portfolio Index for the five years to 31 March 2010 (total return)



### Directors' emoluments and benefits for the year ended 31 March 2010 (audited)

	31 March 2010	31 March 2009
	£	£
Dr. James King (Chairman of the Board)	<b>15,000</b>	15,000
Sir David Cooksey (Chairman of the Audit Committee)	<b>12,500</b>	12,500
Henry Thornton	<b>n/a</b>	n/a
Richard Thornton	<b>10,000</b>	10,000
Tom Waring (appointed 28 May 2008)	<b>10,000</b>	8,449
Harry Wells	<b>10,000</b>	10,000
Total	<b><u>57,500</u></b>	<b><u>55,949</u></b>

No Directors' performance fee is payable for the year to 31 March 2010 (2009:nil).

Because of his connection with the Investment Manager, Mr Henry Thornton has waived his entitlement to Directors' emoluments amounting to £10,000 per annum.

By order of the Board

**Phoenix Administration Services Limited**

Secretary

10 June 2010

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Report of the Independent Auditor to the members of The Establishment Investment Trust plc

We have audited the financial statements of The Establishment Investment Trust plc for the year ended 31 March 2010 which comprise the Income Statement, Reconciliation of Movements in Shareholders' Funds, Balance Sheet, Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

### **Respective responsibilities of Directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on pages 14 and 15, 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 (APB's) Ethical Standards for Auditors.

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

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/UKP](http://www.frc.org.uk/apb/scope/UKP).

### **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 for the year then ended; and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice.

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

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the information given in the Corporate Governance Statement set out pages 17 to 21 with respect to internal control and risk management systems in relation to financial reporting processes and about share capital structures is consistent with the financial statements.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Report of the Independent Auditor *continued*

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

We have nothing to report in respect of the following:

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

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

Under the Listing Rules, we are required to review:

- the Directors' Statement, set out on pages 14 and 15;
- the statement on going concern on page 21; and
- the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the June 2008 Combined Code specified for our review.

### **Marcus Swales**

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

London

10 June 2010

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Income Statement for the years ended 31 March

	Notes	2010			2009		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains/(Losses) on investments	11	—	<b>17,581</b>	<b>17,581</b>	—	(8,951)	(8,951)
Exchange (losses)/gains on currency balances		—	<b>(502)</b>	<b>(502)</b>	—	748	748
Income	2	<b>1,331</b>	—	<b>1,331</b>	1,336	—	1,336
Investment management fees	3	<b>(51)</b>	<b>(205)</b>	<b>(256)</b>	(15)	(37)	(52)
Other expenses	4	<b>(320)</b>	<b>(30)</b>	<b>(350)</b>	(314)	(8)	(322)
<b>Net return/(loss) before finance costs and tax</b>		<b>960</b>	<b>16,844</b>	<b>17,804</b>	1,007	(8,248)	(7,241)
Interest payable and similar charges	7	—	—	—	(13)	(56)	(69)
<b>Return/(loss) on ordinary activities before tax</b>		<b>960</b>	<b>16,844</b>	<b>17,804</b>	994	(8,304)	(7,310)
Tax on ordinary activities	8	<b>(56)</b>	—	<b>(56)</b>	(237)	(85)	(322)
<b>Return/(loss) on ordinary activities after tax for the financial year</b>		<b>904</b>	<b>16,844</b>	<b>17,748</b>	757	(8,389)	(7,632)
<b>Return/(loss) per Ordinary Share</b>	10	<b>4.52p</b>	<b>84.22p</b>	<b>88.74p</b>	3.78p	(41.94)p	(38.16)p

All revenue and capital items in the above statement derive from continuing operations.

The total columns in this statement represent the profit and loss accounts of the Company. The revenue and capital columns are supplementary to this and are prepared under the guidance published by the Association of Investment Companies.

A Statement of Total Recognised Gains and Losses is not required as all gains and losses of the Company have been reflected in the above statement.

No operations were acquired or discontinued in the year.

The notes on pages 30 to 45 form part of these financial statements.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Reconciliation of Movements in Shareholders' Funds for the years ended 31 March 2009 and 31 March 2010

	Share capital £'000	Share premium £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
<b>For the year ended 31 March 2010</b>					
At 31 March 2009	5,000	14,701	4,099	826	24,626
Return on ordinary activities after tax for the financial year	—	—	16,844	904	17,748
Dividends paid (see note 9)	—	—	—	(680)	(680)
<b>At 31 March 2010</b>	<b>5,000</b>	<b>14,701</b>	<b>20,943</b>	<b>1,050</b>	<b>41,694</b>
	Share capital £'000	Share premium £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
<b>For the year ended 31 March 2009</b>					
At 31 March 2008	5,000	14,701	12,488	689	32,878
(Loss)/return on ordinary activities after tax for the financial year	—	—	(8,389)	757	(7,632)
Dividends paid (see note 9)	—	—	—	(620)	(620)
<b>At 31 March 2009</b>	<b>5,000</b>	<b>14,701</b>	<b>4,099</b>	<b>826</b>	<b>24,626</b>

The notes on pages 30 to 45 form part of these financial statements.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Balance Sheet at 31 March

		2010		2009	
Notes	£'000	£'000	£'000	£'000	£'000
<b>Fixed assets</b>					
Investments held at fair value through profit or loss	11		<b>37,445</b>		19,273
<b>Current assets</b>					
Debtors	12	<b>551</b>		133	
Cash at bank		<b>3,765</b>		5,505	
		<b>4,316</b>		5,638	
Creditors: amounts falling due within one year	13	<b>(67)</b>		(252)	
<b>Net current assets</b>			<b>4,249</b>		5,386
<b>Total assets less current liabilities</b>			<b>41,694</b>		24,659
Provision for liabilities and charges	8		—		(33)
<b>Net assets</b>			<b>41,694</b>		24,626
 <b>Capital and reserves</b>					
Called up share capital	14		<b>5,000</b>		5,000
Share premium			<b>14,701</b>		14,701
			<b>19,701</b>		19,701
Capital reserve	15		<b>20,943</b>		4,099
Revenue reserve			<b>1,050</b>		826
<b>Equity shareholders' funds</b>			<b>41,694</b>		24,626
<b>Net asset value per Ordinary Share</b>		16	<b>208.47p</b>		123.13p

