



30 November 2012

# The Brunner Investment Trust PLC

Annual Financial Report

**Allianz**   
Global Investors

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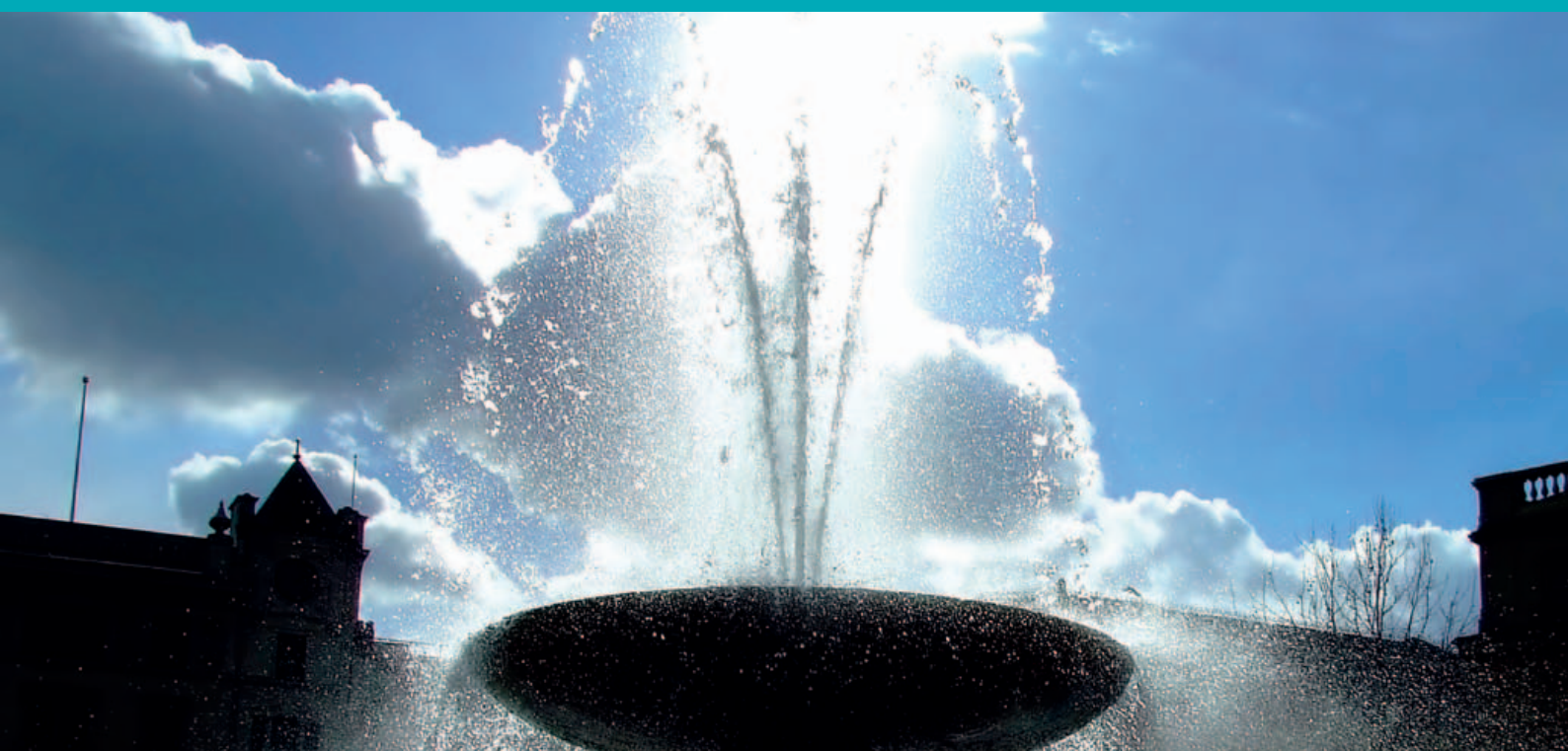
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The photograph on the cover of this report is inspired by the Arms of the Brunner family. The family originated from Switzerland and 'Brunner' is German for fountain. The great, great grandfather of Sir William Worsley, a director of The Brunner Investment Trust, was born in Canton Zürich and migrated to Lancashire in 1832. His son, Sir John T. Brunner, Bart, was the co-founder of Brunner Mond & Co, the largest of the four companies which came together to form ICI in 1926. The family's interest in ICI was used in the following year to establish The Brunner Investment Trust.

The Brunner Investment Trust PLC (the company or trust) is a member of The Association of Investment Companies.

Category: Global Growth

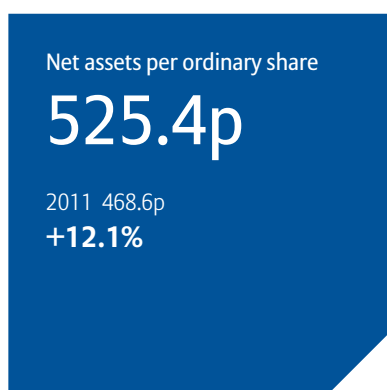


# Investment Policy

The Brunner Investment Trust PLC aims to provide growth in capital value and dividends over the long term through investing in a portfolio of UK and international securities.

The benchmark is 50% FTSE All-Share and 50% FTSE World (ex UK) Index (£).

## Financial Highlights



### Asset Allocation

The majority of the company's investments are in equities.

### Risk Diversification

The company aims to achieve a spread of investments. No stock can account for more than 15% of the underlying assets at the time of acquisition. The company seeks to diversify its portfolio into at least five industrial sectors, with no one sector comprising more than 35% of the portfolio.

### Gearing

The company seeks to enhance returns over the long term through gearing. The board monitors the level of gearing and makes decisions on appropriate action based on the advice of the manager and the future prospects of the company's portfolio. Historically, gearing has been in the form of long term fixed rate debentures. Other than in exceptional market conditions, it is unlikely that, at the time of investment, gearing (calculated after deducting the value of holdings in government securities, held to offset some of the long term debentures issued) will exceed 20% of net assets. The company's authorised borrowing powers state that the company's borrowings may not exceed its called up share capital and reserves.

### Benchmark

The benchmark, since 25 March 2008, is a composite of 50% FTSE All-Share and 50% FTSE World (ex UK) Index (£). A statement explaining how the assets have been invested to spread risk in accordance with the investment policy is on page 28 under the headings 'Investment Strategy' and 'Market Volatility'.

The Brunner Investment Trust PLC

# Overview



# Financial Summary

Revenue for years ended 30 November	2012	2011	% change
Available for ordinary dividend	£5,781,438	£5,495,519	+5.2
Earnings per ordinary share	13.34p	12.28p	+8.6
Dividends per ordinary share	13.30p	12.80p	+3.9
Retail price index	245.6	238.5	+3.0
Assets as at 30 November	2012	2011	% change
Net asset value per ordinary share	525.4p	468.6p	+12.1
Share price	413.5p	380.5p	+8.7
Total net assets	£227,194,074	£204,580,326	+11.1
Ongoing charges †	0.8%	0.8%	n/a
Total expenses ratio †	0.6%	0.6%	n/a

† The ongoing charges percentage is calculated in accordance with the explanation given on page 26. The total expenses ratio was reported in last year's annual financial report and is recorded here to enable a comparison with the ongoing charges calculations for this and the previous year. Ongoing charges is the measure to be used in future years.

## Explanation of the Movement in Net Asset Value per Ordinary Share

The benchmark comprises 50% FTSE All-Share Index and 50% FTSE World (ex UK) Index (£). The benchmark rose by 8.6% during the year to 30 November 2012.

The rise in the benchmark is composed as follows:

FTSE All-Share Index	8.1%
FTSE World (ex UK) Index (£)	9.0%

Other factors accounting for the remainder of the difference between the opening and closing net asset value per share, including the proportions of management fee and finance costs charged to capital and the positive impact of repurchasing ordinary shares, are set out on page 4.

## Net Asset Value Relative to Benchmark

Change in net asset value	+12.1%
Change in benchmark	+8.6%
<b>Performance against benchmark</b>	<b>+3.5%</b>

## Portfolio Relative to Benchmark

Net portfolio return (excluding cash and gilts)	+12.6%
Change in benchmark	+8.6%
<b>Performance against benchmark</b>	<b>+4.0%</b>

## Financial Summary *(continued)*

### Portfolio Performance

The factors explaining the elements of the equity portfolio performance, i.e., excluding cash and gilts, are set out below. Asset allocation and stock selection in the UK and overseas portfolios are each shown relative to their Index and the returns on the company's equity portfolios are shown against the benchmark Indices' returns.

	Portfolio Return %	Index %	Relative Performance* %	Of which:	
				Asset Allocation %	Stock Selection %
UK	10.4	8.1	2.3	-0.2	2.8
Overseas	14.8	9.0	5.8	1.3	4.5

\* The difference in the relative performance of the portfolio against the sum of the asset allocation and stock selection arises because the information derives from the following separate sources:  
Benchmark - Datastream.  
Asset allocation and stock selection - Atlas.

### Reconciliation of Benchmark Performance to Movement in NAV

Change in benchmark (Capital return)	8.6%
Relative performance	4.0%
<b>Net portfolio return (excluding cash and gilts)</b>	<b>12.6%</b>
<b>Other factors</b>	
Capital impact of gearing	0.8%
Management fee	-0.4%
Finance costs	-1.5%
Impact of repurchasing shares	0.1%
Gain on gilt holdings	0.3%
Retained revenue	0.1%
Other	0.1%
	-0.5%
<b>Movement in NAV per share</b>	<b>12.1%</b>

# Chairman's Statement

## Dear Shareholder

I am pleased to report that over the course of the financial year our net asset value rose by 12.1% compared with a benchmark return of 8.6%.

## Earnings

The company's earnings have risen from 12.28p to 13.34p this year, an increase of 8.6%.

## Dividends

It is proposed that a final dividend of 8.3p per share will be paid on 22 March 2013 to shareholders on the Register of Members at close of business on 22 February 2013, bringing the total payment for 2012 to 13.3p, an increase of 3.9% on last year. As I mentioned at the half-year stage, we have begun the process of bringing the interim and final dividend payments closer together over time and the half-year dividend was increased by 4.2%. Revenue reserves remain very strong, amounting to 23.2p per share after the payment of the proposed final dividend.

## Performance

Last year I commented on the directors' hope that the uplift in performance reported last year would continue in 2012. It is therefore pleasing that both the overseas and UK elements of the portfolio have performed ahead of the benchmark. As you can see from the analysis on page 4, the overall portfolio return in the year was 12.6%, against a benchmark return of 8.6%.

## Buy Back of Shares

Our buy back policy of repurchasing shares for cancellation was maintained and during the course of the year 415,669 shares were purchased for cancellation, and a further 36,000 shares have been repurchased since the year end. The rationale for continuing with this policy remains to reduce discount volatility and to generate modest enhancements to NAV per share.

## The Retail Distribution Review

In anticipation of the changes to the way individuals can invest in funds brought about by the Retail Distribution Review ('RDR') the board has increased marketing activities to generate interest in the company's shares. The changes we have made since last year include the launch of our dedicated website [www.brunner.co.uk](http://www.brunner.co.uk) and increased online and press advertising resulting in greater coverage in the investment press.

## Operating Expenses

During the year the Association of Investment Companies ('AIC') changed the recommended way of reporting the costs of running an investment company from the Total Expenses Ratio to Ongoing Charges. We report against both measures on page 3 and give details and an explanation on page 26.

## AIFMD

Another development to affect our industry is the Alternative Investment Fund Managers Directive. This will introduce additional regulatory oversight for investment trusts and other types of funds and comes into effect later this year. It is not yet clear what impact these changes will have on ongoing charges.

## The Board

Since the year end we have appointed a new director to the board, Peter Harrison. His biography is on page 24. We are pleased to welcome Peter who strengthens further the significant and relevant investment experience of the board. Peter's appointment brings the total number of directors to six.



The company's net asset value has risen by 12.1% and an increase of 3.9% in the dividend is proposed.

## Chairman's Statement *(continued)*

Your board is confident that our managers will continue to find good long term opportunities for the portfolio.

We continue to conduct an annual appraisal of the board and its effectiveness and this process is described on page 33. This year, for the first time, we have asked an external agency to facilitate the evaluation to pose fresh questions. Our corporate governance statement on the board is included in the report from pages 31 to 37.

At our annual strategy day we met with our advisers and considered our performance in relation to our sector, peer group and benchmark; we also looked at our investment objective and analysed our shareholder base and its requirements; we examined our balance sheet and structure and we considered our marketing plans and positioning for RDR.

### Outlook

Both market volatility and stock correlations have declined meaningfully. As a result, company fundamentals are now the main drivers of share price performance, rather than macroeconomic developments. This creates a more supportive environment for picking stocks and, while macro risk has not gone away, the frequency and amplitude of market dislocations appear to have diminished.

Our investment managers cover the outlook in detail on page 12. Suffice it to say that, whilst world economies face an extended period of low growth, there are some optimistic signs, particularly in China and the US. At the same time, the corporate sector continues to show much resilience and strength. Your board is therefore confident that our managers will continue to find good long term opportunities for the portfolio.

### Annual General Meeting

The annual general meeting will be held at Trinity House, Trinity Square, Tower Hill, London EC3N 4DH, on Tuesday 19 March, and we look forward to meeting those shareholders who are able to attend.



*Keith Percy*  
*Chairman*

*12 February 2013*



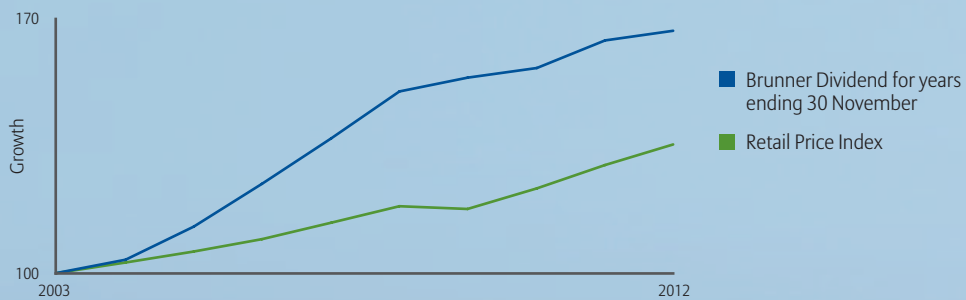
The Brunner Investment Trust PLC

# Investment Managers' Review

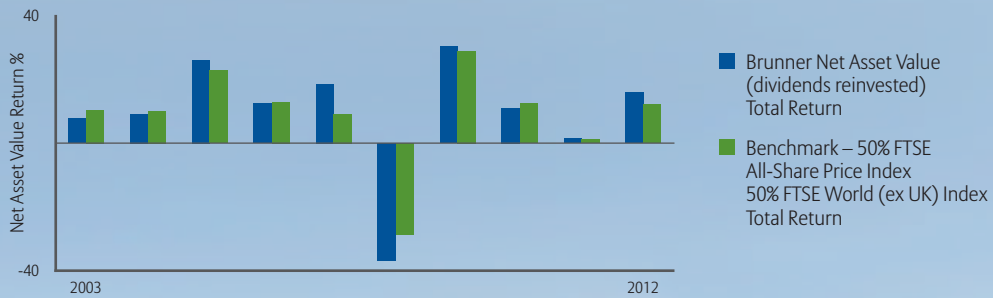


# Performance Graphs

Brunner Investment Trust dividends in respect of the year against the Retail Price Index – 10 year record



Brunner Investment Trust Net Asset Value total return against benchmark - 10 year record



Source: RCM / Datastream (Re-based to 100)

# Thirty Largest Equity Investments

at 30 November 2012

Name	Valuation (£)	% of Invested Funds	Principal Activities
HSBC Holdings	8,853,433	3.33	Banks
Royal Dutch Shell 'B' Shares	8,520,207	3.20	Oil & Gas Producers
BP	8,193,361	3.08	Oil & Gas Producers
GlaxoSmithKline	8,027,311	3.02	Pharmaceuticals & Biotechnology
Vodafone Group	6,443,602	2.42	Mobile Telecommunications
Diageo	5,565,949	2.09	Beverages
BHP Billiton	5,360,107	2.02	Mining
Reed Elsevier	5,062,395	1.90	Media
Rio Tinto	4,780,509	1.80	Mining
Unilever	3,684,568	1.39	Food Producers
Abbott Laboratories	3,524,272	1.33	Pharmaceuticals & Biotechnology
Centrica	3,520,999	1.32	Gas, Water & Multiutilities
Apple	3,442,755	1.29	Technology Hardware & Equipment
Reckitt Benckiser	3,301,732	1.24	Household Goods
Pfizer	3,270,302	1.23	Pharmaceuticals & Biotechnology
Tesco	3,252,746	1.22	Food & Drug Retailers
Resolution	3,042,416	1.14	Life Insurance
Philip Morris	3,005,602	1.13	Tobacco
Nestle	2,972,736	1.12	Food Producers
Crown Castle International	2,854,490	1.07	Mobile Telecommunications
Visa	2,752,206	1.04	Financial Services
Flowserve	2,732,505	1.03	Industrial Engineering
Boat (Henry)	2,711,038	1.02	Construction & Materials
Microsoft	2,657,457	1.00	Software & Computer Services
Samsung Electronics (GDR)	2,585,271	0.97	Technology Hardware & Equipment
UBM	2,531,517	0.95	Media
US Bancorp	2,523,072	0.95	Banks
China Mobile	2,517,347	0.95	Mobile Telecommunications
Allergan	2,516,122	0.95	Pharmaceuticals & Biotechnology
Fresenius	2,480,148	0.93	Healthcare Equipment & Services
	<b>122,686,175</b>	<b>46.13</b>	<b>% of Total Invested Funds</b>

# Investment Managers' Review



Jeremy Thomas has been managing the UK portfolio since 2010.



Lucy Macdonald has been managing the overseas portfolio since 2005.

## Market Review

Equity markets shrugged off global growth concerns and uncertainty over the fiscal cliff in the U.S. to finish the period on a strong note.

Shares faded earlier in the year as initial optimism over better-than-expected US economic data gave way to on-going concerns about the weak global economy and its impact on corporate profitability. Stronger US employment figures, a surge in mortgage refinancing applications and a rise in new manufacturing sector orders were cautiously interpreted as indications that the economic recovery was gathering momentum. However, investors' risk appetites were dampened as third quarter corporate earnings reports and future profit guidance generally disappointed.

As the financial year drew to a close, markets fell post President Obama's re-election on worries about Washington's budget impasse and the S&P index experienced its largest one day decline in almost a year. Chinese shares were also weak ahead of the Communist Party Congress where the country's new leaders were to be presented. In the second half of November risk assets began to recover amid signs of progress regarding deficit talks in Washington and encouraging US housing market data. Manufacturing data out of China were positive, signalling that the economy has bottomed. In Europe the picture was less clear as both German and French 3Q GDP grew at an anaemic 0.2%. European finance ministers did agree to provide additional loans to Greece and ease aid conditions after the Greek parliament narrowly approved a fresh austerity package earlier in the month. Japanese equities hit a seven month high, buoyed by a weaker yen and hopes for more aggressive monetary and fiscal stimuli.

## Portfolio Review

The overall portfolio rose 12.6%, compared to the combined benchmark which gained 8.6%. Both the UK and Overseas portfolios outperformed. Stock selection was positive in Industrials, Consumer Goods and Telecommunications and detracted in Financials and Technology. Underweights in Basic Materials and Oil & Gas, as well as an overweight in Germany, also contributed.

**Keller Group** was the top contributor to performance. The shares rose strongly on growing confidence in a US housing market recovery. Pricing and operational gearing drove a recovery in operating margins. However, we are mindful that the US residential market is only 50% of the US business and that the UK public infrastructure market is slowly declining. Given the risks and a less appealing valuation at the higher share price, we decided to sell the investment.

**Mothercare** was another top contributor. As we wrote last year, we are attracted by the sustainable growth potential of Mothercare's international franchise profits, and felt that cyclical weakness in the UK store business would prove containable and short lived. Indeed, the company's latest set of results showed a better than expected improvement in the UK, although getting the business back to break even within three years is still a big challenge. Given the strong performance of the shares, we may see some volatility if sales or gross margins disappoint investors, but on the whole everything seems to be improving under the new CEO.

The US mobile telephony infrastructure company **Crown Castle International** was also strong. The company has been a beneficiary of network upgrades and the migration to next generation technology which will drive incremental growth for several years. The continued rapid adoption of smartphones will also increase data usage and drive leasing demand for wireless communications towers. Valuations reflect the company's good earnings visibility and we have been reducing into price strength.



**Tullet Prebon** was the largest detractor. Revenues fell over the four months to the end of October due to a slowdown in capital markets activity, the Olympics and Hurricane Sandy. Management continues to reduce costs and invest in its electronic broking capabilities. Volumes are expected to recover as over-the-counter trading activity moves onto electronic platforms due to regulatory changes designed to improve transparency, liquidity and pricing.

**Canon** also detracted. The shares had been impacted by the slowdown in China and reduced earnings guidance for the financial year. While Canon's core printer, copier and camera businesses face long term secular challenges, we believed that the shares looked oversold and, as Japan's leading technology stock, would benefit from improved sentiment as a result of the change in government. Indeed this has been the case and the shares have rallied sharply.

**Smith & Nephew** was added to the portfolio during the period. We believe the market is overly negative on the orthopaedic business and that the growing endoscopy and wound treatment businesses, which will account for almost half of this year's revenues, are under appreciated. The company has a strong balance sheet and generates both high margins and a high return on capital employed. The shares are trading on 14.2x forward earnings and remain undervalued on a sum-of-the-parts basis.

**Walgreen** is another new holding. The company is steadily regaining customers that it lost last year in its dispute with pharmacy benefits manager Express Scripts. Walgreen has also acquired a stake in Alliance Boots which should provide synergies in the bulk purchasing of generic drugs and supply chain economies of scale. Sentiment towards the shares has been negative due to the Express Scripts dispute and earnings are depressed. The shares should benefit from both a recovery in earnings and a re-rating as sentiment improves.

**Keller Group** was the top contributor to performance. The shares rose strongly on growing confidence in a US housing market recovery.

## Investment Managers' Review *(continued)*

US housing and, consequently, consumer data are also positive.

### 2013 Outlook

As we outlined in last year's report, overall levels of government spending and debt remain important structural impediments to global economic growth. However, there are signs that global growth momentum is stabilising. Economic figures from Asia, particularly China, continued to improve slightly. US housing and, consequently, consumer data are also positive, although there is a risk that 1Q 2013 negotiations over raising the debt ceiling and fiscal spending costs could negatively impact growth and undermine investor confidence.

While UK economic indicators are mixed, the EMU appears to be picking up, albeit from recessionary levels, and there are increasing indications that the stresses in the financial system are easing. In Japan a more aggressive fiscal and monetary policy is expected now that the LDP's Abe has won the election.

Equity markets have rallied strongly over the last 12 months, partly in anticipation of better news but also helped by the provision of on-going liquidity support by central banks. Policies such as quantitative easing will remain in place for as long as it takes to reduce public debt burdens and re-ignite economic activity. This will continue to be supportive of equity returns both in terms of liquidity and relative to fixed income, where investment grade government bond real yields are negative. This type of "financial repression" is welcomed by governments facing serious fiscal and funding constraints.

Much of the developed world is in the midst of a multi-year deleveraging process, working off decades of excess borrowing. Low bond yields and mild inflation help governments finance large budget deficits while buying time to reduce the public debt burden. It is clear that global growth remains scarce and policy makers are in uncharted territory, which implies low visibility for companies and investors. In this environment, our strategy of focusing on high quality, capital disciplined and reasonably valued companies with growth opportunities should continue to generate positive long-term returns for investors.

*Lucy Macdonald and Jeremy Thomas  
RCM (UK) Limited*



“It is clear that global growth remains scarce and policy makers are in uncharted territory, which implies low visibility for companies and investors. In this environment, our strategy of focusing on high quality, capital disciplined and reasonably valued companies with growth opportunities should continue to generate positive long-term returns for investors.”



## Investment Managers' Review *(continued)*

at 30 November 2012

### United Kingdom Listed Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
HSBC Holdings	8,853,433	3.33	Banks
Royal Dutch Shell 'B' Shares	8,520,207	3.20	Oil & Gas Producers
BP	8,193,361	3.08	Oil & Gas Producers
GlaxoSmithKline	8,027,311	3.02	Pharmaceuticals & Biotechnology
Vodafone Group	6,443,602	2.42	Mobile Telecommunications
Diageo	5,565,949	2.09	Beverages
Reed Elsevier	5,062,395	1.90	Media
Rio Tinto	4,780,509	1.80	Mining
Unilever	3,684,568	1.39	Food Producers
BHP Billiton	3,551,220	1.34	Mining
Centrica	3,520,999	1.32	Gas, Water & Multiutilities
Reckitt Benckiser	3,301,732	1.24	Household Goods
Tesco	3,252,746	1.22	Food & Drug Retailers
Resolution	3,042,416	1.14	Life Insurance
Boot (Henry)	2,711,038	1.02	Construction & Materials
UBM	2,531,517	0.95	Media
Smith & Nephew	2,397,824	0.90	Healthcare Equipment & Services
Mothercare	2,358,525	0.89	General Retailers
Xchanging	2,290,200	0.86	Support Services
Xstrata	2,274,800	0.86	Mining
Lupus Capital	2,230,457	0.84	Construction & Materials
BAE Systems	2,105,380	0.79	Aerospace & Defence
Compass	1,869,221	0.70	Travel & Leisure
Petroceltic International	1,859,976	0.70	Oil & Gas Producers
Tullett Prebon	1,798,421	0.68	Financial Services
BG Group	1,722,430	0.65	Oil & Gas Producers
AZ Electronic Materials	1,674,631	0.63	Chemicals
Inmarsat	1,626,564	0.61	Mobile Telecommunications
Intermediate Capital Group	1,542,165	0.58	Financial Services
Hayes	1,429,075	0.54	Support Services
Balfour Beatty	1,366,101	0.51	Construction & Materials
Carnival	1,349,687	0.51	Travel & Leisure
Travis Perkins	1,236,540	0.46	Support Services
AMEC	1,132,375	0.43	Oil Equipment, Services & Distribution



# Investment Managers' Review *(continued)*

at 30 November 2012

## United Kingdom Listed Equity Holdings *(continued)*

Name	Value (£)	% of Invested Funds	Sector
IG Group	1,079,178	0.41	Financial Services
Hiscox	1,070,891	0.40	Non-Life Insurance
Cobham	1,049,069	0.39	Aerospace & Defence
Man Group	987,624	0.37	Financial Services
Royal Bank of Scotland	905,491	0.34	Banks
Spectris	769,200	0.29	Electronic & Electrical Equipment
	<b>119,168,828</b>	<b>44.80</b>	<b>% of Total Invested Funds</b>

## United Kingdom Unlisted Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
Fintrust Debenture	4,338	0.00	Financial Services
First Debenture Finance	24,178	0.01	Financial Services
	<b>28,516</b>	<b>0.01</b>	<b>% of Total Invested Funds</b>

## United Kingdom Fixed Interest Holdings

Name	Value (£)	% of Invested Funds	Sector
Treasury Stock 4.5% 07/03/2013	10,103,750	3.80	Gilt
Treasury Stock 2.5% I/L 16/04/2020	9,506,336	3.57	Gilt
Treasury Stock 4% 07/03/2022	9,041,063	3.40	Gilt
	<b>28,651,149</b>	<b>10.77</b>	<b>% of Total Invested Funds</b>

## Investment Managers' Review *(continued)*

at 30 November 2012

### North America Listed Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
Abbott Laboratories	3,524,272	1.33	Pharmaceuticals & Biotechnology
Apple	3,442,755	1.29	Technology Hardware & Equipment
Pfizer	3,270,302	1.23	Pharmaceuticals & Biotechnology
Philip Morris	3,005,602	1.13	Tobacco
Crown Castle International	2,854,490	1.07	Mobile Telecommunications
Visa	2,752,206	1.04	Financial Services
Flowserve	2,732,505	1.03	Industrial Engineering
Microsoft	2,657,457	1.00	Software & Computer Services
US Bancorp	2,523,072	0.95	Banks
Allergan	2,516,122	0.95	Pharmaceuticals & Biotechnology
Ameriprise	2,362,580	0.89	Financial Services
Wells Fargo	2,251,820	0.85	Banks
Celegene	2,222,969	0.84	Pharmaceuticals & Biotechnology
Priceline.com	2,164,545	0.81	Travel & Leisure
Suncor Energy	1,970,869	0.74	Oil & Gas Producers
Walgreen	1,883,172	0.71	Food & Drug Retailers
Accenture	1,821,329	0.68	Support Services
United Health Group	1,770,168	0.67	Healthcare Equipment & Services
Google	1,678,968	0.63	Software & Computer Services
Agilent Technologies	1,628,696	0.61	Electronic & Electrical Equipment
Estee Lauder 'A' Shares	1,605,044	0.60	Personal Goods
Microchip Technology	1,464,963	0.55	Technology Hardware & Equipment
F5 Network	1,343,073	0.50	Technology Hardware & Equipment
Danaher	1,288,289	0.48	Electronic & Electrical Equipment
Union Pacific	1,216,815	0.46	Industrial Transportation
Tyco	1,152,998	0.43	General Industrials
Starbucks	1,139,306	0.43	Travel & Leisure
National Oilwell Varco	1,036,099	0.39	Oil Equipment, Services & Distribution
Anadarko Petroleum	972,768	0.37	Oil & Gas Producers
	<b>60,253,254</b>	<b>22.66</b>	<b>% of Total Invested Funds</b>

# Investment Managers' Review *(continued)*

at 30 November 2012

## Latin America Listed Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
CCR	2,410,212	0.91	Industrial Transportation (Brazil)
Itau Unibanco (ADR)	1,279,741	0.48	Banks (Brazil)
CPFL Energia (ADR)	927,178	0.35	Electricity (Brazil)
	<b>4,617,131</b>	<b>1.74</b>	<b>% of Total Invested Funds</b>

## Continental Europe Listed Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
Nestle	2,972,736	1.12	Food Producers (Switzerland)
Fresenius	2,480,148	0.93	Healthcare Equipment & Services (Germany)
Amadeus	2,384,753	0.90	Support Services (Spain)
Henkel	2,353,520	0.88	Household Goods (Germany)
Adidas	2,296,572	0.86	Personal Goods (Germany)
Muenchener Rueckve	2,188,860	0.82	Non-Life Insurance (Germany)
BASF	1,506,252	0.57	Chemicals (Germany)
UCB	1,490,926	0.56	Pharmaceuticals & Biotechnology (Belgium)
ABB	1,487,143	0.56	Industrial Engineering (Switzerland)
Technip	1,404,330	0.53	Oil Equipment, Services and Distribution (France)
Vienna Insurance	1,224,402	0.46	Non-Life Insurance (Austria)
Air Liquide	1,213,266	0.46	Chemicals (France)
Umicore	1,128,674	0.42	Chemicals (Belgium)
Eutelsat	960,665	0.36	Media (France)
	<b>25,092,247</b>	<b>9.43</b>	<b>% of Total Invested Funds</b>

## Japan Listed Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
Itochu	2,312,012	0.87	Support Services
SMC	1,494,448	0.56	Industrial Engineering
Mitsui Fudosan	1,286,088	0.48	Real Estate
Canon	1,231,137	0.46	Technology Hardware & Equipment
	<b>6,323,685</b>	<b>2.37</b>	<b>% of Total Invested Funds</b>

## Investment Managers' Review *(continued)*

at 30 November 2012

### Pacific Basin Listed Equity Holdings

Name	Value (£)	% of Invested Funds	Sector
Samsung Electronics (GDR)	2,585,271	0.97	Technology Hardware & Equipment (Korea)
China Mobile	2,517,347	0.95	Mobile Telecommunications (Hong Kong)
Australia & New Zealand Bank	2,304,484	0.86	Banks (Australia)
Jardine Matheson	2,018,093	0.76	General Industrials (Singapore)
BHP Billiton	1,808,887	0.68	Mining (Australia)
Taiwan Semiconductor (ADS)	1,611,407	0.61	Electronic & Electrical Equipment (Taiwan)
Standard Chartered	1,602,423	0.60	Banks (Hong Kong)
Fubon Financial	1,564,375	0.59	Life Insurance (Taiwan)
Genting Singapore	1,367,070	0.51	Travel & Leisure (Singapore)
AIA	1,325,770	0.50	Life Insurance (Hong Kong)
CNOOC	1,192,933	0.45	Oil & Gas Producers (Hong Kong)
Jiangsu Express	1,029,589	0.39	Industrial Transportation (China)
Baidu.com (ADS)	937,733	0.35	Software & Computer Services (China)
	<b>21,865,382</b>	<b>8.22</b>	<b>% of Total Invested Funds</b>

# Distribution of Invested Funds

at 30 November 2012

Invested Funds - £237,349,043 (2011 - £222,758,802)  
 excluding Treasury Stocks - £28,651,149 (2011 - £27,823,904)

	United Kingdom %	North America %	Other Countries %	2012 Total %	50% All-Share 50% World Index 2010 Benchmark Sector Weighting*	2011 Total %
<b>Oil &amp; Gas</b>						
Oil & Gas Producers	8.55	1.24	0.50	10.29	11.36	10.31
Oil Equipment, Services & Distribution	0.48	0.44	0.59	1.51	1.22	1.63
Alternative Energy	-	-	-	-	0.01	-
	<b>9.03</b>	<b>1.68</b>	<b>1.09</b>	<b>11.80</b>	<b>12.59</b>	<b>11.94</b>
<b>Basic Materials</b>						
Chemicals	0.71	-	1.62	2.33	2.02	2.27
Forestry & Paper	-	-	-	-	0.14	-
Industrial Metals	-	-	-	-	0.68	-
Mining	4.47	-	0.76	5.23	5.37	4.92
	<b>5.18</b>	<b>-</b>	<b>2.38</b>	<b>7.56</b>	<b>8.21</b>	<b>7.19</b>
<b>Industrials</b>						
Aerospace & Defence	1.33	-	-	1.33	1.64	2.37
Construction & Materials	2.66	-	-	2.66	1.00	1.74
Electronic & Electrical Equipment	0.32	1.23	0.68	2.23	0.98	1.90
General Industrials	-	0.49	0.85	1.34	1.75	1.62
Industrial Engineering	-	1.15	1.26	2.41	1.70	2.24
Industrial Transportation	-	0.51	1.45	1.96	0.90	0.89
Support Services	2.08	0.77	1.97	4.82	2.81	5.88
	<b>6.39</b>	<b>4.15</b>	<b>6.21</b>	<b>16.75</b>	<b>10.78</b>	<b>16.64</b>
<b>Consumer Goods</b>						
Automobiles & Parts	-	-	-	-	1.40	-
Beverages	2.35	-	-	2.35	3.30	2.50
Food Producers	1.55	-	1.25	2.80	2.67	3.37
Household Goods	1.39	-	0.99	2.38	1.71	2.29
Leisure Goods	-	-	-	-	0.21	-
Personal Goods	-	0.68	0.97	1.65	1.22	1.57
Tobacco	-	1.27	-	1.27	3.10	1.39
	<b>5.29</b>	<b>1.95</b>	<b>3.21</b>	<b>10.45</b>	<b>13.61</b>	<b>11.12</b>

## Distribution of Invested Funds *(continued)*

at 30 November 2012

	United Kingdom %	North America %	Other Countries %	2012 Total %	50% All-Share 50% World Index 2010 Benchmark Sector Weighting*	2011 Total %
<b>Healthcare</b>						
Healthcare Equipment & Services	1.01	0.75	1.04	2.80	6.77	2.05
Pharmaceuticals & Biotechnology	3.38	4.86	0.63	8.87	1.33	8.06
	<b>4.39</b>	<b>5.61</b>	<b>1.67</b>	<b>11.67</b>	<b>8.10</b>	<b>10.11</b>
<b>Consumer Services</b>						
Food & Drug Retailers	1.37	0.79	-	2.16	1.82	1.70
General Retailers	0.99	-	-	0.99	2.98	1.09
Media	3.20	-	0.40	3.60	2.76	3.08
Travel & Leisure	1.36	1.39	0.58	3.33	2.49	4.37
	<b>6.92</b>	<b>2.18</b>	<b>0.98</b>	<b>10.08</b>	<b>10.05</b>	<b>10.24</b>
<b>Telecommunications</b>						
Fixed Line Telecommunications	-	-	-	-	1.75	-
Mobile Telecommunications	3.40	1.20	1.06	5.66	3.06	5.85
	<b>3.40</b>	<b>1.20</b>	<b>1.06</b>	<b>5.66</b>	<b>4.81</b>	<b>5.85</b>
<b>Utilities</b>						
Electricity	-	-	0.39	0.39	1.49	0.52
Gas, Water & Multiutilities	1.48	-	-	1.48	2.18	2.30
	<b>1.48</b>	<b>-</b>	<b>0.39</b>	<b>1.87</b>	<b>3.67</b>	<b>2.82</b>
<b>Financials</b>						
Banks	4.11	2.01	2.19	8.31	10.80	7.34
Equity Investment	-	-	-	-	1.54	-
Financial Services	2.28	2.16	-	4.44	2.48	3.36
Non-Life Insurance	0.45	-	1.44	1.89	2.02	1.99
Life Insurance	1.28	-	1.22	2.50	2.45	3.65
Real Estate	-	-	0.54	0.54	2.40	0.80
	<b>8.12</b>	<b>4.17</b>	<b>5.39</b>	<b>17.68</b>	<b>21.69</b>	<b>17.14</b>