The financial statements on pages 26 to 45 were approved by the Board on 10 June 2010 and were signed on its behalf by:

**Dr. James King**  
Chairman

Registered in England No. 4355437

The notes on pages 30 to 45 form part of these financial statements.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Cash Flow Statement for the years ended 31 March

	Notes	2010 £'000	2009 £'000
Net cash inflow from operating activities	17a	405	1,046
Servicing of finance	17b	—	(103)
Taxation		(255)	(113)
Financial investment	17b	(708)	5,053
Net cash (outflow)/inflow before financing		(558)	5,883
Equity dividends paid		(680)	(620)
Financing activities	17b	—	(5,168)
(Decrease)/increase in cash in the year		<u>(1,238)</u>	<u>95</u>
<b>Reconciliation of net cash flow to movement in net funds</b>			
(Decrease)/increase in cash in the year		(1,238)	95
Cash outflow from movement in net debt		—	5,168
Change in funds resulting from cash flows		(1,238)	5,263
Exchange movements		(502)	748
Opening net funds/(debt)		5,505	(506)
<b>Closing net funds</b>	17c	<u>3,765</u>	<u>5,505</u>

The notes on pages 30 to 45 form part of these financial statements.

## Notes to the Financial Statements

### 1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year is set out below:

#### (a) Basis of accounting

The accounts are prepared on the historical cost basis of accounting, except for the measurement at fair value of investments. The accounts have been prepared in accordance with UK Generally Accepted Accounting Practice (UK GAAP) and with the AIC Statement of Recommended Practice 'Financial Statements of Investment Trust Companies' dated January 2009. All of the Company's operations are of a continuing nature.

#### Valuation of fixed asset investments

When a purchase or sale is made under a contract, the terms of which require delivery within the time frame of the relevant market, the investments concerned are recognised or derecognised on the trade date.

The Company's investments have been designated at fair value through profit or loss, and are recognised on the trade date and are initially measured at fair value. Investments are measured at subsequent reporting dates at fair value, and changes in fair value are included in the Income Statement as a capital item. Investments are designated as at fair value through profit or loss as they are managed as a group and their performance is evaluated on a fair value basis, in accordance with a documented investment strategy, and information about the investments is provided internally on that basis to the Board of Directors. For listed investments fair value is deemed to be either the bid price or the last traded price, depending on the convention of the exchange on which the investment is quoted.

Unquoted investments are valued by the Directors at fair value using market valuation techniques.

The investment in BDT Invest LLP (representing 15.3% of that entity) is held through BDT Investment Management Limited as part of the investment portfolio. Accordingly, the shares are accounted for and disclosed in the same way as other investments in the portfolio. The valuation of the Company's investment in BDT Investment Management Limited is calculated at the end of each quarter on the basis of fair value as determined by the Directors of the Company. The valuation process is based on the average of book value of BDT Invest LLP, 2% of the value of funds under its management and two times its annual management charges.

#### (b) Reporting currency

The accounts are presented in Sterling which is the functional currency of the Company because it is the currency of the primary economic environment in which the Company operates.

#### (c) Income

Dividends are credited to the revenue account on an ex-dividend basis or as soon as entitlement has been established, if later. The fixed return on a debt security is recognised on a time apportionment basis so as to reflect the effective interest rate on the debt security.

Bank and deposit interest is accounted for on an accruals basis.

#### (d) Dividends

Dividends paid by the Company are recognised in the financial statements in respect of the period in which they are paid.

#### (e) Expenses

All expenses are accounted for on an accruals basis. Expenses are recognised through the Income Statement as revenue items except as follows:

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### **1 Accounting policies** continued

- the investment management fee has been allocated 80% to capital reserve – and 20% to the revenue account within the Income Statement reflecting the Board's expected long-term split of returns in the form of capital gains and income respectively from the investment portfolio.
- the investment management performance fee has been allocated 100% to capital reserve – within the Income Statement.
- expenses which are incidental to the sale of an investment are deducted from the proceeds of the sale of investment.
- any other expenses incurred in connection with the acquisition or disposal of an investment are allocated to capital reserve – within the Income Statement.
- finance costs are accounted for on an accruals basis using the effective interest rate method. Finance costs of debt in so far as they relate to the financing of the Company's investments have been allocated 80% to the capital reserve and 20% to the revenue account within the Income Statement. This allocation is in line with the Board's expected long-term split of returns in the form of capital gains and income respectively from the investment portfolio.

#### **(f) Taxation**

Deferred taxation is provided on all differences which have originated but not reversed by the balance sheet date, calculated at the rate at which it is anticipated the timing differences will reverse. Deferred tax assets are recognised only when, on the basis of available evidence, it is more likely than not that there will be taxable profits in the future against which the deferred tax asset can be offset. Deferred tax assets and liabilities are not discounted to reflect the time value of money.

#### **(g) Foreign currency**

Transactions and investment income denominated in foreign currencies are recorded in Sterling at actual exchange rates at the date of the transaction or receipt. Monetary assets and liabilities denominated in foreign currencies at the year end are recorded in Sterling at the rates of exchange prevailing at the year end. Any gain or loss arising from a change in exchange rates, subsequent to the date of the transaction, is included as an exchange gain or loss in the capital or revenue column of the income statement, depending on whether the gain or loss is of a capital or revenue nature respectively. The value of investments in foreign currencies is expressed in Sterling at the rates of exchange prevailing at the year end. Surpluses and deficits arising from conversion at this rate of exchange are included as an exchange gain or loss in the capital or revenue column of the income statement and subsequently taken to the capital reserves.

#### **(h) Capital Reserve**

Capital reserve - other

The following are taken to this reserve:

- Gains and losses on the disposal of investments;
- Exchange differences of a capital nature;
- Expenses, together with the related taxation effect, allocated to this reserve in accordance with the above policies.

Capital reserve – investment holding gains

The following are taken to this reserve:

- Increase and decrease in the valuation of investments held at the year end.