# Distribution of Invested Funds *(continued)*

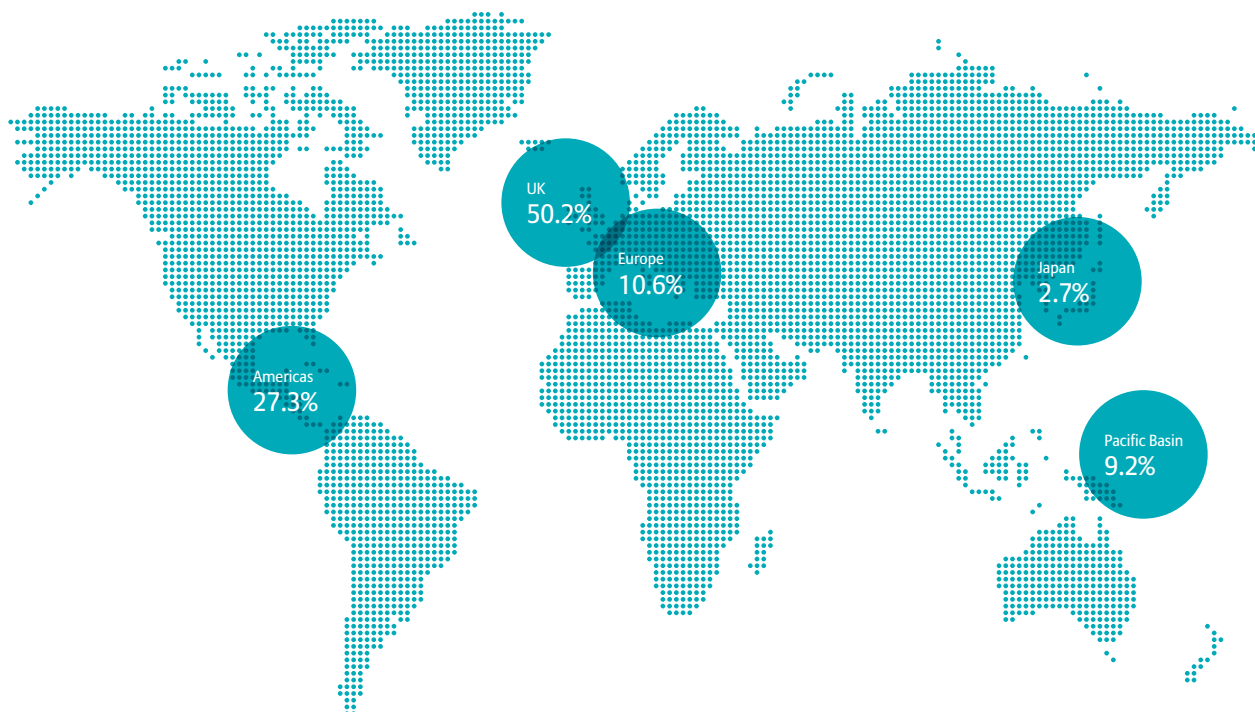
at 30 November 2012

	United Kingdom %	North America %	Other Countries %	2012 Total %	50% All-Share 50% World Index 2010 Benchmark Sector Weighting*	2011 Total %
<b>Information Technology</b>						
Software & Computer Services	-	1.83	0.40	2.23	2.67	1.67
Technology Hardware & Equipment	-	2.63	1.61	4.24	3.83	5.27
	-	4.46	2.01	6.47	6.50	6.94
Unquoted	0.01	-	-	0.01		0.01
	0.01	-	-	0.01		0.01
<b>Total</b>	<b>50.21</b>	<b>25.40</b>	<b>24.39</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>

The above groupings are based on the FT-Actuaries Share Indices.

\* In order to enable a fairer comparison against the benchmark, the Treasury Stocks have been excluded from the above table.

## Geographical Disposition at 30 November 2012\*



\* Excludes Cash and Treasury Stock.

# Historical Record

year ended 30 November 2012

Revenue and Capital	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Gross revenue (£000s)	7,327	7,163	7,365	8,023	8,926	9,538	7,531	6,674	7,822	8,165
Earnings per share	8.65p	8.43p	9.21p	10.73p	12.88p	14.32p	12.22p	10.31p	12.28p	13.34p
Dividend per share (net)	7.80p	8.10p	8.80p	9.70p	10.70p	11.70p	12.00p	12.20p	12.80p	13.30p
Tax credit per share	0.87p	0.90p	0.98p	1.08p	1.19p	1.30p	1.33p	1.36p	1.42p	1.48p
Total dividend per share	8.67p	9.00p	9.78p	10.78p	11.89p	13.00p	13.33p	13.56p	14.22p	14.78p
Total net assets (£000s)	189,656	191,267	225,699*	241,106	271,819	168,045	206,492	217,747	204,580	227,194
Net asset value per ordinary share	343.1p	364.1p	451.7p*	495.7p	573.2p	357.8p	443.8p	476.0p	468.6p	525.4p
Net asset value (debt at market value) ~	-	336.2p	418.1p*	466.1p	550.4p	333.5p	419.4p	444.6p	428.2p	481.7p
Share price	262.5p	288.5p	364.0p	408.0p	464.0p	288.4p	368.0p	390.5p	380.5p	413.5p
Discount (%)	23	21	19*	18	19	19	17	18	19	21
Discount (debt at market value)	-	14	13*	12	16	14	12	12	11	14

## Notes

~ Calculated from 2004 and announced since then in accordance with AIC guidelines. See note 17 on page 61.

\* Figures are restated in accordance with Financial Reporting Standards 21 'Events after the Balance Sheet Date', 25 'Financial Instruments: Disclosure and Presentation' and 26 'Financial Instruments: Recognition and Measurement'. Years prior to 2005 have not been restated.

The share prices quoted in the London Stock Exchange Daily Official List for 30 November 2012 were 410.00p to 417.00p.

## Geographical Disposition

	Percentage of Investment Funds*									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
United Kingdom	56.7	57.3	59.3	59.5	60.4	48.1	51.4	49.8	51.4	50.2
Europe	11.0	12.4	13.6	12.6	10.8	11.4	11.4	11.9	10.7	10.6
Americas	23.0	20.2	17.2	18.6	22.0	29.1	26.4	26.5	25.4	27.3
Japan	4.1	5.8	5.2	4.2	3.0	5.2	4.0	4.2	3.6	2.7
Pacific Basin	4.9	4.3	4.7	4.7	3.8	5.1	6.1	6.9	8.9	9.2
Other Countries	0.3	0.0	0.0	0.4	0.0	1.1	0.7	0.7	0.0	0.0
	100.0	100.0	100.0	100.0	100.0	100.0	100.0	100.0	100.0	100.0

\* Excludes Cash and Treasury Stock.



The Brunner Investment Trust PLC

# Directors' Review



## Directors, Managers and Advisers

### Directors

All directors are non-executive.



**Keith Percy (Chairman)†**

Joined the board in January 2004. He is a non-executive director of F&C Asset Management plc, Standard Life Equity Income Trust plc, JPMorgan Japanese Investment Trust plc, The Henderson Smaller Companies Investment Trust plc and The Children's Mutual. He was previously Chairman of S G Asset Management UK and before that Chief Executive of Morgan Grenfell Asset Management.



**Vivian Bazalgette MA\***

Joined the board in January 2004. He is a non-executive director of Henderson High Income Trust PLC and Perpetual Income and Growth Investment Trust PLC. He is also a non-executive director of St James's Place PLC and adviser to the pension fund of BAE Systems Plc. He retired as Chief Investment Officer of M & G Investment Management in September 2002 and was formerly a director of Gartmore Investment Management plc.



**Ian Barlow FCA CTA (Fellow)\*  
(Audit Committee Chairman)**

Joined the board in November 2009. Ian worked full time from 1973 until 2008 at KPMG, latterly as London Office Senior Partner, and prior to that, from 1993- 2001, as Head of Tax and Legal. He is the Lead Non-Executive director of Her Majesty's Revenue & Customs and a non-executive director of Smith & Nephew PLC, First Debenture Finance PLC and the China-Britain Business Council and Chairman of The Racecourse Association. Ian is a Fellow of the Institute of Chartered Accountants in England and Wales and of the Chartered Institute of Taxation.



**Peter Harrison\***

Joined the board on 1 January 2013. He is a non-executive chairman of RWC Partners and on 15 March 2013 he will become Global Head of Equities at Schroders. He was previously the Chief Executive of RWC Partners and prior to that, Global Chief Investment Officer of Deutsche Asset Management Group, and CIO responsible for Global Equities and Balanced mandates at J.P. Morgan Asset Management. He began his asset management career in 1988 at Schroders as an equity analyst and moved to Newton Asset Management in 1991.

## Directors, Managers and Advisers *(continued)*



**Peter Maynard\***

Joined the board in October 2010. He is a solicitor and qualified with Slaughter and May in 1977. He is a non-executive director of Edinburgh Dragon Investment Trust plc. He was Group Legal Director at Prudential plc from 1998 to 2009 and company secretary from July 1999. Prior to that he was with HSBC for 14 years during which time he was variously a director of HSBC Investment Bank, President and Chief Executive Officer of James Capel Inc in New York and finally Deputy Group Legal Adviser. Recently he has been the Head of Group Governance and Regulatory Compliance at Old Mutual plc. He is a former chairman of the GC100 and was a supervisory board member of the London Business School Centre for Corporate Governance.



**Sir William Worsley FRICS\***  
(Senior Independent Director and  
Remuneration Committee Chairman)

Joined the board in January 2000. He is a Fellow of the Royal Institution of Chartered Surveyors and is former President of the Country Land & Business Association and was a director of the Skipton Building Society.

\*Independent of the managers.

†Independent on appointment as Chairman.

### The Manager

Allianz Global Investors is the marketing name of RCM (UK) Limited, which is authorised and regulated by the Financial Services Authority. Allianz Global Investors are active asset managers operating across nineteen markets with specialised in-house research teams around the globe, managing assets for individuals, families and institutions worldwide. As at 30 September 2012, Allianz Global Investors had €302 billion of assets under management worldwide. Through its predecessors, Allianz Global Investors has a heritage of investment trust management expertise in the UK reaching back to the nineteenth century and it had £0.96 billion assets under management in a range of investment trusts as at 30 September 2012. Website: [www.allianzgi.co.uk](http://www.allianzgi.co.uk)

### Investment Managers

Jeremy Thomas (UK Portfolio) and Lucy Macdonald (Overseas Portfolio), representing RCM (UK) Limited, 155 Bishopsgate, London EC2M 3AD,

### Company Secretary and Registered Office

Kirsten Salt BA (Hons) ACIS,  
155 Bishopsgate, London EC2M 3AD.  
Telephone: 020 7065 1513  
Email: [kirsten.salt@allianzgi.co.uk](mailto:kirsten.salt@allianzgi.co.uk)

### Registered Number

226323

### Auditors

Deloitte LLP

### Bankers

HSBC Bank plc, HBOS plc

### Registrars

Capita Registrars (full details on page 71)

### Solicitors

Herbert Smith Freehills LLP

### Stockbrokers

Oriel Securities Limited

# Directors' Report

The directors present their Report which incorporates the Business Review and the audited Financial Statements for the year ended 30 November 2012.

## Business Review

### Business and Status of the Company

The company carries on business as an investment trust whose income and capital gains are not subject to tax. It is not a close company for taxation purposes.

The company is listed on the London Stock Exchange. In addition to annual and half-yearly financial reports and interim management statements, the company announces net asset values per share daily and provides more detailed information monthly to the Association of Investment Companies, of which the company is a member, in order for brokers and investors to compare its performance with its peer group.

The board has appointed RCM (UK) Limited (the manager) to carry out investment management, accounting, secretarial and administration services on behalf of the company. The company has no employees or premises of its own.

### Investment Objective and Policies

The company's objective is to achieve a total return higher than that of the benchmark index of 50% FTSE All-Share and 50% FTSE World (ex UK) Index (£) over the long term. The objective is to be achieved by investment in UK and international securities and by using appropriate gearing to enhance returns. This strategy is designed to meet the requirements of those seeking a single investment in a diversified and professionally managed portfolio. At 30 November 2012 the portfolio contained 108 stocks (2011 – 109). The board's investment policy is set out in full on page 1.

### Performance

The board uses certain financial Key Performance Indicators (KPIs) to monitor and assess the performance of the company. The principal KPIs are:

#### ■ Performance against the Benchmark Index

This is the most important KPI by which performance is judged. The principal objective is to achieve a total return higher than that of the benchmark index of 50% FTSE All-Share and 50% FTSE World (ex UK) Index (£) over the long term.

In the year to 30 November 2012 the company produced a NAV capital return to shareholders of 12.1%. This compares with the return on the company's benchmark index of 8.6%. In the previous year the NAV return was -1.6% and the benchmark index was -2.0%.

#### ■ Performance against the Company's Peers

The board also monitors the performance relative to a broad range of competitor investment trusts over a range of time periods, taking into account comparative investment policies and objectives.

#### ■ Performance Attribution

The performance attribution is reviewed at each board meeting including the effect on performance of factors including geographical, stock and sector allocation. The analysis for the year ended 30 November 2012 is given in the explanation of the movement in net asset value per ordinary share on page 4.

#### ■ Dividend Distribution

The board has a policy of paying a progressive dividend each year, taking into account inflation and subject to general earnings growth and dividends received in the portfolio. Dividends paid in the past ten years are set out in the Historical Record table on page 22. Dividends have risen in every year and the graph on page 8 shows how the dividend has outpaced inflation.

#### ■ Discount to Net Asset Value (NAV)

The board has a share buy back programme to seek to reduce the volatility of movements in the discount and to enhance the NAV for the remaining shareholders as shares are bought back at a discount. In the year to 30 November 2012 the shares traded between a discount of 5.8% and 16.2% with debt at fair value - averaging 10.9% in the year.

#### ■ Gearing

The company has the facility to gear - borrow money - with the objective of enhancing future returns. The market price of the debt is calculated and reflected in the published net asset values and gearing can be used to help to support dividend payments. Historically, gearing has been in the form of long term fixed rate debentures. The board monitors gearing to ensure that the company's borrowings remain generally within 20% (as a percentage of net assets excluding borrowings).

#### ■ Ongoing Charges

Ongoing charges are operating expenses incurred in the running of the company, whether charged to revenue or capital but excluding financing costs. The ongoing charges figure (OCF) is calculated by dividing operating expenses, that is, the company's management fee and all other ongoing charges by the average net asset value (with debt at fair value) over the period. Since May 2012, ongoing charges have been published by the AIC.

# Directors' Report *(continued)*

Prior to this the total expense ratio (TER) was calculated and published. The TER was expressed as a percentage of total assets less current liabilities; the difference between the two calculations is that the OCF is calculated as a percentage of average net assets which include the debt at fair value. We have included in the table on page 3 both calculations for both periods for comparative purposes. The new methodology is recommended for use by the AIC and takes into account the European rules for open-ended funds, the intention being to allow investors to compare charges on open-ended and closed-ended funds more easily. The ongoing charges figures for the year ended 30 November 2012 was 0.8% (2011 – 0.8%). The TER for the year ended 30 November 2012 was 0.6% (2011 – 0.6%). Performance over ten years is shown on page 22. The Investment Managers' review on pages 10 to 12 includes a review of developments during the year as well as information on investment activity within the company's portfolio.

## Share Capital

Details of the company's share capital are set out in note 11 on page 59. Further to a resolution passed on 16 March 2012, during the year the company purchased 415,669 ordinary shares for cancellation, representing 0.95% of the company's share capital at the beginning of the financial year. Since the year end the company has repurchased 36,000 ordinary shares for cancellation for a consideration of £150,242.

A resolution to renew the authority to purchase shares for cancellation is to be put to shareholders at the forthcoming annual general meeting and the full text is set out in the notice of meeting on pages 73 to 75.

## Future Development

The future development of the company is dependent on the success of the company's investment strategy against the economic environment and market developments. The Chairman gives his view on the outlook in his statement on page 6 and the investment managers discuss their view of the outlook for the company's portfolio in their review on page 12.

## Going Concern

The directors believe that it is appropriate to continue to adopt the going concern basis in preparing the financial statements as the assets of the company consist mainly of securities which are readily realisable and accordingly, that the company has adequate financial resources to continue in operational existence for the foreseeable future. The directors' policy on going concern is set out on page 50.

## Payment Policy

The company agrees with its suppliers the terms on which business will take place and seeks to abide by these. The company had no trade creditors at the end of the year end.

## Environmental Policy

The board has instructed the manager to take into account the impact of environmental policies on the investment prospects of the company's underlying investments.

## Auditor

A resolution to approve the re-appointment of Deloitte LLP will be proposed at the annual general meeting, together with a resolution authorising the directors to determine the auditor's remuneration.

Each of the directors at the date of approval of this report confirms that:

1. so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
2. the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

## Management Contract and Management Fee

The management contract provides for a management fee based on 0.45% per annum of the value of the company's assets after deduction of current liabilities, short term loans under one year and any other funds managed by the manager. The contract can be terminated with six months' notice.

The manager's performance under the contract and the contract terms are reviewed at least annually by the management engagement committee. During the year, the committee met with the manager to review the current investment framework, including the company's objectives and benchmark; level of gearing; sector and geographical portfolio weightings; parameters for the portfolio and future outlook. The committee also reviewed the manager's investment process and considered the investment management performance over various time periods. The committee noted the further improvement in performance. It also considered the level of the management fee, which it found to be appropriate. The committee was satisfied with its review and believes that the continuing appointment of the manager is in the best interests of shareholders as a whole.

## Directors' Report *(continued)*

### Related Party Transactions

During the financial year no transactions with related parties have taken place which would materially affect the financial position or the performance of the company.

### Principal Risks and Uncertainties

The principal risks identified by the board are set out in the table on this page, together with the actions taken to mitigate these risks. A more detailed version of this table, in the form of a Risk Matrix, is reviewed and updated by the board twice yearly. The principal risks and uncertainties faced by the company relate to the nature of its objectives and strategy as an investment company and the markets in which it operates.

Description	Mitigation
<p><b>Investment Strategy</b> An inappropriate investment strategy, e.g., asset allocation or the level of gearing, may lead to underperformance against the company's benchmark index and peer group companies, resulting in the company's shares trading on a wider discount.</p>	<p>The board manages these risks by diversification of investments through its investment restrictions and guidelines which are monitored and on which the board receives reports. RCM (UK) Limited (RCM) provides the directors with management information including performance data and reports and shareholder analyses. The board monitors the implementation and results of the investment process with the investment managers, who attend all board meetings, and reviews data which show risk factors and how they affect the portfolio. The investment managers employ the company's gearing tactically within a strategic range set by the board. The board meets annually specifically to discuss strategy, including investment strategy.</p>
<p><b>Market Volatility</b> Market risk arises from uncertainty about the future prices of the company's investments. It represents the potential loss the company might suffer through holding investments in the face of negative market movements.</p>	<p>The board considers asset allocation, stock selection and levels of gearing at every board meeting and has set investment restrictions and guidelines that are monitored and reported on by RCM. The board also monitors currency movement and determines hedging policy as appropriate. At the year end the company had no hedging in place.</p>
<p><b>Financial and Liquidity Risk</b></p>	<p>The financial risks to the company and the controls in place to manage these risks are disclosed in detail in note 17 beginning on page 61.</p>

In addition to the specific principal risks identified in the table above, the company faces risks to the provision of services from third parties and more general risks relating to compliance with accounting, legal and regulatory requirements, and with corporate governance and shareholder relations issues which could have an impact on the value of shareholders' investments and the company's reputation and market rating. These risks are formally reviewed by the board twice each year. Details of the company's compliance with corporate governance best practice, including information on relations with shareholders, are set out in the Corporate Governance Statement within the Directors' Report beginning on page 31.

The board's reviews of the risks faced by the company also include an assessment of the residual risks after mitigating action has been taken.

# Directors' Report *(continued)*

## Revenue

	2012 £	2012 £
Gross income for the year		8,164,531
<b>Deduct</b>		
Expenses of administration (including investment management fee)	(761,329)	
Finance costs of borrowings	(1,351,267)	
<b>Total expenses</b>		<b>(2,112,596)</b>
<b>Amount subject to taxation</b>		<b>6,051,935</b>
Taxation absorbed		(270,497)
<b>Available for distribution to the ordinary shareholders</b>		<b>5,781,438</b>
<b>Dividends in respect of the financial year</b>		
Interim 5.0p per ordinary share paid 31 August 2012	(2,163,896)	
Final proposed 8.3p per ordinary share payable 22 March 2013	(3,589,162)	
		<b>(5,753,058)</b>
<b>Total transferred to revenue reserve</b>		<b>28,380</b>

The board declared an interim dividend of 5.0p per ordinary share which was paid on 31 August 2012. The board recommends a final dividend for the year ended 30 November 2012 of 8.3p, payable on 22 March 2013, making a total distribution for the year of 13.3p per ordinary share. The next interim dividend payment is expected to be made in August 2013.

The following disclosures are made in accordance with Part 6 of Schedule 7 of the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008.

## Capital Structure

The company's capital structure is set out in note 11 on page 59.

## Voting Rights in the Company's Shares

As at 1 February 2013, the company's capital consisted of:

Share class	Number of shares issued	Voting rights per share	Total voting rights
Ordinary shares of 25p	43,206,918	1	43,206,918
5% Cumulative preference shares of £1	450,000	0	0
<b>Total</b>	<b>43,656,918</b>		<b>43,206,918</b>

These figures remain unchanged as at the date of this report.

## Interests in the Company's Share Capital

At the date of this report, the company was aware of the following interests in the company's share capital greater than 3%: T Thornton Jones (as trustee 16.13%); Sir Hugo Brunner (beneficial 2.26% – as trustee 12.37%); TBH Brunner (beneficial 1.74% – as trustee 4.43%); JHK Brunner (beneficial 4.36% – as trustee 1.93%).

## Directors' Report *(continued)*

Mr T Thornton Jones acts as a co-trustee with Mr TBH Brunner in respect of 1,716,781 ordinary shares (3.94%), which form part of Mr TBH Brunner's trustee holding. Mr T Thornton Jones also acts as co-trustee with Sir Hugo Brunner in respect of 4,508,223 ordinary shares (10.34%) which form part of Sir Hugo Brunner's trustee holdings.

In addition, the company has received notifications of the following interests in the voting rights of the ordinary shares: AXA Investment Managers SA 19.60%; 1607 Capital Partners 12.02%; and M & G Investment Management 3.97%.

### Analysis of Share Register

Based on an analysis of the ordinary share register at 1 February 2013 (12 February 2012).

Shareholder type	February 2013				February 2012			
	Number of holders	%	Number of shares	%	Number of holders	%	Number of shares	%
Private holders	722	63.4	7,580,801	17.5	759	66.3	9,027,526	20.7
Nominees	345	30.3	34,899,210	80.8	342	29.9	33,465,747	76.8
Limited Companies	51	4.5	197,547	0.5	21	1.8	126,541	0.3
Investment Trusts	4	0.3	9,074	-	3	0.3	4,201	-
Banks and Bank Nominees	6	0.5	471,952	1.1	8	0.7	919,457	2.1
Other Institutions	11	1.0	48,334	0.1	11	1.0	51,446	0.1
	<b>1,139</b>	<b>100.0</b>	<b>43,206,918</b>	<b>100.0</b>	<b>1,144</b>	<b>100.0</b>	<b>43,594,918</b>	<b>100.00</b>

Included in 'Nominees' are holdings on behalf of a significant number of private investors.



# Directors' Report *(continued)*

## Directors

Sir William Worsley, Keith Percy and Vivian Bazalgette, having held office for more than nine years, are subject to annual re-election under the provisions of the AIC Code of Corporate Governance and accordingly they are retiring at the annual general meeting and offer themselves for re-election. Notwithstanding the length of service of these directors, the board views them as independent of the manager. Peter Harrison retires and stands for election, this being the first annual general meeting since his appointment to the board in January 2013.

Biographical details of the directors are on pages 24 and 25. The present directors and their interests in the share capital of the company as at 30 November 2012 are set out below.

All of the directors serving during the year were subject to a formal performance appraisal during the course of the year and it was found that each continues to be effective, has the appropriate skills and demonstrated commitment and the necessary time to his role. All directors attended all board and relevant committee meetings during the year.

Ordinary shares of 25p	2012 Beneficial	2012 As Trustee	2011 Beneficial	2011 As Trustee
Keith Percy	4,000	–	4,000	–
Ian Barlow	46,000	–	23,000	–
Vivian Bazalgette	4,000	–	4,000	–
Peter Harrison*	–	–	–	–
Peter Maynard	4,000	–	4,000	–
Sir William Worsley	110,000	513,100	110,000	513,100

\*Appointed to the board on 1 January 2013 and will acquire qualification shares after the announcement of the year end results in February 2013.

No contracts of significance in which directors are deemed to have been interested have subsisted during the year under review. Contracts of service are not entered into with the directors, who hold office in accordance with the Articles of Association.

## Board Composition and Succession

Three of the six directors have served for nine years or more and plans are in place to manage board succession.

## Corporate Governance Statement

The board has considered the principles and recommendations of the AIC Code of Corporate Governance (AIC Code) and been guided by the AIC Corporate Governance Guide for Investment Companies (AIC Guide). Both documents can be found on the AIC website [www.theaic.co.uk](http://www.theaic.co.uk). As confirmed by the Financial Reporting Council following the AIC Corporate Governance Guide enables investment company boards to meet their obligations under the UK Corporate Governance Code and Listing Rules. The company has complied with the recommendations of the AIC Code and the relevant provisions of UK Corporate Governance Code, except in relation to the UK Corporate Governance Code provisions relating to: the role of the chief executive; executive directors' remuneration; the remuneration committee and the need for an internal audit function. For the reasons set out in the AIC Guide, and in the preamble to the UK Corporate Governance Code, the board considers these provisions are not relevant to the company as it is an externally managed investment company. The company has therefore not reported further in respect of these provisions.

## Directors' Report *(continued)*

AIC Code Principles	How the principles are applied
<b>THE BOARD</b>	
<p><b>1</b> The chairman should be independent.</p>	<p>Keith Percy joined the board in January 2004 and has been Chairman since March 2005. The board, under the leadership of the Senior Independent Director, formally reviews the Chairman each year and it considers that Keith Percy is independent both in character and in judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.</p> <p>The Senior Independent Director can provide a sounding board for the Chairman and serve as an intermediary for the other directors when necessary.</p>
<p><b>2</b> A majority of the board should be independent of the manager.</p>	<p>The board is composed of six non-executive directors and all are considered to be independent of the manager. None of the directors has any former association with the manager and each is considered to be independent in character and judgement. Sir William Worsley, Keith Percy and Vivian Bazalgette have served on the board for more than nine years and board members agree that each director maintains his ability to act independently and that their individual experience and perspectives continue to add value. They each stand for re-election annually.</p>
<p><b>3</b> Directors should be submitted for re-election at regular intervals. Nomination for re-election should not be assumed but be based on disclosed procedures and continued satisfactory performance.</p>	<p>New directors stand for election by shareholders at the annual general meeting of the company following their appointment and at three yearly intervals thereafter. Directors with more than nine years' service stand for annual re-election.</p> <p>The board reviews board and board committee composition every year. Further information on the activities of the nomination committee are on page 36.</p>
<p><b>4</b> The board should have a policy on tenure, which is disclosed in the annual report.</p>	<p>Directors' appointments are formally reviewed every three years after the first annual general meeting following their date of joining the board. After nine years on the board, directors' appointments are reviewed annually. No director has a contract of service and a director may resign by notice in writing to the board at any time. A performance review of the board and the individual directors is conducted annually.</p> <p>The company is not a member of the FTSE 350 Index and therefore has no obligation to comply with the AIC Code principle concerning the annual re-election of all directors.</p> <p>The board aims to refresh its composition from time to time; new appointments were made in October 2010 and January 2013, and there are plans to make further changes over the next two years.</p>
<p><b>5</b> There should be full disclosure of information about the board.</p>	<p>The directors' biographies on pages 24 and 25 demonstrate a breadth of investment, industrial, commercial and professional experience and expertise.</p>

## Directors' Report *(continued)*

AIC Code Principles		How the principles are applied
6	The board should aim to have a balance of skills, experience, length of service and knowledge of the company.	The board considers that this aim has been achieved.
7	The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	At the time of the publication of this report, the board is carrying out an evaluation exercise with an independent external facilitator, Genius Methods. Neither the company nor any of the directors have any connection with Genius Methods.
8	Director remuneration should reflect their duties, responsibilities and the value of their time spent.	The Directors' Remuneration Report is on pages 42 and 43.
9	The independent directors should take the lead in the appointment of new directors and the process should be disclosed in the annual report.	The nomination committee, composed of all the independent directors and therefore the full current board, considers the recruitment of new directors and all directors meet a shortlist of candidates. As part of the most recent recruitment process, consultants were appointed to draw up a shortlist to include as wide a spectrum of candidates as possible, including taking gender into account.
10	Directors should be offered relevant training and induction.	When a new director is appointed there is an induction process carried out by the manager. Directors are provided, on a regular basis, with key information on the company's regulatory and statutory requirements and internal financial controls. Changes affecting directors' responsibilities are advised to the board as they arise.
11	The chairman (and the board) should be brought into the process of structuring a new launch at an early stage.	This principle does not apply to the company as it is a long established investment company.

## Directors' Report *(continued)*

### AIC Code Principles

### How the principles are applied

BOARD MEETINGS AND THE RELATIONSHIP WITH THE MANAGER		
12	Boards and managers should operate in a supportive, co-operative and open environment.	The board met six times in the year and also held an annual strategy day. Representatives of the manager, including senior executives of the management company and the investment managers, together with the company secretary attend every meeting and other investment professionals and marketing executives join the meetings from time to time. The Chairman encourages participation and discussion at the meetings.
13	The primary focus at regular board meetings should be a review of investment performance and associated matters such as gearing, asset allocation, marketing/ investor relations, peer group information and industry issues.	Full investment and performance reports are received and discussed at every board meeting and matters such as gearing, asset allocation, marketing and investor relations, peer group information and industry issues are all matters that are covered by the agenda.
14	Boards should give sufficient attention to overall strategy.	The board devotes one day each year to a formal strategy review and continues to monitor the matters discussed throughout the year.
15	The board should regularly review both the performance of, and contractual arrangements with, the manager.	The management engagement committee considers the performance of the manager and the contractual terms of engagement. Further information on the activities of the committee are on page 36.
16	The board should agree policies with the manager covering key operational issues.	The investment management contract covers the provision of operational matters and the board discusses with the manager and agrees policies concerning key operational matters such as corporate governance issues and voting in respect of portfolio holdings, performance reporting methodology including matters such as benchmarking, gearing, share buy backs and investment restrictions.
17	Boards should monitor the level of the share price discount or premium (if any) and, if desirable, take action to reduce it.	The share price is monitored and the net asset value is reported on a daily basis. The board receives reports at each board meeting. The company has a share buy back programme which includes in its aims the intention to reduce discount volatility.
18	The board should monitor and evaluate other service providers.	The audit committee receives and considers internal controls reports from third party service providers and the manager and company secretary report to the committee on their monitoring and evaluation of these services.

## Directors' Report *(continued)*

### AIC Code Principles

### How the principles are applied

SHAREHOLDER COMMUNICATIONS		
19	The board should regularly monitor the shareholder profile of the company and put in place a system for canvassing shareholder views and for communicating the board's views to shareholders.	The Chairman works with the manager to ensure that there is effective communication with the company's shareholders. There is a process for monitoring and analysing the shareholder register and this is reported at each board meeting. Visits to institutional shareholders and private client brokers are offered and carried out in a rolling programme. There is an opportunity for shareholders to meet and communicate with the directors and managers at the company's annual general meeting, at which the portfolio managers give a presentation. The Senior Independent Director provides another point of contact for shareholders.
20	The board should normally take responsibility for, and have a direct involvement in, the content of communications regarding major corporate issues even if the manager is asked to act as spokesman.	The board, or a committee of the board, reviews all major communications by the company.
21	The board should ensure that shareholders are provided with sufficient information for them to understand the risk:reward balance to which they are exposed by holding the shares.	The board agrees with the manager every year a budget for and programme of marketing activity to communicate with investors and to reach a wider audience. In addition to the annual and half-yearly report, both of which are sent to all shareholders and those others who have registered to receive them, the company publishes online and makes available in hard copy a monthly factsheet and publishes daily on its website ( <a href="http://www.brunner.co.uk">www.brunner.co.uk</a> ) the net asset value of the company's shares and many other details of interest to investors.

Attendance by the directors at formal board and committee meetings during the year was as follows:

Director	Board	Board Strategy Day	Audit Committee	Remuneration Committee	Nomination Committee	Management Engagement Committee
No. of meetings	6	1	2	1	1	1
Keith Percy	6	1	2†	1	1	1
Ian Barlow	6	1	2	1	1	1
Vivian Bazalgette	6	1	2	1	1	1
Peter Maynard	6	1	2	1	1	1
Sir William Worsley	6	1	2	1	1	1

† Invited to attend meetings, although not a committee member.

## Directors' Report *(continued)*

### Conflicts of Interest

Under the Companies Act 2006 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. Since 1 October 2008, directors are able to authorise these conflicts and potential conflicts. The board reports annually on the company's procedures for ensuring that its powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

Each of the directors has provided a statement of all conflicts of interest and potential conflicts of interest relating to the company. These statements have been considered and approved by the board. The directors have undertaken to notify the Chairman and company secretary of any proposed new appointments and new conflicts or potential conflicts for consideration, if necessary, by the board. The board has agreed that only directors who have no interest in the matter being considered will be able to take the relevant decision and that in taking the decision the directors will act in a way they consider, in good faith, will be most likely to promote the company's success. The board is able to impose limits or conditions when giving authorisation if it thinks this is appropriate.

The board confirms that its powers of authorisation are operating effectively and that the agreed procedures have been followed.

### Board Committees

#### Audit Committee

The Audit Committee Report is on page 41.

#### Nomination Committee

The nomination committee meets as needed – at least once each year – and makes recommendations on the appointment of new directors and considers the composition and balance of the board. The committee is chaired by Keith Percy, the Chairman of the board, and met once in the last year when it considered the re-election of directors at the annual general meeting. All directors serve on the nomination committee and consider nominations made in accordance with an agreed procedure.

It is the board's policy to use external agencies to draw up lists of candidates as part of the recruitment of new directors. The brief to the recruitment consultant includes the request that the shortlist should include a significant proportion of female candidates. Trust Associates were appointed in the latest board recruitment exercise.

### Management Engagement Committee

The management engagement committee met once in the year to review the Management Agreement and the manager's performance. It has defined terms of reference and consists of the non-executive directors not formerly employed by the manager. It is chaired by Keith Percy, the Chairman of the board.

### Remuneration Committee

The remuneration committee met once in the year and consists of the independent non-executive directors including Keith Percy, Chairman of the board. The committee is chaired by Sir William Worsley. The committee determines and agrees with the board the company's remuneration policy and determines the remuneration of each director within the terms of that policy. The Directors' Remuneration Report is on pages 42 and 43.

The terms of reference for each of the committees may be viewed by shareholders on request and are published on the company's website [www.brunner.co.uk](http://www.brunner.co.uk).

### Internal Control

The directors have overall responsibility for the company's system of internal control. Whilst acknowledging their responsibility for the system of internal control, the directors are aware that such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable but not absolute assurance against material misstatement or loss.

The board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the company. This process has been fully in place throughout the year under review and up to the date of the signing of this Annual Financial Report.

The key elements of the process are as follows:

- In addition to the review of the Risk Matrix (see page 28), every six months, the board receives from the manager a formal report which details any known internal controls failures, including those that are not directly the responsibility of the manager.
- RCM (UK) Limited (RCM), as the appointed manager, provides investment management, accounting and company secretarial services to the company. The manager therefore maintains the internal controls associated with the day to day operation of the company. These responsibilities are included in the Management Agreement between the company and the manager. The manager's systems of internal control are regularly evaluated by its management and monitored by its internal audit department. RCM is authorised and regulated by the Financial Services Authority ('FSA') and its compliance department regularly monitors compliance with FSA rules.