#### **(i) Going concern**

In accordance with the Articles of Association, an Ordinary Resolution will be put to shareholders to vote on the continuation of the Company in its current form, at the Annual General Meeting to be held on Monday 26 July 2010. If this resolution is passed a similar resolution will be proposed at every third subsequent Annual General Meeting of the Company. The Company has adequate resources to continue in existence for the foreseeable future and the Board believes that it is appropriate for the accounts to be prepared on a going concern basis. For these reasons the Directors are recommending that shareholders vote in favour of the resolution for the continuation of the Company in its current form at the Annual General Meeting.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 2 Income

	<b>2010</b>	2009
	<b>£'000</b>	£'000
<b>Income from investments</b>		
Overseas dividends	<b>1,123</b>	1,140
Overseas fixed interest income	<b>52</b>	49
UK dividends	<b>156</b>	114
UK fixed interest income	<b>—</b>	5
	<b>1,331</b>	1,308
<b>Other income</b>		
Deposit interest	<b>—</b>	28
<b>Total income comprises:</b>		
Dividends	<b>1,279</b>	1,254
Interest	<b>52</b>	82
	<b>1,331</b>	1,336

### 3 Investment management fees

	<b>2010</b>			2009		
	<b>Revenue</b>	<b>Capital</b>	<b>Total</b>	Revenue	Capital	Total
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	£'000	£'000	£'000
Investment management fee	<b>59</b>	<b>237</b>	<b>296</b>	50	202	252
Rebate of investment management fee (see below)	<b>(8)</b>	<b>(32)</b>	<b>(40)</b>	(9)	(38)	(47)
Rebate of investment performance fee (see below)	<b>—</b>	<b>—</b>	<b>—</b>	—	(127)	(127)
Back VAT on investment management fee	<b>—</b>	<b>—</b>	<b>—</b>	(26)	—	(26)
	<b>51</b>	<b>205</b>	<b>256</b>	15	37	52

For the avoidance of double charging investment management fees, the Investment Manager has agreed to rebate any periodic management fee that it receives from the Company by the amount of fees receivable by it from BDT Invest LLP products ("BDT Invest products") in respect of the Company's investments in those funds. The Investment Manager has agreed that any performance fees that it earns from BDT Invest products in respect of the Company's investment in those funds will be rebated to the Company.

As at 31 March 2010 the Company had investments in the following BDT Invest products:

200,000 shares in BDT Invest Japanese Smaller Companies Fund 'B' at a total cost of £1,155,512

480,000 share in BDT Invest Japanese Focus Fund 'B' at a total cost of £2,360,255

200,000 shares in BDT Invest Oriental Focus Fund 'B' at a total cost of £1,878,719

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 3 Investment management fees continued

The amounts rebated on the investment management fee are shown on page 32, of which £nil (2009: £5,086) relates to the Company's investment in BDT Invest Japan Fund, £8,368 (2009: £3,560) relates to the Company's investment in BDT Invest Japanese Smaller Companies Fund 'B', £22,247 (2009: £14,855) relates to the Company's investment in BDT Invest Oriental Focus Fund 'B', £nil (2009: £24,226) relates to the Company's investment in BDT Invest Asia Fund Distributor and £9,915 (2009: £nil) relates to the Company's investment in BDT Invest Japanese Focus Fund 'B'.

The amounts rebated on the performance fee earned by the Investment Manager are shown on page 32, of which there is no rebate for the year ended 31 March 2010 (2009: £126,680 BDT Invest Asia Fund). Details of the investment management agreement are disclosed in note 6.

### 4 Other expenses

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Administration fee	<b>75</b>	75
Directors' emoluments (see note 5)	<b>58</b>	56
Auditor's remuneration for:		
– audit of the financial statements of the Company	<b>18</b>	18
– other services relating to taxation	<b>4</b>	4
Custodian fees	<b>40</b>	36
London Stock Exchange and FSA fees	<b>11</b>	11
Other	<b>114</b>	114
	<b>320</b>	314
Capital charges	<b>30</b>	8
	<b>350</b>	322

### 5 Directors' emoluments

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Directors' fees	<b>58</b>	56

The Chairman and Directors receive emoluments of £15,000 and £10,000 per annum respectively, and the Chairman of the Audit Committee receives a further £2,500 per annum. Director's fees totalling £10,000 have been waived in full by Mr Henry Thornton. In addition, the Directors are entitled to a performance fee at the rate of 1% and calculated on the same basis as for the investment management performance fee (as described in note 6) subject to a total remuneration cap of £150,000 for all Directors in each performance period. In view of his connection with the Investment Manager, Mr Henry Thornton is not entitled to a Directors' performance fee.

There is no Directors' performance fee payable for the year to 31 March 2010 (2009: £nil).

There were no pension contributions paid or payable.

The Company has no employees.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements *continued*

### 6 Disclosure of interests

In accordance with an investment management agreement between the Company and BDT Invest LLP ("BDT Invest") dated 1 November 2007, and a Novation Agreement with BDT Investment Management Limited, dated 31 October 2007, BDT Invest provides investment management services to the Company for which BDT Invest receives an annual fee of 1% of the Adjusted Market Capitalisation of the Company, calculated on the last Business Day of each calendar month and payable in arrears in respect of each calendar month. The amount charged during the year is shown in note 3 and £25,418 (2009: £17,190) of the fee for the year was outstanding as at the balance sheet date.

A performance fee is payable at the rate of 10% of the amount by which the growth in the Adjusted Market Capitalisation per Ordinary Share of the Company (plus dividends paid since the last performance fee was paid) exceeds the Performance Hurdle. The "Performance Hurdle" for the eighth Performance Period of the Company in respect of the Ordinary Shares is 216.75p per Ordinary Share grown by the Performance Rate of Return calculated on the basis of the number of days elapsed in the relevant Performance Period. The "Performance Rate of Return" for each Performance Period is calculated at the rate of 10% compound per annum. The performance fee is payable in arrears in respect of each Performance Period.

There is no performance fee payable for the year to 31 March 2010 (2009: £nil).

BDT Invest's appointment as Investment Manager is subject to termination by the Company on six months' notice.

In accordance with an administration agreement dated 11 February 2002 between the Company and Phoenix Administration Services Limited ("Phoenix"), Phoenix has been appointed to provide administration and Company Secretarial services to the Company for which Phoenix receives an annual fee of £75,000.

### 7 Interest payable and similar charges

	2010			2009		
	Revenue	Capital	Total	Revenue	Capital	Total
	£'000	£'000	£'000	£'000	£'000	£'000
On loans and overdrafts	—	—	—	13	56	69

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 8 Taxation

The tax charge on the profit on ordinary activities for the year was as follows:

	2010			2009		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
UK corporation tax	17	—	17	211	85	296
Overseas tax - double tax relief	(17)	—	(17)	(103)	—	(103)
	—	—	—	108	85	193
Irrecoverable overseas tax	83	—	83	103	—	103
Tax relief on expenses charged to capital	—	—	—	—	—	—
Prior year adjustment	6	—	6	—	—	—
Tax charge in respect of current year	89	—	89	211	85	296
Deferred tax - current year	(33)	—	(33)	26	—	26
Tax charge per accounts	<u>56</u>	<u>—</u>	<u>56</u>	<u>237</u>	<u>85</u>	<u>322</u>

The current taxation charge for the year is different from the standard rate of corporation tax in the UK (28%). The differences are explained below.

	2010 £'000	2009 £'000
Net return/(loss) on ordinary activities before taxation	<u>17,804</u>	<u>(7,310)</u>
Theoretical tax at UK corporation tax rate 28% (2009:28%)	4,985	(2,047)
Effects of:		
- Capital (gains)/losses not subject to corporation tax	(4,716)	2,410
- UK dividends which are not taxable	(44)	(32)
- Overseas dividends which are not taxable	(245)	—
- Irrecoverable overseas tax	66	—
- Overseas dividends taxable on receipt	37	(26)
- Marginal rate relief	—	(9)
- Prior year adjustment	6	—
Actual current tax charge	<u>89</u>	<u>296</u>

The Company is an Investment Trust and whilst it obtains exemption under section 1159 of the Corporation Tax Act 2010 (formerly section 842 of the Income & Corporation Taxes Act 1988) is not subject to UK taxation on capital gains.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 8 Taxation continued

#### Provisions for liabilities and charges / deferred taxation

	<b>2010</b>	2009
	<b>£'000</b>	£'000
<b>Deferred tax provided</b>		
Accrued income taxable on receipt	—	33
	<hr/>	<hr/>
The movement in the provision is as follows:		
	<b>£'000</b>	£'000
Provision at start of year	<b>33</b>	7
Deferred tax debit as per movement in revenue account	<b>(33)</b>	26
	<hr/>	<hr/>
Provision at end of year	—	33
	<hr/>	<hr/>

Deferred tax has been provided at 28% because of uncertainty as to the average rate of tax that will apply at the time when the underlying timing differences reverse.

In the opinion of the Directors the Company has complied with the requirements of section 1159 of the Corporation Tax Act 2010 (formerly section 842 of the Income & Corporation Taxes Act 1988).

### 9 Dividends and other appropriations

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Final dividend for the year ended 31 March 2009 of 1.90p per Ordinary Share (2008: 1.70p)	<b>380</b>	340
Interim dividend for the year ended 31 March 2010 of 1.50p per Ordinary Share (2009: 1.40p)	<b>300</b>	280
	<hr/>	<hr/>
	<b>680</b>	620
	<hr/>	<hr/>

The total dividends payable in respect of the year, which forms the basis of section 1159 of the Corporation Tax Act 2010 (formerly section 842 of the Income and Corporation Taxes Act 1988) are set out below:

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Interim dividend for the year ended 31 March 2010 of 1.50p per Ordinary Share (2009: 1.40p)	<b>300</b>	280
Proposed final dividend for the year ended 31 March 2010 of 2.30p per Ordinary Share (2009: 1.90p)	<b>460</b>	380
	<hr/>	<hr/>
	<b>760</b>	660
	<hr/>	<hr/>

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 10 Return per Ordinary Share

	2010	2009
<b>Total return per Ordinary Share</b>		
Total return	<b>£17,748,000</b>	£(7,632,000)
Weighted average number of Ordinary Shares in issue during the year	<b>20,000,000</b>	20,000,000
Total return per Ordinary Share	<b><u>88.74p</u></b>	<u>(38.16)p</u>

The total return per Ordinary Share detailed above can be further analysed between revenue and capital, as below:

#### Revenue return per Ordinary Share

Revenue return	£904,000	£757,000
Weighted average number of Ordinary Shares in issue during the year	<b>20,000,000</b>	20,000,000
Revenue return per Ordinary share	<b><u>4.52p</u></b>	<u>3.78p</u>

#### Capital return per Ordinary Share

Capital return	£16,844,000	£(8,389,000)
Weighted average number of Ordinary Shares in issue during the year	<b>20,000,000</b>	20,000,000
Capital return per Ordinary Share	<b><u>84.22p</u></b>	<u>(41.94)p</u>

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements *continued*

### 11 Investments held at fair value through profit or loss

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Investments listed on a recognised investment exchange	<b>36,918</b>	18,885
Unlisted investments	<b>527</b>	388
Valuation at year end	<b>37,445</b>	19,273
Opening book cost	<b>20,601</b>	28,733
Opening investment holding (losses)/gains	<b>(1,328)</b>	4,879
Opening valuation	<b>19,273</b>	33,612
Movements in the year:		
Purchases at cost	<b>38,219</b>	19,372
Sales – proceeds	<b>(37,628)</b>	(24,760)
– gains/(losses) on sales	<b>5,210</b>	(2,744)
Increase/(decrease) in investment holding gains for the year	<b>12,371</b>	(6,207)
Closing valuation	<b>37,445</b>	19,273
Closing book cost	<b>26,402</b>	20,601
Closing investment holding gains/(losses)	<b>11,043</b>	(1,328)
	<b>37,445</b>	19,273
Sale proceeds	<b>37,628</b>	24,760
Investments at cost	<b>(32,418)</b>	(27,504)
Gains/(losses) on sales based on historical cost	<b>5,210</b>	(2,744)
Investment holding losses/(gains) recognised in previous year	<b>1,229</b>	(979)
Gains/(losses) on sales based on carrying value at previous year's balance sheet date	<b>6,439</b>	(3,723)
Investment holding gains/(losses) for the year	<b>11,142</b>	(5,228)
Net gains/(losses) on investments	<b>17,581</b>	(8,951)

Investment transaction costs on purchases and sales of investments during the year to 31 March 2010 amounted to £127,000 and £156,000 respectively (2009: £67,000 and £64,000 respectively).