## Directors' Report *(continued)*

- There is a regular review by the board of asset allocation and any risk implications. There are also regular and comprehensive reviews by the board of management accounting information, including revenue and expenditure projections, actual revenue against projections and performance comparisons.
- Authorisation and exposure limits are set and maintained by the board.
- The board meets with senior representatives of RCM and also receives an Internal Controls Report from the manager, together with a report on compliance with the manager's anti-bribery policy.
- The audit committee on behalf of the board reviews the Internal Controls Reports of other third party service providers, including those of RCM and all other providers of administrative and custodian services to RCM or directly to the company. The board has also reviewed the anti-bribery policies of these third parties.

The directors confirm that the audit committee has reviewed the effectiveness of the system of internal control, which it has found to be appropriate.

### Accountability and Audit

The Statement of Directors' Responsibilities in respect of the financial statements is on page 40 and a statement of going concern is on page 27.

The Independent Auditor's Report can be found on page 45.

### Relations with Shareholders

The board strongly believes that the annual general meeting should be an event which private shareholders are encouraged to attend. The annual general meeting is attended by the Chairman of the board, the respective Chairmen of the board's committees and the manager. The number of proxy votes cast in respect of each resolution will be made available at the annual general meeting and is made available on the website [www.brunner.co.uk](http://www.brunner.co.uk) after the meeting.

All correspondence received from shareholders is circulated to directors and discussed by them.

The manager meets with institutional shareholders on a regular basis and reports to the board on matters raised at these meetings. The Chairman and, where appropriate, other directors are available to meet with shareholders to discuss governance and strategy and to understand their issues and concerns.

The notice of meeting sets out the business of the annual general meeting and the special business is explained more fully in the Directors' Report. Separate resolutions are proposed for each substantive issue.

Shareholders who wish to communicate directly with the Chairman or other directors may write care of the company secretary at 155 Bishopsgate, London EC2M 3AD.

### The UK Stewardship Code and Exercise of Voting Powers

The board has delegated discretion to discharge its responsibilities in respect of investments, including the exercise of voting powers on its behalf to the manager, RCM (UK) Limited (RCM).

The Stewardship Code published by the Financial Reporting Council sets out good practice on engagement with investee companies. It is complementary to the UK Corporate Governance Code. The company's manager, RCM has complied with this code and its policy statement on the Stewardship Code can be found on its website: [www.allianzglobalinvestors.co.uk/en/InstitutionalClients/rcm/Consultants/Disclosure/Documents/Stewardship\\_Policy.pdf](http://www.allianzglobalinvestors.co.uk/en/InstitutionalClients/rcm/Consultants/Disclosure/Documents/Stewardship_Policy.pdf). The board has reviewed this policy statement and is satisfied that the company's delegated voting powers are being properly executed. RCM provides the board with a regular report of instances where votes are cast against the resolutions on the company's behalf.

Where directors hold directorships on the boards of companies in which the company is invested, they do not participate in decisions made concerning those investments.

### Corporate Social Responsibility

The board has noted the manager's views on Social Responsibility that it adheres to in engaging with the underlying investee companies and in exercising its delegated responsibilities in voting. RCM has said: "We believe that good corporate governance includes the management of the company's impacts on society and the environment, as these are increasingly becoming a factor in contributing towards maximising long term shareholder value." In its Sustainable Investment Policy Statement, RCM says it "believes that the consideration of environmental, social and governance issues within the investment decision process provides a new and longer-term perspective on evaluating risk and opportunities."

## Directors' Report *(continued)*

### Annual General Meeting

#### **Increase in Articles Limit on Directors' Fees**

Resolution 10 will be proposed to increase the current cap on the aggregate amount of fees payable to directors in any year, contained in the Articles of Association, to £200,000. The board believes that to enable flexibility in respect of succession planning, and in particular to recruit new directors from time to time, it is prudent to keep remuneration at or around market levels. The board is therefore proposing to increase the Articles cap from £150,000 to £200,000. The cap was last increased, from £125,000 to the present limit, in 2008. The increase will allow new directors to overlap with retiring directors and ensure that any overlap of directors' service does not breach the aggregate fees the company is permitted to pay. The Directors' Remuneration Report on pages 42 and 43 contains further details of the directors' fee policy and remuneration.

#### **Allotment of New Shares**

A resolution authorising the directors to allot new share capital for cash was passed at the annual general meeting of the company on 16 March 2012 under section 551 of the Companies Act 2006. The current authority will expire on 16 June 2013 and approval is therefore sought for the renewal of this authority and for the granting of an authority to allot shares other than on a pro rata basis to existing shareholders until the conclusion of the annual general meeting in 2014. This authority will be limited to one third of the issued share capital which is in line with current ABI guidelines. Renewal of the authority to disapply pre-emption rights will be sought under section 570 of the Companies Act 2006.

Accordingly resolution 11 as set out in the notice of meeting on page 73 will be proposed as an ordinary resolution and resolution 12 will be proposed as a special resolution.

The directors do not currently intend to allot shares under these authorities other than to take advantage of opportunities in the market as they arise and only if they believe it would be advantageous to the company's existing shareholders to do so. The directors confirm that no allotments of new shares will be made unless the lowest market offer price of the ordinary shares is at least at a premium to net asset value.

#### **Takeover Code Requirements**

Under Rule 9 of the City Code on Takeovers and Mergers (the Code) when: (i) a person acquires an interest in shares which (taken together with shares in which he and persons acting in concert (as defined in the Code) with him are interested) carry 30% or more of the voting rights of a company subject to the Code; or (ii) any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% of the voting rights of a company subject to the Code, but does not hold shares carrying more than 50% of the voting rights of the company, and such person, or any persons acting in concert with him, acquires an interest in any shares which increase the percentage of shares carrying voting rights in which he is interested, then in either case, that person together with the persons acting in concert with him, is normally required to extend offers in cash, at the highest price paid by him (or any persons acting in concert with him) for shares in the company within the preceding 12 months, to the holders of any class of equity share capital whether voting or non voting and also to the holders of any other class of transferable securities carrying voting rights.

Rule 37 of the Code states that when a company redeems or purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purposes of Rule 9. However, Note 1 to Rule 37.1 states that a person who comes to exceed the limits in Rule 9.1 in consequence of a company's redemption or purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, acting in concert with any of the directors. A person who has appointed a representative to the board of the company, and investment managers of investment trusts, will be treated for these purposes as a director.

Mr TBH Brunner, Sir Hugo Brunner and members of their immediate family (the 'Connected Parties'), are treated as acting in concert for the purposes of the Code. The Connected Parties currently hold 31.22% of the ordinary share capital of the company. If the proposed buy back authority were to be used in full, the repurchase of ordinary shares could result in the Connected Parties holding 36.72% of the reduced ordinary share capital of the company (assuming that the Connected Parties did not sell any ordinary shares in connection with the exercise



## Directors' Report *(continued)*

of the buy back authority). The board is of the view that none of the Connected Parties is acting in concert with any of the current directors and that consequently, pursuant to Note 1 of Rule 37 of the Code, there would be no obligation under Rule 9 of the Code for a general offer to be made to shareholders if the proposed buy back authority were to be used and the shareholdings of the Connected Parties increased accordingly. If the Connected Parties are interested in 30.00% or more of the ordinary share capital of the company following the exercise of the share buy back authority, such Connected Parties will not be able to acquire further interests in ordinary shares without triggering an obligation to make an offer pursuant to Rule 9 of the Code.

### **Continuation of Share Buy Back Programme**

As referred to in the Chairman's statement, the board is proposing the renewal of the company's authority under section 701 of the Companies Act 2006, to purchase ordinary shares in the market for cancellation. Accordingly, resolution 13 will be proposed as a special resolution at the AGM. The board believes that such purchases in the market at appropriate times and prices may be a suitable method of enhancing shareholder value. The company would make either a single purchase or a series of purchases, when market conditions are suitable, with the aim of maximising the benefits to shareholders and within guidelines set from time to time by the board.

Where purchases are made at prices below the prevailing net asset value of the ordinary shares, this enhances net asset value for the remaining shareholders. It is therefore intended that purchases will only be made at prices below net asset value, with the purchases to be funded from the realised capital profits of the company (which are currently in excess of £160 million). The rules of the UK Listing Authority limit the price which may be paid by the company to 105% of the average middle market quotation for an ordinary share on the five business days immediately preceding the date of the relevant purchase. The minimum price to be paid will be 25p per ordinary share (being the nominal value). Additionally, the board believes that the company's ability to purchase its own shares should create additional demand for the ordinary shares in the market and that this increase in liquidity should assist shareholders wishing to sell their ordinary shares. Overall this share buy back proposal should help to reduce the discount to net asset value at which the company's shares currently trade.

Under the Financial Services Authority Listing Rules, a company is permitted to purchase up to 14.99% of its equity share capital through market purchases pursuant to a general authority granted by shareholders in general meeting.

The current authority which permits the company to purchase up to 14.99% of the ordinary shares, expires at the conclusion of the forthcoming annual general meeting. The board believes that the company should continue to have authority to make market purchases of its own ordinary shares for cancellation. The board is therefore seeking to renew its power to make market purchases of ordinary shares for cancellation. Accordingly, a special resolution to authorise the company to make market purchases of up to 14.99% of the company's issued ordinary share capital will be proposed. The authority to make market purchases of up to 14.99% of the company's issued ordinary share capital is equivalent to 6,476,717 ordinary shares provided there is no change in the issued share capital between the date of this report and the annual general meeting to be held on 19 March 2013.

The authority will last until the annual general meeting of the company to be held in 2014 or the expiry of 18 months from the date of the passing of this resolution, whichever is the earlier. The authority will be subject to renewal by shareholders at subsequent annual general meetings.

### **Additional Information**

The directors, whose names are set out on pages 24 and 25 of this document, accept responsibility for the information contained in the sections of this report headed 'Continuation of share buy back programme', 'Takeover Code Requirements' and 'Interests in the company's share capital' and this section and, to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in these sections is in accordance with the facts and does not omit anything that is likely to affect the import of such information.

The directors unanimously recommend shareholders to vote in favour of resolution 13 to be proposed at the annual general meeting in relation to the renewed authority for the repurchase of shares as they intend to do in respect of their respective holdings of ordinary shares.

*By order of the board*  
*Kirsten Salt*  
*Company Secretary*  
*12 February 2013*

## Statement of Directors' Responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the 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 accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

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

### Statement under Disclosure and Transparency Rule 4.1.12

The directors at the date of the approval of this Report each confirm to the best of their knowledge that:

- the financial statements, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the company; and
- the Annual Financial 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 they face.

*For and on behalf of the board*

*Keith Percy*

*Chairman*

*12 February 2013*

# Audit Committee Report

The principal role of the committee is to assist the board in relation to the reporting of financial information, review of financial controls and management of risk. The committee has defined terms of reference and duties and the terms of reference are published on the company's website.

The audit committee comprises all of the directors, except for the Chairman who is in attendance as are representatives of the manager. I am the Chairman of the audit committee, and as you will see from my biography on page 24, I am a Chartered Accountant and until 2008, I was Senior Partner, London at KPMG. The board reviews the composition of the audit committee and it considers that, collectively, its members have sufficient recent and relevant financial experience to discharge their responsibilities fully.

During the year the committee met twice. It reviewed the company's accounting policies and considered their appropriateness, reviewed the annual and half-yearly financial reports and considered the auditor's report on the annual financial statements. It also approved the terms of appointment of the auditor, monitored the audit process, assessed the auditor's independence, objectivity and effectiveness including the provision of non-audit services by the firm, and determined that they have had no impact on the auditor's independence and objectivity, and recommended to the board that the re-appointment of the auditor be put to the shareholders.

The committee also reviewed the process by which risks are identified and managed.

The audit committee continues to believe that the company does not require an internal audit function of its own as it delegates its day-to-day operations to third parties from whom it receives internal control reports. Such reports from third party auditors on the internal controls maintained on behalf of the company by RCM and by all other providers of administrative and custodian services to RCM or directly to the company were reviewed during the year.

As the company has no employees it does not have a formal policy concerning the raising, in confidence, of any concerns about improprieties for appropriate independent investigation. The audit committee has, however, received and noted the manager's policy on this matter.

*Ian Barlow FCA CTA  
Audit Committee Chairman  
12 February 2013*

# Directors' Remuneration Report

This report is submitted in accordance with the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008, Schedule 8 for the year ended 30 November 2012. An ordinary resolution for the approval of this report will be put to shareholders at the forthcoming annual general meeting.

## The Board

The board of directors is composed solely of non-executive directors. The determination of the directors' fees is guided by the recommendations of the remuneration committee which is made up of the independent directors and is chaired by Sir William Worsley.

## Policy on Directors' Remuneration

Directors meet at least six times each year. The audit committee meets twice each year and the other board committees meet at least once each year.

Directors retire and offer themselves for re-election at least once every three years and annually after nine years. No director has a service contract with the company. The company's policy is for the directors to be remunerated in the form of fees, payable quarterly in arrears. In accordance with the AIC Code of Corporate Governance, there are no long term incentive schemes and fees are not related to the individual director's performance, neither to the performance of the board as a whole.

The company's Articles of Association currently limit the aggregate fees payable to the board of directors to a total of £150,000 per annum. The directors are proposing an ordinary resolution at the forthcoming AGM (resolution 10) to increase the current limit on the aggregate amount of fees payable to directors in any year to £200,000. A further explanation of resolution 10 appears in the Directors' Report on page 38. The board's policy, subject to this overall limit, is to determine the level of directors' fees having regard to the level of fees payable to non-executive directors in the investment trust industry generally, the role that individual directors fulfil, and the time committed to the company's affairs. The board believes that levels of remuneration should be sufficient to attract and retain non-executive directors to oversee the company.

The performance graph overleaf measures the company's share price and net asset value performance against the benchmark index; 50% FTSE All-Share and 50% FTSE World (ex UK) Index (£). An explanation of the company's performance is given in the Chairman's Statement and the Investment Managers' Review.

## Directors' Indemnities

Directors' and Officers' Liability insurance cover is held by the company. As permitted by the company's Articles of Association, the company has granted indemnities to the directors.

## Remuneration

The policy is to review directors' fee rates from time to time, but reviews will not necessarily result in a change to the rates. In the year under review the directors were paid at a rate of £20,000 per annum and the Chairman at a rate of £33,500 per annum, with an additional £3,000 for the Chairman of the Audit Committee, and an additional £2,000 for the Senior Independent Director. The fees were reviewed in January 2013 and no change was made at this time. The current fees have applied since 1 December 2011; prior to this the fees had been unchanged for two years. The fees will be reviewed in early 2014 in the light of current developments.

# Directors' Remuneration Report *(continued)*

## Directors' Emoluments

The directors' emoluments during the year and in the previous year are as follows:

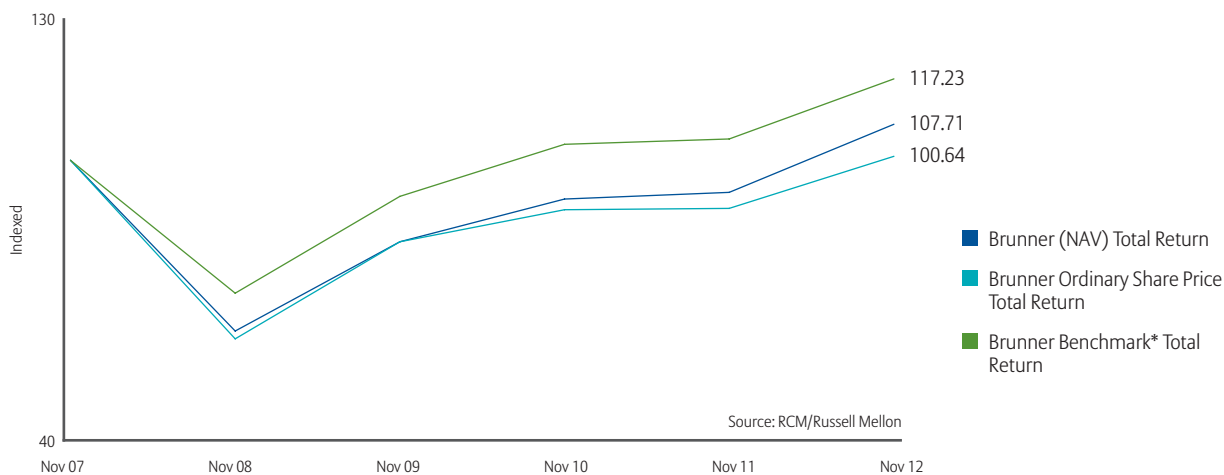
	Directors' fees	
	2012 £	2011 £
Ian Barlow	23,000	20,750
Vivian Bazalgette	20,000	18,750
Peter Maynard	20,000	18,750
Keith Percy	33,500	31,250
Sir William Worsley	22,000	20,750
<b>Total</b>	<b>118,500</b>	<b>110,250</b>

## Performance Graph

The graph below measures the company's share price and net asset value performance against the benchmark index.\*

### The Brunner Investment Trust PLC

30 November 2007 - 30 November 2012



\* 50:50 FTSE All-Share and FTSE World (ex UK) Index (£).

Sir William Worsley  
Remuneration Committee Chairman  
12 February 2013

The Brunner Investment Trust PLC

# Financial Statements



# Independent Auditor's Report to the Members of The Brunner Investment Trust PLC

We have audited the financial statements of The Brunner Investment Trust plc for the year ended 30 November 2012 which comprise the Income Statement, the Reconciliation of Movements in Shareholders' Funds, the Balance Sheet, the Cash Flow Statement, the Statement of Accounting Policies and the related notes 1 to 19. 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 Auditor

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

## Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## 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 30 November 2012 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## 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; and
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

We have nothing to report in respect of the following:

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 contained within the Directors' Report, in relation to going concern;
- the part of the Corporate Governance Statement relating to the company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the report to the shareholders by the board on directors' remuneration.

*Stuart McLaren (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP, Chartered Accountants  
and Statutory Auditor London, England  
12 February 2013*

# Income Statement

for the year ended 30 November 2012

	Notes	2012 Revenue £	2012 Capital £	2012 Total Return £	2011 Revenue £	2011 Capital £	2011 Total Return £
Net gains (losses) on investments at fair value	8	-	28,148,864	28,148,864	-	(581,150)	(581,150)
Net gains (losses) on foreign currencies	-	-	3,222	3,222	-	(6,122)	(6,122)
Income	1	8,164,531	-	8,164,531	7,821,886	-	7,821,886
Investment management fee	2	(363,578)	(848,349)	(1,211,927)	(365,095)	(851,889)	(1,216,984)
Administration expenses	3	(397,751)	(9,014)	(406,765)	(366,487)	(25,575)	(392,062)
<b>Net return before finance costs and taxation</b>		<b>7,403,202</b>	<b>27,294,723</b>	<b>34,697,925</b>	<b>7,090,304</b>	<b>(1,464,736)</b>	<b>5,625,568</b>
Finance costs: interest payable and similar charges	4	(1,351,267)	(3,099,625)	(4,450,892)	(1,355,941)	(3,111,337)	(4,467,278)
<b>Net return on ordinary activities before taxation</b>		<b>6,051,935</b>	<b>24,195,098</b>	<b>30,247,033</b>	<b>5,734,363</b>	<b>(4,576,073)</b>	<b>1,158,290</b>
Taxation	5	(270,497)	-	(270,497)	(238,844)	-	(238,844)
<b>Net return on ordinary activities attributable to ordinary shareholders</b>		<b>5,781,438</b>	<b>24,195,098</b>	<b>29,976,536</b>	<b>5,495,519</b>	<b>(4,576,073)</b>	<b>919,446</b>
<b>Return per ordinary share (basic and diluted)</b>	<b>7</b>	<b>13.34p</b>	<b>55.81p</b>	<b>69.15p</b>	<b>12.28p</b>	<b>(10.23p)</b>	<b>2.05p</b>

Dividends to be distributed in respect of the financial year ended 30 November 2012 total 13.30p (2011 - 12.80p), amounting to £5,753,058 (2011 - £5,598,187). Details are set out in note 6.

The total return column of this statement is the profit and loss account of the company.

The supplementary revenue and capital columns are both prepared under the guidance published by the Association of Investment Companies.

All revenue and capital items in the above statement derive from continuing operations. No operations were acquired or discontinued in the year.

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.

The notes on pages 50 to 68 form an integral part of these Financial Statements.



# Reconciliation of Movements in Shareholders' Funds

for the year ended 30 November 2012

	Notes	Called up Share Capital £	Capital Redemption Reserve £	Capital Reserve £	Revenue Reserve £	Total £
Net assets at 1 December 2010		11,437,201	4,562,799	188,279,687	13,466,946	217,746,633
Revenue return		-	-	-	5,495,519	5,495,519
Shares repurchased during the year		(522,554)	522,554	(8,619,112)	-	(8,619,112)
Dividends on ordinary shares	6	-	-	-	(5,466,641)	(5,466,641)
Capital return		-	-	(4,576,073)	-	(4,576,073)
<b>Net assets at 30 November 2011</b>		<b>10,914,647</b>	<b>5,085,353</b>	<b>175,084,502</b>	<b>13,495,824</b>	<b>204,580,326</b>
Net assets at 1 December 2011		10,914,647	5,085,353	175,084,502	13,495,824	204,580,326
Revenue return		-	-	-	5,781,438	5,781,438
Shares repurchased during the year		(103,918)	103,918	(1,721,928)	-	(1,721,928)
Dividends on ordinary shares	6	-	-	-	(5,651,489)	(5,651,489)
Unclaimed dividends over 12 years		-	-	-	10,629	10,629
Capital return		-	-	24,195,098	-	24,195,098
<b>Net assets at 30 November 2012</b>		<b>10,810,729</b>	<b>5,189,271</b>	<b>197,557,672</b>	<b>13,636,402</b>	<b>227,194,074</b>

The notes on pages 50 to 68 form an integral part of these Financial Statements.

# Balance Sheet

for the year ended 30 November 2012

	Notes	2012 £	2012 £	2011 £
<b>Fixed assets</b>				
Investments held at fair value through profit or loss	8		266,000,192	250,582,706
<b>Current assets</b>				
Debtors	10	1,194,384		1,380,551
Cash at bank	10	11,962,244		7,410,882
		<b>13,156,628</b>		<b>8,791,433</b>
Creditors - amounts falling due within one year	10	(1,890,435)		(4,504,600)
<b>Net current assets</b>			<b>11,266,193</b>	<b>4,286,833</b>
<b>Total assets less current liabilities</b>			<b>277,266,385</b>	<b>254,869,539</b>
Creditors - amounts falling due after more than one year	10		(50,072,311)	(50,289,213)
<b>Total net assets</b>			<b>227,194,074</b>	<b>204,580,326</b>
<b>Capital and reserves</b>				
Called up share capital	11		10,810,729	10,914,647
Capital redemption reserve	12		5,189,271	5,085,353
Capital reserve	12		197,557,672	175,084,502
Revenue reserve	12		13,636,402	13,495,824
<b>Equity shareholders' funds</b>	<b>13</b>		<b>227,194,074</b>	<b>204,580,326</b>
<b>Net asset value per ordinary share</b>	<b>13</b>		<b>525.4p</b>	<b>468.6p</b>

The financial statements of The Brunner Investment Trust PLC, company number 226323, were approved and authorised for issue by the board of directors on 12 February 2013 and signed on its behalf by:

*Keith Percy*

The notes on pages 50 to 68 form an integral part of these Financial Statements.

# Cash Flow Statement

for the year ended 30 November 2012

	Notes	2012 £	2012 £	2011 £
<b>Net cash inflow from operating activities</b>	15		6,758,798	6,235,718
<b>Return on investments and servicing of finance</b>				
Interest paid		(4,644,862)		(4,649,838)
Dividends paid on preference stock		(22,500)		(22,500)
<b>Net cash outflow from servicing of financing</b>			(4,667,362)	(4,672,338)
<b>Capital expenditure and financial investment</b>				
Purchase of fixed asset investments		(55,764,938)		(100,799,165)
Sale of fixed asset investments		65,584,820		110,366,862
<b>Net cash inflow from financial investment</b>			9,819,882	9,567,697
Equity dividends paid			(5,651,489)	(5,466,641)
Unclaimed dividends over 12 years			10,629	-
<b>Net cash inflow before financing</b>			6,270,458	5,664,436
<b>Financing</b>				
Repurchase of ordinary shares for cancellation			(1,722,318)	(8,622,487)
<b>Increase (decrease) in cash</b>	16		4,548,140	(2,958,051)

The notes on pages 50 to 68 form an integral part of these Financial Statements.

# Statement of Accounting Policies

for the year ended 30 November 2012

- 1. Financial statements** - The financial statements have been prepared under the historical cost basis, except for the measurement at fair value of the investments, and in accordance with the United Kingdom law and United Kingdom Generally Accepted Accounting Practice (UK GAAP) and the Statement of Recommended Practice - 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' (SORP) issued January 2009 by the Association of Investment Companies.

In order to better reflect the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the Income Statement between items of revenue and capital nature has been presented alongside the Income Statement. In accordance with the company's Articles of Association, net capital returns may not be distributed by way of dividend.

The accounting policies adopted in preparing the current year's financial statements are consistent with those of previous years.

The directors believe that it is appropriate to continue to adopt the going concern basis in preparing the financial statements as the assets of the company consist mainly of securities, which are readily realisable and significantly exceed liabilities. Accordingly, the directors believe that the company has adequate financial resources, to continue in operational existence for the foreseeable future. The company's business, the principal risks and uncertainties it faces, together with the factors likely to affect its future development, performance and position are set out in the Directors' Report, Business Review section on pages 26 to 37.

- 2. Revenue** - Dividends received on equity shares are accounted for on an ex-dividend basis. UK dividends are shown net of tax credits and foreign dividends are grossed up at the appropriate rate of withholding tax. Income on debt securities is recognised on an effective yield basis which takes account of any discounts or premiums arising on purchase price, compared to final maturity over the remaining life of the security.

Special dividends are recognised on an ex-dividend basis and treated as a capital or revenue item depending on the facts and circumstances of each dividend.

Where the company has elected to receive its dividends in the form of additional shares rather than in cash, the equivalent of the cash dividend is recognised as income. Any excess in the value of the shares received over the amount of the cash dividend is recognised in capital reserves.

Deposit interest receivable is accounted for on an accruals basis.

Commissions in respect of underwriting are recognised when the underwritten issue closes and are generally recognised within the Income Statement as revenue. Where, however, the company is required to take up a proportion of the shares underwritten, the same proportion of the shares underwritten is recognised as capital, with the balance recognised as revenue.

- 3. Investment management fee and administrative expenses** - The investment management fee is calculated on the basis set out in note 2 to the financial statements and is charged to capital and revenue in the ratio 70:30 to reflect the company's investment policy and prospective capital and income growth. Other administrative expenses are charged in full to revenue, except custodian handling charges on investment transactions which are charged to capital. All expenses are on an accruals basis.
- 4. Valuation** - As the company's business is investing in financial assets with a view to profiting from their total return in the form of increases in fair value, financial assets are designated as held at fair value through profit or loss in accordance with FRS 26 'Financial instruments: Recognition and Measurement'. The company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy, and information about the investments is provided on this basis to the board.

Investments held at fair value through profit or loss are initially recognised at fair value. After initial recognition, these continue to be measured at fair value, which for quoted investments is either the bid price or the last traded price depending on the convention of the exchange on which they are listed. Gains or losses on investments are recognised in the capital column of the Income Statement. Purchases and sales of financial assets are recognised on the trade date, being the date which the company commits to purchase or sell assets.

# Statement of Accounting Policies *(continued)*

for the year ended 30 November 2012

5. **Finance costs** - In accordance with the Financial Reporting Standard 25 'Financial Instruments: Disclosure and Presentation' and FRS 26 'Financial Instruments: Recognition and Measurement', long term borrowings are stated at amortised cost being the amount of net proceeds on issue plus accrued finance costs to date. Finance costs are calculated over the term of the debt on the effective interest rate basis.

Where debt is issued at a premium, the premium is amortised over the term of the debt on the effective interest rate basis.

Finance costs net of amortised premiums are charged to capital and revenue in the ratio 70:30 to reflect the board's investment policy and prospective split of capital and revenue returns.

Dividends payable on the 5% cumulative preference stock are classified as an interest expense and are charged in full to revenue.

6. **Taxation** - Where expenses are allocated between capital and revenue, any tax relief obtained in respect of those expenses is allocated between capital and revenue on the marginal method and the company's effective rate of tax for the accounting period. Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax or a right to pay less tax in the future have occurred. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

A deferred tax asset is recognised when it is more likely than not that the asset will be recoverable. Deferred tax is measured on a non-discounted basis at the rate of corporation tax that is expected to apply when the timing differences are expected to reverse.

7. **Shares repurchased and subsequently cancelled** - Share capital is reduced by the nominal value of the shares repurchased, and the capital redemption reserve is correspondingly increased in accordance with section 733 Companies Act 2006. The full cost of the repurchase is charged to the capital reserve, within Gains (Losses) on Sales of Investments.

8. **Dividends** - In accordance with FRS 21 'Events After the Balance Sheet Date', the final dividend proposed on ordinary shares is recognised as a liability when approved by shareholders. Interim dividends are recognised only when paid.

9. **Foreign Currency** - In accordance with FRS 23 'The effect of Changes in Foreign Currency Exchange Rates', the company is required to nominate a functional currency, being the currency in which the company predominately operates. The functional and reporting currency is sterling, reflecting the primary economic environment in which the company operates. Transactions in foreign currencies are translated into sterling at the rates of exchange ruling on the date of the transaction. Foreign currency monetary assets and liabilities are translated into sterling at the rates of exchange ruling at the balance sheet date. Profit and losses thereon are recognised in the capital column of the income statement and taken to the capital reserve.

# Notes to the Financial Statements

for the year ended 30 November 2012

## 1. Income

	2012 £	2011 £
<b>Income from Investments*</b>		
Equity income from UK investments†	4,708,075	4,686,085
Equity income from overseas investments††	2,701,329	2,398,957
Stock dividends from overseas investments	21,979	16,726
Interest from UK fixed income investments	707,490	702,354
	<b>8,138,873</b>	<b>7,804,122</b>
<b>Other Income</b>		
Deposit interest	19,192	17,764
Underwriting commission	6,466	-
	<b>25,658</b>	<b>17,764</b>
<b>Total income</b>	<b>8,164,531</b>	<b>7,821,886</b>

\* All dividend income is derived from listed investments.

† Includes special dividends of £nil (2011 - £159,990).

†† Includes special dividends of £162,870 (2011 - £92,843).

## 2. Investment Management Fee

	2012 Revenue £	2012 Capital £	2012 Total £	2011 Revenue £	2011 Capital £	2011 Total £
Investment management fee	363,578	848,349	1,211,927	365,095	851,889	1,216,984

The company's manager is RCM (UK) Limited (RCM). The contract provides for a management fee based on 0.45% per annum of the value of the assets after deduction of current liabilities, short term loans under one year and other funds managed by RCM.

The provision of investment management services, company administrative and secretarial services by RCM under the Management and Administration Agreement may be terminated by either the company or RCM on not less than six months' notice.

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 3. Administration Expenses

	2012 £	2011 £
<b>Auditor's remuneration</b>		
for audit services	22,518	20,965
for non audit services - certification of borrowing covenants	7,500	-
VAT on auditor's remuneration	6,004	4,729
	<b>36,022</b>	<b>25,694</b>
Directors' fees	118,500	110,250
Custody fees	39,492	36,611
Registrars' fees	20,529	20,147
Association of Investment Companies' fees	22,606	22,964
Marketing costs	48,337	72,818
Printing and postage	17,636	12,533
Directors' and officers' liability insurance	13,104	12,014
Professional and advisory fees	43,433	21,434
Other	49,719	42,163
VAT recovered	(11,627)	(10,141)
	<b>397,751</b>	<b>366,487</b>

(i) The above expenses include value added tax where applicable.

(ii) Directors' fees are set out in the Directors' Remuneration Report on page 43.

(iii) Custodian handling charges of £9,014 were charged to capital (2011 - £25,575).

## 4. Finance Costs: Interest Payable and Similar Charges

	2012 Revenue £	2012 Capital £	2012 Total £	2011 Revenue £	2011 Capital £	2011 Total £
On Stepped Rate Interest Loan repayable after more than five years	611,747	1,427,409	2,039,156	613,344	1,431,135	2,044,479
On Fixed Rate Interest Loan repayable after more than five years	716,664	1,672,216	2,388,880	720,086	1,680,202	2,400,288
5% Cumulative Preference Stock repayable after more than five years	22,500	-	22,500	22,500	-	22,500
On Sterling overdraft	356	-	356	11	-	11
	<b>1,351,267</b>	<b>3,099,625</b>	<b>4,450,892</b>	<b>1,355,941</b>	<b>3,111,337</b>	<b>4,467,278</b>

## Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

### 5. Taxation

	2012 Revenue £	2012 Capital £	2012 Total £	2011 Revenue £	2011 Capital £	2011 Total £
Overseas taxation	270,497	-	270,497	238,844	-	238,844
<b>Current tax charge</b>	<b>270,497</b>	<b>-</b>	<b>270,497</b>	<b>238,844</b>	<b>-</b>	<b>238,844</b>

#### Reconciliation of tax charge

Return on ordinary activities before taxation	6,051,935	24,195,098	30,247,033	5,734,363	(4,576,073)	1,158,290
Corporation tax 24.67% (2011 - 26.67%)	1,492,811	5,968,124	7,460,935	1,529,355	(1,220,439)	308,916

#### Effects of

Non taxable income	(1,822,223)	-	(1,822,223)	(1,895,705)	-	(1,895,705)
Non taxable capital gains	-	(6,944,181)	(6,944,181)	-	156,625	156,625
Disallowable expenses	5,934	2,640	8,574	6,618	7,232	13,850
Overseas tax suffered	270,497	-	270,497	238,844	-	238,844
Excess of allowable expenses over taxable income	323,478	973,417	1,296,895	358,069	1,056,582	1,414,651
Accrued income taxable on receipt	-	-	-	1,663	-	1,663
<b>Current tax charge</b>	<b>270,497</b>	<b>-</b>	<b>270,497</b>	<b>238,844</b>	<b>-</b>	<b>238,844</b>

The company's taxable income is exceeded by its tax allowable expenses, which include both the revenue and capital elements of the management fee and finance costs.

As at 30 November 2012, the company had accumulated surplus expenses of £56.3 million (2011 - £51.0 million) and eligible unrelieved foreign tax of nil (2011 - nil).

As at 30 November 2012 the company has not recognised a deferred tax asset of £13.0 million (2011 - £12.8 million) in respect of accumulated expenses, based on a prospective corporation tax rate of 23% (2011 - 25%). The reduction in the standard rate of corporation tax was substantively enacted on 3 July 2012 and is effective from 1 April 2013. A further reduction to the main rate is proposed to reduce the rate by 1% to 22% in April 2014. Provided the company continues to maintain its current investment profile, it is unlikely that the expenses will be utilised and that the company will obtain any benefit from this asset.

The company will continue to seek approval under section 1158 of the Corporation Taxes Act 2010 for the current year and the foreseeable future. The company has not therefore provided deferred tax on any capital gains and losses arising on the disposal of investments.



# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 6. Dividends on Ordinary Shares

	2012 £	2011 £
<b>Dividends paid on ordinary shares</b>		
Final - 8.00p paid 23 March 2012 (2011 - 7.40p)	3,487,593	3,361,141
Interim - 5.00p paid 31 August 2012 (2011 - 4.80p)	2,163,896	2,105,500
	<b>5,651,489</b>	<b>5,466,641</b>

Dividends payable at the year end are not recognised as a liability under FRS 21 'Events After Balance Sheet Date' (see page 51 - Statement of Accounting Policies). Details of these dividends are set out below.

	2012 £	2011 £
Final dividend - 8.30p payable 22 March 2013 (2012 – 8.0p)	3,589,162	3,492,687
	<b>3,589,162</b>	<b>3,492,687</b>

The proposed final dividend accrued is based on the number of shares in issue at the year end. However, the dividend payable will be based on the numbers of shares in issue on the record date and will reflect any purchases and cancellations of shares by the company settled subsequent to the year end.

Ordinary dividends paid by the company carry a tax credit at a rate of 10%. The credit discharges the tax liability of shareholders subject to income tax at less than the higher rate. Shareholders liable to pay tax at the higher and additional rates will have further tax to pay.

## 7. Return per Ordinary Share

	2012 Revenue £	2012 Capital £	2012 Total £	2011 Revenue £	2011 Capital £	2011 Total £
Return attributable to ordinary shareholders	5,781,438	24,195,098	29,976,536	5,495,519	(4,576,073)	919,446
Return per ordinary share	13.34p	55.81p	69.15p	12.28p	(10.23p)	2.05p

The return per ordinary share is based on a weighted average number of shares of 43,351,553 (2011 - 44,745,974) ordinary shares in issue.