#### Significant holdings

Included in the above are the following investments in which the Company has an interest of 10% or more of the nominal value of the shares of that class in the investee company as at 31 March 2010.

Investments	Country of registration	Class of capital	% of class held	% of fund held
BDT Invest Oriental Focus Fund*	Republic of Ireland	'B' US Dollar	63.46%	23.25%
BDT Invest Japanese Focus Fund*	Republic of Ireland	'B' US Dollar	70.37%	54.42%
BDT Invest Japanese Smaller Companies Fund*	Republic of Ireland	'B' Japanese Yen	13.98%	7.93%

\*Country of listing - Republic of Ireland

The Company has arrangements in place with the Investment Manager to avoid double charging of fees and expenses on investments made in other BDT Invest products (see note 3).

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 12 Debtors

	<b>2010</b>	2009
	<b>£'000</b>	£'000
VAT recoverable	<b>5</b>	6
Prepayments and accrued income	<b>429</b>	127
Amounts due from brokers	<b>117</b>	—
	<u><b>551</b></u>	<u>133</u>

### 13 Creditors: amounts falling due within one year

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Accruals and deferred income	<b>67</b>	59
Corporation tax payable	—	193
	<u><b>67</b></u>	<u>252</u>

### 14 Called up share capital

	<b>2010</b>		2009	
	<b>No. of shares</b>	<b>£'000</b>	No. of shares	£'000
	<b>000's</b>	<b>000's</b>	000's	000's
Authorised: Ordinary Shares of 25p each	<u><b>30,000</b></u>	<u><b>7,500</b></u>	<u>30,000</u>	<u>7,500</u>
Issued and fully paid: Ordinary Shares of 25p each	<u><b>20,000</b></u>	<u><b>5,000</b></u>	<u>20,000</u>	<u>5,000</u>

There has been no change in the capital structure during the year to 31 March 2010.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements *continued*

### 15 Capital reserve

The capital reserve includes investment holding gains of £11,043,000 (2009: losses £1,328,000).

The Institute of Chartered Accountants in England and Wales has issued guidance stating that profits arising out of a change in fair value of assets, recognised in accordance with Accounting Standards, may be distributed provided the relevant assets can be readily convertible into cash. In accordance with the Company's status as a UK investment company under section 833 of the Companies Act 2006, the capital reserve may not be distributed by way of dividend, but may be utilised for the purposes of share buy backs. Securities listed on a recognised stock exchange are generally regarded as being readily convertible into cash. In order to maintain investment trust status, the company may only distribute by way of dividend accumulated revenue profits.

### 16 Net asset value per share

The net asset value per Ordinary Share and the net asset value at the year end calculated in accordance with the Articles of Association were as follows:

Net asset value per share attributable		Net asset value attributable	
2010	2009	2010	2009
p	p	£'000	£'000
<b>208.47</b>	123.13	<b>41,694</b>	24,626

The movements during the year of the assets attributable to each Ordinary Share were as follows:

	Ordinary Shares £'000
Total net assets attributable at beginning of year	<b>24,626</b>
Total recognised gains for the year	<b>17,748</b>
Dividends paid during the year	<b>(680)</b>
Total net assets attributable at end of year	<b>41,694</b>

The net asset value per Ordinary Share is based on net assets of £41,694,000 (2009: £24,626,000) and on 20,000,000 Ordinary Shares (2009: 20,000,000) being the number of Ordinary Shares in issue at the year end.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 17 Cash flow statement

(a) Reconciliation of operating profit to net cash inflow from operating activities

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Net return/(loss) before finance costs and taxation	<b>17,804</b>	(7,241)
(Gains)/losses on investments held at fair value	<b>(17,581)</b>	8,951
Losses/(gains) on exchange movements	<b>502</b>	(748)
(Increase)/decrease in other debtors	<b>(18)</b>	64
(Increase)/decrease in accrued income	<b>(310)</b>	16
Increase in creditors	<b>8</b>	4
	<b>405</b>	1,046

(b) Analysis of cash flows for headings netted in the cash flow statement

	<b>2010</b>	2009
	<b>£'000</b>	£'000
<b>Servicing of finance</b>		
Interest paid allocated to income	—	(21)
Interest paid allocated to capital	—	(82)
	—	(103)
<b>Financial investment</b>		
Purchase of investments	<b>(38,219)</b>	(19,707)
Sale of investments	<b>37,511</b>	24,760
	<b>(708)</b>	5,053
<b>Financing activities</b>		
Loans repaid	—	(5,168)
	—	(5,168)

(c) Analysis of net funds

	<b>At 1 April 2009</b>	<b>Cash flow</b>	<b>Exchange movement</b>	<b>At 31 March 2010</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Cash at bank	<b>5,505</b>	<b>(1,238)</b>	<b>(502)</b>	<b>3,765</b>

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 18 Financial instruments and capital disclosures

#### Risk management policies and procedures

The investment objective of the Company is to achieve long-term capital growth from a managed international portfolio of securities. The preservation of capital is of primary importance to the investment objective. In pursuit of this objective, the Company may be exposed to various forms of risk, as described below.

The Board has policies on diversification of investment, gearing (bank borrowing), dividends and risk management, which it reviews in accordance with prevailing market conditions. Current policies are set out on page 1 and as part of the Business Review on pages 9 and 10. The Company's assets are managed so as to diversify both the market risk (including price risk) and liquidity risk that occurs in any equity portfolio and the Board monitors this process (see Business Review). Neither interest rate risk nor currency risk are considered as separate risks for the reasons explained in that Review. The Board and its Investment Manager consider and review the number of risks inherent with managing the Company's assets which are detailed below.