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 8. Fixed Asset Investments

	2012 £	2011 £
<b>Listed at market valuation on recognised Stock Exchanges</b>		
United Kingdom	147,819,977	142,382,609
Overseas	118,151,699	108,171,581
	<b>265,971,676</b>	<b>250,554,190</b>
<b>Unlisted at directors' valuation</b>		
United Kingdom	28,516	28,516
<b>Total investments</b>	<b>266,000,192</b>	<b>250,582,706</b>
Market value of investments brought forward	250,582,706	258,009,976
Investment holding gains brought forward	(14,825,722)	(28,181,643)
<b>Cost of investments held brought forward</b>	<b>235,756,984</b>	<b>229,828,333</b>
Additions at cost	52,885,504	103,307,668
Disposals at cost	(58,974,908)	(97,379,017)
<b>Cost of investments held at 30 November</b>	<b>229,667,580</b>	<b>235,756,984</b>
Investment holding gains at 30 November	36,332,612	14,825,722
<b>Market value of investments held at 30 November</b>	<b>266,000,192</b>	<b>250,582,706</b>
<b>Net gains (losses) on investments</b>		
Net investment holding gains on sales of investments based on historical costs	6,609,912	12,366,684
Adjustment for net investment holding losses (gains) recognised in previous years	135,398	(10,533,171)
<b>Net gains on sales of investments based on carrying value at previous balance sheet date</b>	<b>6,745,310</b>	<b>1,833,513</b>
Net investment holding gains (losses) arising in the year	21,371,492	(2,822,750)
<b>Net gains (losses) on sales of investments before special dividends</b>	<b>28,116,802</b>	<b>(989,237)</b>
Special dividends credited to capital	32,062	408,087
<b>Net gains (losses) on investments</b>	<b>28,148,864</b>	<b>(581,150)</b>

The board considers that the company's unlisted investments are not material to the financial statements. No material disposals of unlisted investments took place during the year.

Included in the cost of investments are transaction costs and stamp duty on purchases of £160,745 (2011 - £278,273) and transaction costs on sales of £58,970 (2011 - £116,024).

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 9. Investments in other companies

The company held more than 10% of the share capital of the following companies at 30 November 2012.

Company	Class of Shares Held	%
First Debenture Finance PLC (FDF)	'A' Shares	50.0
First Debenture Finance PLC	'B' Shares	50.0
First Debenture Finance PLC	'C' Shares	50.0
First Debenture Finance PLC	'D' Shares	50.0
Fintrust Debenture PLC (Fintrust)	Ordinary Shares	50.0

These companies are incorporated in Great Britain and registered in England and Wales.

In the opinion of the directors, the company is not in a position to exert significant influence over the financial operating policies of FDF or Fintrust, either through voting rights or through agreement with those companies' other shareholders, due to provisions in FDF and Fintrust's Articles of Association and in certain contracts between the company and each of FDF and Fintrust. Accordingly, FDF and Fintrust are not considered to be Associate Undertakings as per FRS9 and are therefore included in the balance at the directors' valuation. FDF and Fintrust are the lenders of the company's Stepped Rate Interest Loan and Fixed Rate Interest Loan, as detailed in notes 10(i) and 10(ii), respectively. Apart from the finance costs, there were no other transactions between FDF, Fintrust and the company during the year.

## 10. Current Assets and Creditors

	2012 £	2011 £
<b>Debtors</b>		
Accrued income	1,160,091	1,324,967
Other debtors	34,293	55,584
	<b>1,194,384</b>	<b>1,380,551</b>
<b>Cash at Bank</b>		
Current account	8,370,638	3,836,225
Deposit account	3,591,606	3,574,657
	<b>11,962,244</b>	<b>7,410,882</b>
<b>Creditors: Amounts falling due within one year</b>		
Purchases for future settlement	475,101	3,124,961
Stamp duty payable	-	390
Other creditors	489,021	453,368
Interest on borrowings (see below)	926,313	925,881
	<b>1,890,435</b>	<b>4,504,600</b>

## Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

	Notes	2012 £	2011 £
<b>Interest on outstanding borrowings consists of</b>			
Stepped Rate Interest Loan		836,351	836,351
Fixed Rate Interest Loan		78,712	78,280
5% Cumulative preference stock		11,250	11,250
		<b>926,313</b>	<b>925,881</b>
<b>Creditors: amounts falling due after more than one year</b>			
Stepped Rate Interest Loan	10(i)	18,203,038	18,203,038
Fixed Rate Interest Loan	10(ii)	31,419,273	31,636,175
5% Cumulative preference stock	10(iii)	450,000	450,000
		<b>50,072,311</b>	<b>50,289,213</b>

- (i) The Stepped Rate Interest Loan of £18,203,038 (2011 - £18,203,038) comprises adjustable Stepped Rate Interest Loan Notes of £2,977,442 and Stepped Rate Interest Bonds of £11,909,766. The Loan Notes and Bonds were issued in 1987 at 97.4% and are repayable on 2 January 2018, together with a premium of £3,315,830.

The initial interest rate on the Loan Notes and Bonds was 8.35% per annum. This increased annually by 5.0% compound until January 1998 when it reached its current rate of 13.6%. This stepped interest rate, when combined with the accrual of the premium, results in an effective interest rate of 11.27% per annum.

Interest on the Loan Notes and Bonds is payable in January and July each year. Interest on the Loan Notes is variable in accordance with the terms of the agreement with the lender, First Debenture Finance PLC (FDF).

FDF has a liability to its debenture stockholders to repay principal and interest on £52.2 million of 11.125% Severally Guaranteed Debenture Stock 2018. The company has guaranteed the repayment of principal and interest on £18.2 million of FDF's Debenture Stock. This is in proportion to the principal amounts raised by the company in 1987 in respect of the Loan Notes and Bonds. There is a floating charge on all the company's present and future assets to secure this obligation. The company has also agreed to meet its proportionate share of any expenses incurred by FDF, including any tax liability.

- (ii) The Fixed Rate Interest Loan of £28,000,000 is due to Fintrust Debenture PLC (Fintrust). It comprises a loan of £15,000,000 taken out in 1993, and a further amount of £13,000,000 assumed in 1998 from another of Fintrust's borrowers. The loan is repayable on 20 May 2023 and carries interest at 9.25125% per annum on the principal amount. Interest is payable in May and November each year.

As security for the loan, the company has granted a floating charge over its assets in favour of the lender. This charge ranks *pari passu* with the floating charge noted in 10(i) above.

The principal of £15,000,000 taken out in 1993 is stated at £14,952,531 (2011 - £14,950,119), being the net proceeds of £14,929,474 plus accrued finance costs of £23,057 (2011 - £20,645). The effective interest rate of this portion of the loan is 9.30%.

On assuming the additional loan of £13,000,000 in 1998, the company also received a premium of £5,727,111 to ensure that the finance costs on this additional loan were comparable to existing market interest rates. This premium is being amortised over the remaining life of the loan. At 30 November 2012, the loan is stated at £16,466,742 (2011 - £16,686,056), being the principal amount of £13,000,000 plus the unamortised premium of £3,466,742 (2011 - £3,686,056). The effective interest rate of this portion of the loan is 6.00%.

- (iii) The 5% cumulative preference stock is recognised as a creditor due after more than one year under the provisions of FRS 25 'Financial Instruments: Disclosure and Presentation'. The right of the preference stockholders to receive payments is not calculated by reference to the company's profits and, in the event of a return of capital are limited to a specific amount, being £450,000. Dividends on the preference stock are payable on 30 June and 31 December each year.

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 11. Share Capital

	2012 £	2011 £
<b>Allotted and fully paid</b>		
43,242,918 ordinary shares of 25p each (2011 – 43,658,587)	10,810,729	10,914,647

The directors are authorised by an ordinary resolution passed on 16 March 2012 to allot relevant securities, in accordance with section 551 of the Companies Act 2006, up to a maximum of 14,530,184 ordinary shares 25p each. This authority expires on 16 June 2013 and accordingly a renewed authority will be sought at the annual general meeting on 19 March 2013.

During the year 415,669 ordinary shares were repurchased by the company and cancelled. The aggregate purchase price of these shares, amounting to £1,721,928 was charged to the capital reserve, within gains on sales of investments (see note 12). A further 36,000 ordinary shares have been repurchased for cancellation since the year end at a cost of £150,242.

## 12. Reserves

	Capital Redemption Reserve £	Gains on sales of Investments £	Investment Holding Gains £	Revenue Reserve £
Balance as at 1 December 2011	5,085,353	160,249,357	14,835,145	13,495,824
Net gains on sales of investments	-	6,745,310	-	-
Special dividends	-	32,062	-	-
Transfer on disposal of investments	-	(135,398)	135,398	-
Net movement in investment holding gains	-	-	21,371,492	-
Net gains on foreign currency	-	-	3,222	-
Purchase of ordinary shares for cancellation	103,918	(1,721,928)	-	-
Investment management fee	-	(848,349)	-	-
Finance costs of borrowings	-	(3,099,625)	-	-
Other capital expenses	-	(9,014)	-	-
Dividends appropriated in the year	-	-	-	(5,651,489)
Revenue retained for the year	-	-	-	5,781,438
Unclaimed dividends over 12 years	-	-	-	10,629
<b>Balance as at 30 November 2012</b>	<b>5,189,271</b>	<b>161,212,415</b>	<b>36,345,257</b>	<b>13,636,402</b>

Under the terms of the company's Articles of Association, the capital reserves are distributable only by way of redemption or purchase of the company's own shares, for so long as the company carries on business as an Investment company. The Institute of Chartered Accountants in England and Wales (ICAEW), in its technical guidance TECH 02/10, states that investment holding gains arising out of a change in fair value of assets may be recognised as gains on sales of investments provided they can be readily converted into cash. Securities listed on a stock exchange are generally regarded as being readily convertible into cash and hence investment holding gains in respect of such securities may be regarded as realised under company law.

## Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

### 13. Net Asset Value per Share

The net asset value per share was as follows:

	Net asset value per share attributable	
	2012	2011
Ordinary shares of 25p	525.4p	468.6p
	Net asset value attributable	
	2012	2011
	£	£
Ordinary shares of 25p	£227,194,074	£204,580,326

The net asset value per ordinary share is based on 43,242,918 ordinary shares in issue at the year end (2011 – 43,658,587).

### 14. Contingent Liabilities, Capital Commitments and Guarantees

At 30 November 2012 there were no outstanding contingent liabilities or capital commitments (2011 – nil).

Details of the guarantee provided by the company as part of the terms of the Stepped Rate Loan are provided in note 10(i) on page 58 'Current Assets and Creditors'.

### 15. Reconciliation of Net Return on Ordinary Activities before Finance Costs and Taxation to Net Cash Inflow from Operating Activities

	2012	2011
	£	£
Total return before finance costs and taxation	34,697,925	5,625,568
Add: Special dividends credited to capital	32,062	408,087
Add: Effective yield amortisation	229,574	243,170
Less: Net (gains) losses on investments held at fair value	(28,148,864)	581,150
Less: Net (gains) losses on foreign currency	(3,222)	6,122
Less: Overseas tax suffered	(270,497)	(238,844)
	<b>6,536,978</b>	<b>6,625,253</b>
Decrease (increase) in debtors	186,167	(396,354)
Increase in creditors	35,653	6,819
<b>Net cash inflow from operating activities</b>	<b>6,758,798</b>	<b>6,235,718</b>

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 16. Reconciliation of Net Cash Flow to Movement in Net Debt

	Cash £	Stepped and Fixed Rate Loans £	Net Debt £
<b>(i) Analysis of changes in net debt</b>			
Balance at 1 December 2011	7,410,882	(50,289,213)	(42,878,331)
Movement in the year	4,548,140	216,902	4,765,042
Net gains on foreign currencies	3,222	-	3,222
<b>Balance at 30 November 2012</b>	<b>11,962,244</b>	<b>(50,072,311)</b>	<b>(38,110,067)</b>
		2012 £	2011 £
<b>(ii) Reconciliation of net cash flow to movement in net debt</b>			
Net cash inflow (outflow)		4,548,140	(2,958,051)
Net gains (losses) on foreign currencies		3,222	(6,122)
Decrease in long term loans		216,902	204,628
<b>Movement in net funds</b>		<b>4,768,264</b>	<b>(2,759,545)</b>
Net debt brought forward		(42,878,331)	(40,118,786)
<b>Net debt carried forward</b>		<b>(38,110,067)</b>	<b>(42,878,331)</b>

## 17. Financial Risk Management Policies and Procedures

The company invests in equities and other investments in accordance with its investment policy as stated on page 1. In pursuing its investment policy, the company is exposed to certain inherent risks that could result in either a reduction in the company's net assets or a reduction in the profits available for distribution by way of dividends.

The main risks arising from the company's financial instruments are: market risk (comprising market price risk, market yield risk, currency risk and interest rate risk), liquidity risk and credit risk. The directors' approach to the management of these risks, is set out below. The directors determine the objectives and agree policies for managing each of these risks, as set out below. The manager, in close cooperation with the directors, implements the company's risk management policies. These policies have remained substantially unchanged during the current and preceding period.

### **(a) Market Risk**

The manager assesses the exposure to market risk when making each investment decision, and monitor the risk on the investment portfolio on an ongoing basis. Market risk comprises market price risk (price and yield), currency risk and interest rate risk.

#### **(i) Market Price Risk**

Market price risk arises mainly from the uncertainty about future prices of financial instruments held. It represents the potential loss the company might suffer through holding market positions in the face of price movements. An analysis of the company's portfolio is shown on pages 14 to 22.

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## Market Price Risk Sensitivity

The value of the company's listed equities (excluding treasury stock) which were exposed to market price risk as at 30 November 2012 was as follows:

	2012 £	2011 £
Listed equity investments held at fair value through profit or loss	237,320,527	222,730,286

The following illustrates the sensitivity of the return after taxation for the year and the net assets to an increase or decrease of 20% (2011 - 20%) in the fair values of the company's quoted equities. This level of change is considered to be reasonably possible based on observations of market conditions in recent years. The sensitivity analysis on the net return after taxation and net assets is based on the impact of a 20% increase or decrease in the value of the company's listed investments at each closing balance sheet date and the consequent impact on the investment management fees for the year, with all other variables held constant.

	2012 20% Increase in fair value £	2012 20% Decrease in fair value £	2011 20% Increase in fair value £	2011 20% Decrease in fair value £
<b>Revenue return</b>				
Investment management fees	(64,077)	64,077	(60,137)	60,137
<b>Capital return</b>				
Net gains (losses) on investments at fair value	47,464,105	(47,464,105)	44,546,057	(44,546,057)
Investment management fees	(149,512)	149,512	(140,320)	140,320
Change in net return and net assets	47,250,516	(47,250,516)	44,345,600	(44,345,600)

## Management of Market Price Risk

The directors meet regularly to consider the asset allocation of the portfolio in order to minimise the risk associated with particular countries or industry sectors. Dedicated fund managers have the responsibility for monitoring the existing portfolio selection in accordance with the company's investment objectives and seek to ensure that individual stocks meet an acceptable risk reward profile.

### (ii) Market Yield Risk

Market yield risk arises from the uncertainty about the company's ability to maintain its income objectives due to a systematic decline in corporate dividend levels.

### Management of Market Yield Risk

The directors regularly review the current and projected yield of the investment portfolio, and discuss with the manager the extent to which it will enable the company to meet its investment income objective.

### (iii) Foreign Currency Risk

Foreign currency risk is the risk of the movement in the values of overseas financial instruments as a result of fluctuations in exchange rates.

### Management of Foreign Currency Risk

Transactions in foreign currencies are translated into sterling at the rates of exchange ruling on the date of the transaction. Foreign currency assets and liabilities are translated into sterling at the rates of exchange ruling at the balance sheet date. The company does not currently hedge against foreign currency exposure.



# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

The table below summarises in sterling terms the foreign currency risk exposure:

	2012 Investments £	2012 Other net Liabilities £	2012 Total Currency Exposure £	2011 Investments £	2011 Other net Liabilities £	2011 Total Currency Exposure £
Sterling	147,848,493	(39,146,423)	108,702,070	142,411,125	(46,793,625)	95,617,500
Australian Dollar	4,113,371	74,766	4,188,137	3,730,555	72,171	3,802,726
Brazilian Real	2,410,212	-	2,410,212	967,078	-	967,078
Canadian Dollar	1,970,869	6,726	1,977,595	1,758,539	5,373	1,763,912
Euro	20,632,368	5,156	20,637,524	19,566,343	-	19,566,343
Hong Kong Dollar	7,668,062	-	7,668,062	7,030,242	-	7,030,242
Japanese Yen	6,323,685	66,909	6,390,594	7,992,810	68,236	8,061,046
Singapore Dollar	1,367,070	-	1,367,070	1,560,154	-	1,560,154
Swiss Franc	4,459,879	122,046	4,581,925	4,068,421	70,052	4,138,473
Taiwan Dollar	1,564,375	271,207	1,835,582	1,341,688	233,846	1,575,534
US Dollar	67,641,808	(206,505)	67,435,303	60,155,751	341,567	60,497,318
<b>Total</b>	<b>266,000,192</b>	<b>(38,806,118)</b>	<b>227,194,074</b>	<b>250,582,706</b>	<b>(46,002,380)</b>	<b>204,580,326</b>

The following table details the company's sensitivity to a 20% increase and decrease in sterling against the relevant foreign currencies and the resultant impact that any such increase or decrease would have on net return and net assets. The sensitivity analysis includes only outstanding foreign currency denominated items and adjusts their translation at the year end for a 20% change in foreign currency rates.

	2012 20% Decrease in Sterling against Foreign Currencies £	2012 20% Increase in Sterling against Foreign Currencies £	2011 20% Decrease in Sterling against Foreign Currencies £	2011 20% Increase in Sterling against Foreign Currencies £
Australian Dollar	1,047,034	(698,023)	950,682	(633,787)
Brazilian Real	602,553	(401,702)	241,770	(161,180)
Canadian Dollar	494,398	(329,599)	440,978	(293,985)
Euro	5,159,381	(3,439,587)	4,891,586	(3,261,057)
Hong Kong Dollar	1,917,015	(1,278,010)	1,757,560	(1,171,707)
Japanese Yen	1,597,649	(1,065,099)	2,015,262	(1,343,508)
Singapore Dollar	341,768	(227,845)	390,038	(260,026)
Swiss Franc	1,145,480	(763,655)	1,034,618	(689,746)
Taiwan Dollar	458,895	(305,930)	393,883	(262,589)
US Dollar	16,858,825	(11,239,217)	15,124,330	(10,082,886)
<b>Total</b>	<b>29,622,998</b>	<b>(19,748,667)</b>	<b>27,240,707</b>	<b>(18,160,471)</b>

## Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

### (iv) Interest Rate Risk

Interest rate risk is the risk of movements in the value of financial instruments as a result of fluctuations in interest rates.