The multi-currency revolving credit facility that was due to expire on 29 September 2010 was cancelled on 29 March 2010.

#### Foreign currency exposure at 31 March 2010

	Sterling £'000	Thai Baht £'000	US Dollar £'000	HK Dollar £'000	Malaysian Ringgit £'000	Other £'000	Total £'000
Investments held at fair value through profit or loss that are monetary items	—	—	—	—	277	—	277
Short-term debtors	112	56	55	117	71	140	551
Cash at bank	56	—	2,523	—	—	1,186	3,765
Short-term creditors	(67)	—	—	—	—	—	(67)
Provision for liabilities and charges (deferred tax)	—	—	—	—	—	—	—
Foreign currency exposure on net monetary items	<u>101</u>	<u>56</u>	<u>2,578</u>	<u>117</u>	<u>348</u>	<u>1,326</u>	<u>4,526</u>
Investments held at fair value through profit or loss that are equities	<u>2,915</u>	<u>4,388</u>	<u>9,414</u>	<u>8,550</u>	<u>3,325</u>	<u>8,576</u>	<u>37,168</u>
<b>Total net foreign currency exposure</b>	<b><u>3,016</u></b>	<b><u>4,444</u></b>	<b><u>11,992</u></b>	<b><u>8,667</u></b>	<b><u>3,673</u></b>	<b><u>9,902</u></b>	<b><u>41,694</u></b>

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements continued

### 18 Financial instruments and capital disclosures continued

#### Foreign currency exposure at 31 March 2009

	Sterling £'000	Taiwan Dollar £'000	US Dollar £'000	HK Dollar £'000	Japanese Yen £'000	Other £'000	Total £'000
Investments held at fair value through profit or loss that are monetary items	—	—	—	—	—	—	—
Short-term debtors	6	—	48	—	24	55	133
Cash at bank	149	516	4,840	—	—	—	5,505
Short-term creditors	(252)	—	—	—	—	—	(252)
Provision for liabilities and charges (deferred tax)	(33)	—	—	—	—	—	(33)
Foreign currency exposure on net monetary items	(130)	516	4,888	—	24	55	5,353
Investments held at fair value through profit or loss that are equities	1,904	1,456	3,218	3,912	2,203	6,580	19,273
Total net foreign currency exposure	1,774	1,972	8,106	3,912	2,227	6,635	24,626

Over the year Sterling strengthened against the US Dollar by 5.83% (2009:weakened 27.88%) and the Hong Kong Dollar by 6.03% (2009:weakened 28.19%), but weakened against the Company's other principal investing currencies, the Thai Bhat 3.51% (2009 weakened:18.77%) and the Malaysian Ringgit by 5.3% (2009 weakened:17.8%).

A 5% rise or decline of Sterling against foreign currency denominated (i.e. non-Sterling) assets held at the year end would have decreased/increased the net asset value by £1,934,000 or 4.64% of net asset value (2009: £1,142,000 or 4.64% of net asset value). The impact on the profit or loss account is impossible to estimate since the profit and loss is the net result of all the transactions in the portfolio throughout the year.

#### Interest rate risk

The Company is only exposed to significant interest rate risk through its cash deposits with the Northern Trust Company and investments in fixed-interest rate securities. The Company had no borrowings at the year end (2009: nil) and therefore sensitivity analyses to changes in LIBOR are not applicable.

Cash deposits at the year end were equivalent to £3,765,000 (2009: £5,505,000) and if that level of deposits were maintained for a year, a 1% point change in LIBOR (up or down) would increase or decrease net revenue by £38,000 or 0.19 pence per Ordinary Share (2009: £55,000 or 0.28 pence per Ordinary Share).

The Company's fixed-interest securities portfolio at the year end was valued at £277,000 (2009: nil) and it had a modified duration (interest rate sensitivity) of approximately 6.36 years (2009: nil years). A 1% point change in LIBOR (up or down) would increase or decrease the portfolio values by approximately £17,000 or 0.01 pence per Ordinary Share (2009: £nil or nil pence per Ordinary Share).

#### Other price risk

If the fair value of the Company's investments (see Portfolio Holdings on page 5) at the year end increased/decreased by 10% then it would have the effect of £3,717,000 or 18.58 pence per Ordinary Share (2009: £1,927,000 or 9.64 pence per Ordinary Share) on the capital return.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements *continued*

### 18 Financial instruments and capital disclosures *continued*

#### Liquidity risk

Liquidity risk is generally not significant in normal market conditions as the majority of the Company's investments are listed on recognised stock exchanges and for the most part readily realisable securities which can be sold easily to meet funding commitments if necessary. Short-term flexibility is achieved by the use of bank overdrafts. The agreement in respect of the multi-currency revolving credit facility due to expire on 29 September 2010 was cancelled on 29 March 2010.

#### Credit risk

Credit risk is mitigated by diversifying the counterparties through whom the Investment Manager conducts investment transactions. The credit-standing of all counterparties is reviewed periodically with limits set on amounts due from any one broker. Derivative transactions are only carried out with investment banks with strong credit ratings.

Cash is only held at banks and in money market funds that have been identified by the Board as reputable and of high credit quality. Northern Trust has a credit rating of A1 (2009:A1) with Moody's and AA- (2009:AA-) with S&P.

The total credit exposure of the Company at the year end as shown on the Balance Sheet was £4,588,000 (2009: £5,638,000).

#### Valuation of financial instruments

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements. Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant asset as follows:

- Level 1 - valued using quoted prices unadjusted in active markets for identical assets or liabilities.
- Level 2 - valued by reference to valuation techniques using observable inputs for the asset or liability other than quoted prices included within Level 1.
- Level 3 - valued by reference to valuation techniques using inputs that are not based on observable market data for the asset or liability.

The table below sets out fair value measurements of financial instruments as at the end of the reporting period, by the level in the fair value hierarchy into which the fair value measurement is categorised.

#### Financial assets at fair value through profit or loss at 31 March 2010

	Level 1	Level 2	Level 3	Total
	£'000	£'000	£'000	£'000
Equity investments	36,641	527	-	37,168
Fixed interest investments	277	-	-	277
	<u>36,918</u>	<u>527</u>	<u>-</u>	<u>37,445</u>

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Financial Statements *continued*

### **18 Financial instruments and capital disclosures** *continued*

The valuation techniques used by the Company are explained in the accounting policies note on page 30.

There have been no transfers during the year between Levels 1 and 2. A reconciliation of fair value measurements in Level 3 is not required as the Company has no assets or liabilities that fall within this category.

#### **Capital management policies and procedures**

The capital managed by the Company is only its equity shareholders' funds of £41,694,000 (2009: £24,626,000).

The Company's objectives, policies and procedures for managing capital are set out in the Business Review.

### **19 Guarantees, financial commitments and contingent liabilities**

There were no financial commitments outstanding at the year end (2009: none).

There were no contingent liabilities outstanding at the year end (2009: none).

### **20 Total expense ratio**

	2010		2009	
	£'000	%	£'000	%
Total operating expenses*	<b>646</b>	<b>1.9</b>	574	2.04

\*Total operating expenses (capital & income) prior to the reduction in expenses of £40,000 (2009: £47,000) in respect of management fee waiver, £nil (2009: £127,000) in respect of performance fee waiver and £nil in respect of Back VAT on investment management fees (2009: £26,000) (see note 3).

The above total expense ratio is based on the average shareholders' funds of £33,918,000 (2009: £28,156,000) calculated at the end of each month during the year.

### **21 Related party disclosure**

BDT Invest LLP acts as investment manager to the Company. The amounts paid to BDT Invest are disclosed in note 3 and further details of the relationship between the Company and BDT Invest are set out in note 6. Full details of Directors' interests are set out in the Directors' Report on page 11.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notice of Annual General Meeting

Notice is hereby given that the eighth Annual General Meeting of The Establishment Investment Trust plc will be held at the offices of BDT Invest LLP, 52 Jermyn Street, London, SW1Y 6LX on Monday 26 July 2010 at 3.30 pm for the following purposes:

### Ordinary Business

1. To receive and adopt the Report of the Directors and the audited Financial Statements for the year ended 31 March 2010.
2. To approve the Directors' Remuneration Report.
3. To declare a final dividend of 2.3p per Ordinary Share.
4. To re-elect Mr Henry Thornton as a Director of the Company.
5. To re-elect Dr. James King as a Director of the Company.
6. To re-elect Sir David Cooksey as a Director of the Company.
7. To re-appoint Grant Thornton UK LLP as Independent Auditor to the Company and to authorise the Directors to determine the Auditor's remuneration.

### Special Business

To consider and if thought fit approve the following as an Ordinary Resolution:

8. To approve the continuation of the Company as an investment trust.

To consider and if thought fit approve the following as a Special Resolution:

9. To (A) amend the Articles of Association of the Company by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and to (B) adopt the Articles of Association, produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Dated this tenth day of June 2010

By order of the Board

**Phoenix Administration Services Limited**

Secretary

### Notes to the Notice of Annual General Meeting

- 1) This Report & Accounts is sent to holders of Ordinary shares, all of whom are entitled to attend, speak and vote at the above Annual General Meeting ("AGM").
- 2) Members entitled to attend and vote at the AGM are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and speak and vote on their behalf. Where multiple proxies are appointed they must be appointed to exercise the rights in relation to different Ordinary shares. Proxies need not be members of the Company.
- 3) A form of proxy is sent to members with the Report & Accounts. To be valid the form of proxy and any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or authority) must be sent to the Company's registrar - Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU - so as to arrive no later than 3:30 pm on 24 July 2010. Where multiple proxies are being appointed the form of proxy should be copied and a separate one completed for each proxy identifying, that the form of proxy is a multiple form and the different Ordinary shares that each proxy represents. Completion and return of form(s) of proxy will not preclude a member from attending, speaking and voting in person at the AGM.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Notice of Annual General Meeting continued

- 4) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent Capita Registrars (ID: RA10) by 3:30 pm on 24 July 2010. In this respect the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message in the manner prescribed by CREST.
- 6) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by the particular time the CREST member requires.
- 7) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 8) A person who is not a member of the Company and receives this notice of meeting as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 ("Act") does not have a right to appoint proxies. However, if a nominated person has an agreement with the member who nominated them, the nominated person may have a right to be appointed as a proxy or a right to instruct the member as to the exercise of voting rights at the AGM.
- 9) Shareholders entered on the Register of Members of the Company at the close of business on 23 July 2010, or close of business on the day two days prior to the time of an adjourned meeting, shall be entitled to attend and vote at the AGM. Any changes to the Register of Members after such dates shall be disregarded in determining the rights of any shareholders to attend and vote at the AGM.
- 10) Under section 319(A) of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the AGM unless answering the question would interfere unduly with the preparation for the meeting, would involve the disclosure of confidential information, an answer has already been given on a website, or is undesirable in the interests of the Company or the good order of the AGM.
- 11) Members may not use any electronic address provided in this notice or any related document(s) to communicate with the Company for any purpose other than as specifically stated.
- 12) As at 10 June 2010, the latest practicable date prior to the publication of this notice, the Company's issued share capital comprised 20,000,000 Ordinary shares of 25p each, of which none are held in treasury. Each Ordinary share carries a right to one vote at general meetings of the Company and accordingly the total number of voting rights in the Company as at 10 June 2010 is 20,000,000.
- 13) Information regarding the AGM, including the information required by section 311A of the Act, can be found on the Company's web-pages by following the appropriate links at [www.bdtinvest.com](http://www.bdtinvest.com).
- 14) No Director has a service agreement with the Company. Directors' letters of appointment will be available for inspection at the AGM venue from 15 minutes before the time for the meeting until conclusion of the meeting.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Notes to the Notice of Annual General Meeting continued

- 15) Member(s) have a right in accordance with section 388 of the Act to require the Company to give to members of the Company entitled to receive the above notice of meeting, notice of any resolution which they may properly move at the meeting. Under section 338A of the Act member(s) may request the Company to include in the business to be dealt with at the meeting any matter, other than a proposed resolution, which may be properly included in that business.
- 16) Members may require the Company, under section 527 of the Act, to publish on a website a statement setting out any matter relating to the audit of the Company's Accounts being laid before the meeting, including the auditor's report and the conduct of the audit at the Company's expense. Where the Company is required to place such a statement on a website it must forward the statement to the Company's auditor not later than the time it makes the statement available on that website, and include the statement in the business to be dealt with at the meeting.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Appendix to the Annual Report and Accounts of the Company for the year ended 31 March 2010 Summary of the Proposed changes to the Articles

It is proposed in Resolution 9 to adopt new articles of association (the "New Articles") in substitution for the Company's current articles of association (the "Current Articles"), primarily to update provisions relating to electronic communication between the Company and its shareholders and to take account of changes in English company law brought about by the coming into force of the Shareholders' Rights Regulations and the implementation of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in this Appendix. Other changes, which are of a minor, technical or clarifying nature and also some other minor changes which merely reflect changes made by the Companies Act 2006 ("the Act") and the Shareholders' Rights Regulations have not been noted in this Appendix.

### **1. The Company's objects**

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum and provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further, the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Act, have been treated as forming part of the Company's articles of association. Resolution 9 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

### **2. Change of name**

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

### **3. Use of seals**

Under the Companies Act 1985, a company required authority in its articles to have an official seal. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative method for the execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Appendix to the Annual Report and Accounts of the Company for the year ended 31 March 2010 continued Summary of the Proposed changes to the Articles continued

### **4. Vacation of office by directors**

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

### **5. Voting by proxies on a show of hands**

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

### **6. Electronic conduct of meetings**

Amendments made to the Companies Act 2006 by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

### **7. Chairman's casting vote**

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

### **8. Notice of general meetings**

The Shareholders' Rights Regulations amend the Companies Act 2006 to require the company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

### **9. Adjournments for lack of quorum**

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

### **10. Electronic communications**

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website.

The New Articles allow proxies to be sent or supplied in electronic form and, where the Company gives an electronic address in a form of proxy, shareholders may send the appointment of proxy to that electronic address, subject to any conditions or limitations specified in the relevant notice of meeting.

# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Appendix to the Annual Report and Accounts of the Company for the year ended 31 March 2010 *continued* Summary of the Proposed changes to the Articles *continued*

### **10. Electronic communications** *continued*

The Company may ask each member for his or her consent to receive communications from the Company via its website. If the member does not respond to the request for consent within 28 days, the Company may take that as consent by the member to receive communications in this way. If the Company sends or supplies any notice, document or information to members by making it available on the Company's website, it must notify each member who has consented (or is deemed to have consented) to receive documents via the website, either by post or by email (if the member has specifically agreed to receive communications in electronic form), that the notice, document or information has been placed on the website. A member who has consented or is deemed to have consented to receive communications via the website can request a hard copy of any document at any time. Members can also revoke their consent to receive electronic communications at any time.

In relation to joint holders of shares, the New Articles provide that the agreement of the first-named holder on the register of members to accept notices, documents or information electronically or via a website shall be binding on the other joint holders.

The New Articles also deal with notices, documents or information sent by the Company to a member which have been returned undelivered on three consecutive occasions. The member will only be entitled to be sent further communications upon provision of a new postal or electronic address to the Company.

### **11. Form of resolution**

The Current Articles contain a provision that, in certain circumstances, an extraordinary resolution is required. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

### **12. Authorised share capital and unissued shares**

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act.

### **13. Directors' indemnification**

Under Article 172(A) of the Current Articles, the Company provides the directors and officers of the Company, subject to the provisions of UK legislation, with an indemnity in respect of liabilities which they may sustain or incur in relation or about the execution of their office or otherwise in relation thereto. From 6 April 2005, the Companies (Audit Investigations and Community Enterprise) Act 2004 introduced certain relaxations to the previous company law prohibitions on companies indemnifying their directors against, and on advancing funds to directors to meet the costs of defending proceedings in relation to, liabilities incurred in the course of their duty. Although Article 172 of the Current Articles grants a wide indemnity, this is amended in the New Articles to make it clear that the Directors have the power to grant indemnities of the type contemplated by the new legislation.



# THE ESTABLISHMENT INVESTMENT TRUST PLC

## Company Information

### Directors

Dr. James King (Chairman)  
Sir David Cooksey  
Henry Thornton  
Richard Thornton  
Tom Waring  
Harry Wells

### Investment Manager

BDT Invest LLP  
52 Jermyn Street  
London  
SW1Y 6LX  
Tel: 020 7659 1300

### Company Secretary and Registered Office

Phoenix Administration Services Limited  
Springfield Lodge  
Colchester Road  
Chelmsford  
Essex  
CM2 5PW  
Tel: 01245 398 950  
www.phoenixfundservices.com  
email: pfsinfo@phoenixfundservices.com

### Solicitors

Stephenson Harwood  
One, St. Paul's Churchyard  
London  
EC4M 8SH

### Registrars

Capita Registrars  
Northern House  
Woodsome Park  
Fenay Bridge  
Huddersfield  
West Yorkshire  
HD8 0LA  
Tel: 0871 664 0300

*(calls cost 10p per minute plus network extras  
from outside the UK: +44 208 639 3399)*

### Registered Auditor

Grant Thornton UK LLP  
30 Finsbury Square  
London  
EC2P 2YU

### Brokers

J.P. Morgan Cazenove  
20 Moorgate  
London  
EC2R 6DA

### Custodian

The Northern Trust Company  
London Branch  
155 Bishopsgate  
London  
EC2M 3XS

### Shareholder Relations

The price of the Company's Ordinary Shares is listed daily in the Financial Times.

**The Company's Web site can be accessed by logging on to: [www.bdtinvest.com](http://www.bdtinvest.com)**

### Individual Savings Account ('ISA')

The Company's shares are eligible to be held in an ISA account subject to HM Revenue & Customs' limits.