#### Interest Rate Exposure

The table below summarises in sterling terms the financial assets and liabilities whose values are directly affected by changes in interest rates.

	2012 Fixed rate interest £	2012 Floating rate interest £	2012 Nil interest £	2012 Total £	2011 Fixed rate interest £	2011 Floating rate interest £	2011 Nil interest £	2011 Total £
Financial assets	28,651,149	11,962,244	237,349,043	277,962,436	27,823,904	7,410,882	222,758,802	257,993,588
Financial liabilities	(50,072,311)	-	-	(50,072,311)	(50,289,213)	-	-	(50,289,213)
<b>Net financial (liabilities) assets</b>	<b>(21,421,162)</b>	<b>11,962,244</b>	<b>237,349,043</b>	<b>227,890,125</b>	<b>(22,465,309)</b>	<b>7,410,882</b>	<b>222,758,802</b>	<b>207,704,375</b>
Short term debtors and creditors	-	-	-	(696,051)	-	-	-	(3,124,049)
<b>Net (liabilities) assets per balance sheet</b>	<b>(21,421,162)</b>	<b>11,962,244</b>	<b>237,349,043</b>	<b>227,194,074</b>	<b>(22,465,309)</b>	<b>7,410,882</b>	<b>222,758,802</b>	<b>204,580,326</b>

As at 30 November 2012, the interest rates received on cash balances, or paid on bank overdrafts was approximately 0% and 1.35% per annum, respectively (2011 - 0% and 1.35% per annum).

The company's exposure to fixed interest rates on assets, being the three treasury stock holdings as at 30 November 2012, has a weighted average period to maturity of 5.5 years (2011 - 6.0 years) and an effective yield of 1.82% (2011 - 2.12%).

The fixed rate interest bearing liabilities bear the following coupon and effective rates as at 30 November 2011 and 30 November 2012.

	Maturity date	Amount borrowed £	Coupon rate	Effective rate since inception*
5% Cumulative preference stock	n/a	450,000	5.00%	n/a
First Debenture Finance PLC (FDF) - Bonds	02/01/2018	11,909,766	13.60%	11.27%
First Debenture Finance PLC - Notes	02/01/2018	2,977,442	13.60%	11.27%
Fintrust Debenture PLC (Fintrust) - Original Loan	20/11/2023	15,000,000	9.25125%	9.30%
Fintrust Debenture PLC - Additional Loan	20/11/2023	13,000,000	9.25125%	6.00%

The details in respect of the above loans have remained unchanged since the previous accounting period.

\* The effective rates are calculated in accordance with FRS 26 'Financial Instruments: Recognition and Measurement' as detailed in the Statement of Accounting Policies.

The weighted average effective rate of the company's fixed interest bearing liabilities (excluding the 5% cumulative preference stock) is 8.98% (2011 - 8.98%) and the weighted average period to maturity of these liabilities is 8.9 years (2011 - 9.9 years).

The above year end amounts are reasonably representative of the exposure to interest rates during the year, as the level of exposure does not change materially. The company's net return and net assets, is not significantly affected by changes in interest rates.

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## Management of Interest Rate Risk

The company invests mainly in equities, the values of which are not directly affected by changes in prevailing market interest rates. In the year to 30 November 2012, the company held three UK Government fixed interest securities with a total value of £28.7 million. The company's policy is to remain substantially fully invested and thus it does not expect to hold significant cash balances.

The company finances its operations through a mixture of share capital, retained earnings and long term borrowings which are subject to fixed rates of interest. Movement in interest rates will not materially affect the finance costs of the company. The company's borrowings are partially offset by the three UK Government fixed interest securities, thus reducing the net exposure of the company to market value movements as a result of interest rate changes.

The company is considered to have low direct exposure to interest rate risk.

## (b) Liquidity Risk

Liquidity risk relates to the capacity to meet liabilities as they fall due and is dependent on the liquidity of the underlying assets.

### Maturity of Financial Liabilities

The table below presents the future cash flows payable by the company in respect of its financial liabilities.

Cash flows in respect of the principal and interest on the Stepped Rate Interest Loan and Fixed Rate Interest Loan reflect the maturity dates as set out in note 10 on pages 57 and 58. Cash flows in respect of the 5% cumulative preference stock, which have no fixed repayment date, assume maturity of 20 years from the balance sheet date. Cash flows have not been discounted.

	Three months or less £	Between three months and one year £	Between one and five years £	More than five years £	Total £
<b>2012</b>					
<b>Creditors - amounts falling due within one year</b>					
Finance costs of borrowings	1,028,031	3,614,025	-	-	4,642,056
Other creditors	964,122	-	-	-	964,122
<b>Creditors - amounts falling due after more than one year</b>					
Maturity of borrowings	-	-	-	46,653,038	46,653,038
Finance costs of borrowings	-	-	18,550,797	16,869,525	35,420,322
	<b>1,992,153</b>	<b>3,614,025</b>	<b>18,550,797</b>	<b>63,522,563</b>	<b>87,679,538</b>
	Three months or less £	Between three months and one year £	Between one and five years £	More than five years £	Total £
<b>2011</b>					
<b>Creditors - amounts falling due within one year</b>					
Finance costs of borrowings	1,028,031	3,614,025	-	-	4,642,056
Other creditors	3,578,329	-	-	-	3,578,329
<b>Creditors - amounts falling due after more than one year</b>					
Maturity of borrowings	-	-	-	48,993,792	48,993,792
Finance costs of borrowings	-	-	18,550,797	21,507,224	40,058,021
	<b>4,606,360</b>	<b>3,614,025</b>	<b>18,550,797</b>	<b>70,501,016</b>	<b>97,272,198</b>

Other creditors includes trade creditors only, no accrued finance costs included.

## Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

### Management of Liquidity Risk

Liquidity risk is not considered to be significant as the company's assets mainly comprise realisable securities, which can be sold to meet funding requirements. Short-term flexibility can be achieved through the use of overdraft facilities, where necessary. The company has an undrawn committed borrowing facility of £7 million (2011 - £7 million).

### (c) Credit Risk

Credit risk is the risk of default by a counterparty in discharging its obligations under transactions that could result in the company suffering a loss.

### Management of Credit Risk

Outstanding settlements are subject to credit risk. Credit risk is mitigated by the company through its decision to transact with counterparties of high credit quality. The company only buys and sells investments through brokers which are approved counterparties, thus minimising the risk of default during settlement. The credit ratings of brokers are reviewed quarterly by the manager.

The company is also exposed to credit risk through the use of banks for its cash position. Bankruptcy or insolvency of banks may cause the company's rights with respect to cash held by banks to be delayed or limited. The company's cash balances are held by HSBC Bank PLC and HBOS plc, rated Aa3 and A3, respectively, by Moody's rating agency. The directors believe the counterparties the company has chosen to transact with are of high credit quality, and that the company has minimal exposure to credit risk.

In summary, the exposure to credit risk at 30 November 2012 was as follows:

	2012 £	2011 £
<b>Investment</b>		
Treasury stock	28,651,149	27,823,904
<b>Debtors</b>		
Accrued income	1,160,091	1,324,967
Net debtors	34,293	55,584
	<b>1,194,384</b>	<b>1,380,551</b>
Cash at bank	11,962,244	7,410,882
<b>Total</b>	<b>41,807,777</b>	<b>36,615,337</b>

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## Fair Values of Financial Assets and Financial Liabilities

With the exception of those financial liabilities measured at amortised cost, all other financial assets and financial liabilities are either carried at their fair value or the balance sheet amount is a reasonable approximation of their fair value.

FRS 29 'Financial Instruments: Disclosures' has been expanded to include a fair value of hierarchy for the disclosure of fair value measurement of financial instruments.

As at 30 November the financial assets at fair value through profit and loss of £266,000,192 (2011 - £250,582,706) are categorised as follows:

	2012 £	2011 £
Level 1	265,971,676	250,554,190
Level 2	-	-
Level 3	28,516	28,516
	<b>266,000,192</b>	<b>250,582,706</b>

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 assets as follows:

Level 1 - valued using quoted prices in active markets for identical assets

Level 2 - valued by reference to valuation techniques using observable inputs other than quoted prices included in level 1

Level 3 - valued by reference to valuation techniques using inputs that are not based on observable market data

Movements in Level 3 have not been disclosed as they are not material.

The financial liabilities measured at amortised cost have the following fair values\*:

	2012 Book value £	2012 Fair value £	2011 Book value £	2011 Fair value £
First Debenture Finance Loan	18,203,039	26,155,656	18,203,038	26,570,616
Fintrust Loan	31,419,272	42,390,169	31,636,175	40,894,969
<b>Total</b>	<b>49,622,311</b>	<b>68,545,825</b>	<b>49,839,213</b>	<b>67,465,585</b>

The net asset value per ordinary share, with the FDF and Fintrust loans at fair value is 481.7p (2011 - 428.2p).

\*The fair value has been derived from the closing market value as at 30 November 2012 and 30 November 2011.

# Notes to the Financial Statements *(continued)*

for the year ended 30 November 2012

## 18. Capital Management Policies and Procedures

The company's objective is to provide growth in capital value and dividends over the long term through investing in a portfolio of UK and international securities.

The company's capital at 30 November comprises:

	2012 £	2011 £
<b>Net long term debt</b>		
Creditors: amounts falling due after more than one year	50,072,311	50,289,213
Less: Treasury stock	(28,651,149)	(27,823,904)
	<b>21,421,162</b>	<b>22,465,309</b>
<b>Equity</b>		
Called up share capital	10,810,729	10,914,647
Share premium account and other reserves	216,383,345	193,665,679
	<b>227,194,074</b>	<b>204,580,326</b>
<b>Total capital</b>	<b>248,615,236</b>	<b>227,045,635</b>
Debt as a percentage of total capital	8.62%	9.89%

The board, with the assistance of the Investment Manager, monitors and reviews the broad structure of the company's capital on an ongoing basis. The level of gearing is monitored, taking into account the Investment Manager's view on the market and the future prospects of the company's performance. Capital management also involves reviewing the difference between the net asset value per share and the share price (i.e. the level of share price discount or premium) to assess the need to repurchase shares for cancellation.

The company is subject to several externally imposed capital requirements; the bank borrowings under the overdraft facility are not to exceed £7m, and as a public company the minimum share capital is £50,000. The company's objective, policies and processes for managing capital are unchanged from the preceding accounting period, and the company has complied with them. The terms of the debenture trust deeds have various covenants which prescribe that moneys borrowed should not exceed the adjusted total of capital and reserves. These are measured in accordance with the policies used in the annual financial statements. The company has complied with these.

## 19. Transactions with the Investment Manager and Related Parties

The amounts paid to the Investment Manager together with details of the investment management contract are disclosed in note 2. The existence of an independent board of directors demonstrates that the company is free to pursue its own financial and operating policies and therefore, under FRS 8: Related Party Disclosures, the Investment Manager is not considered to be a related party.

The company's related parties are its directors. Fees paid to the company's board are disclosed in the Director's Remuneration Report on page 43.

There are no other identifiable related parties at the year end, and as of 12 February 2013.

The Brunner Investment Trust PLC

# Investor Information



# Investor Information

The company's ordinary shares are listed on the London Stock Exchange. The market price range, gross yield and net asset value are shown daily in the Financial Times and The Daily Telegraph under the headings 'Investment Companies' and 'Investment Trusts', respectively.

## Financial Calendar

Year end 30 November.

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Full year results announced and Annual Financial Report posted to shareholders in February.

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Annual General Meeting held in March.

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Interim Management Statements announced in April and October.

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Full year results announced and half-yearly Financial Report posted to shareholders in July.

## How to Invest

Alliance Trust Savings Limited (ATS) is one of a number of providers offering a range of products and services, including Share Plans, ISAs and pension products. ATS also maintains services including online and telephone-based dealing facilities and online valuations. More information is available from Allianz Global Investors either via Investor Services on 0800 389 4696 or on the managers' website: [www.allianzgi.co.uk/invtrusts](http://www.allianzgi.co.uk/invtrusts), or from Alliance Trust Savings Customer Services Department on 01382 573737 or by email: [contact@alliancetrust.co.uk](mailto:contact@alliancetrust.co.uk).

A list of other providers can be found on the RCM Investment Trusts website: [www.allianzgi.co.uk/invtrusts](http://www.allianzgi.co.uk/invtrusts).

## Ordinary Dividends

It is anticipated that dividends will be paid as follows:

Interim	August
Final	March

## Preference Dividends

Payable half-yearly 30 June and 31 December.

## Market and Portfolio Information

The company's ordinary shares are listed on the London Stock Exchange. The market price range, gross yield and net asset value are shown daily in the Financial Times and The Daily Telegraph under the headings 'Investment Companies' and 'Investment Trusts', respectively. The net asset value of the ordinary shares is calculated daily and published on the London Stock Exchange Regulatory News Service. The geographical spread of investments and ten largest holdings are published monthly on the London Stock Exchange Regulatory News Service. They are also available from the manager's Investors Helpline on 0800 389 4696 or via the manager's website: [www.allianzgi.co.uk/invtrusts](http://www.allianzgi.co.uk/invtrusts).

## Website

Further information about The Brunner Investment Trust PLC, including monthly factsheets, daily share price and performance, is available on the manager's website: [www.allianzgi.co.uk/invtrusts](http://www.allianzgi.co.uk/invtrusts), which can also be reached via [www.brunner.co.uk](http://www.brunner.co.uk).

## Dividend

The board is recommending a final distribution of 8.30p to be payable on 22 March 2013 to shareholders on the Register of Members at the close of business on 22 February 2013, making a total distribution of 13.30p per share for the year ended 30 November 2012, an increase of 3.9% over last year's distribution.

Cash dividends will be sent by cheque to first-named shareholders at their registered address together with a tax voucher. Dividends may be paid directly into shareholders' bank accounts. Details of how this may be arranged can be obtained from Capita Registrars. Dividends mandated in this way are paid via Bankers' Automated Clearing Services (BACS). Tax vouchers will then be sent directly to shareholders at their registered address unless other instructions have been given.



# Investor Information *(continued)*

## Registrars

Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU  
Telephone: 0871 664 0300 or +44 20 8639 3399 if calling from overseas. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0300 number are charged at 10 pence per minute plus any of your service providers' network extras.  
Facsimile: 020 8639 2342  
Email: [ssd@capitaregistrars.com](mailto:ssd@capitaregistrars.com)  
Website: [www.capitaregistrars.com](http://www.capitaregistrars.com)

## Shareholder Enquiries

In the event of queries regarding their holdings of shares, lost certificates, dividend payments, registered details, etc., shareholders should contact the registrars on 0871 664 0300 or +44 20 8639 3399 if calling from overseas. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls to the 0871 664 0300 number are charged at 10 pence per minute plus any of your service providers' network extras. Calls to the helpline number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes.

Changes of name and address must be notified to the registrars in writing. Any general enquiries about the company should be directed to the company secretary, The Brunner Investment Trust PLC, 155 Bishopsgate, London EC2M 3AD. Telephone: 020 7065 1513.

## Dividend Reinvestment Plan for Ordinary Shareholders (DRIP)

The registrars offer a DRIP which gives ordinary shareholders the opportunity to use their cash dividend to buy further shares in the company under a low-cost dealing arrangement. Terms and Conditions and a personalised application form are enclosed with each dividend payment.

## Share Dealing Services

Capita Registrars operate an on-line and telephone dealing facility for UK resident shareholders with share certificates. Stamp duty and commission may be payable on purchases.

For further information on these services please contact: [www.capitadeal.com](http://www.capitadeal.com) for on-line dealing or 0871 664 0384 for telephone dealing. Lines are open 8.00 a.m. to 4.30 p.m. Monday to Friday. Calls to the 0871 664 0384 number are charged at 10 pence per minute plus any of your service providers' network extras. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes.

## Share Portal

Capita Registrars offer shareholders a free on-line service called The Share Portal, enabling shareholders to access a comprehensive range of shareholder related information. Through The Share Portal, shareholders can: view their current and historical shareholding details; obtain an indicative share price and valuation; amend address details; view details of dividend payments; and apply for dividends to be paid directly to a bank or change existing bank details.

Shareholders can access these services at [www.capitaregistrars.com](http://www.capitaregistrars.com) and selecting Share Portal (shareholders) from the drop down menu, or alternatively via the Portals: Quick Links, and selecting Share Portal. Shareholders will need to register for a Share Portal Account by completing an on-screen registration form. An email address is required.

## International Payment Services

Capita Registrars operate an international payment service for shareholders, whereby they can elect either for their dividend to be paid by foreign currency draft or they can request an international bank mandate. This service is only available for dividend payments of £10 or more.

Capita Registrars offer shareholders a free online service called The Share Portal, enabling shareholders to access a comprehensive range of shareholder related information

## Investor Information *(continued)*

General enquiries about the company should be directed to the company secretary, The Brunner Investment Trust PLC, 155 Bishopsgate, London, EC2M 3AD.

The International Payment Service will generally cost less than the fees charged by your local bank to convert your sterling dividend into your local currency. A £5 administration fee per dividend payment applies. Your dividends are paid as cleared funds directly into your bank or sent to you as a draft.

Capita Registrars, working in partnership with Travelex, will arrange for your dividend to be exchanged into your local currency at competitive rates based on actual market rates.

To use this service you will need to register online at: [www.capitaregistrars.com/international](http://www.capitaregistrars.com/international) or by contacting Capita Registrars as detailed below.

For further information on these services please contact: +44 20 8639 3405 (from outside of the UK) or 0871 664 0385 (in the UK) (Calls cost 10p per minute plus network extras. Lines are open between 9.00am and 5.30pm, Monday to Friday) or email [IPS@capitaregistrars.com](mailto:IPS@capitaregistrars.com).

### CREST Proxy Voting

Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

### Association of Investment Companies (AIC)

The company is a member of the AIC, the trade body of the investment trust industry, which provides a range of literature including fact sheets and a monthly statistical service. Copies of these publications can be obtained from the AIC, 9th Floor, 24 Chiswell Street, London EC1Y 4YY, or at [www.theaic.co.uk](http://www.theaic.co.uk).

AIC Category: Global Growth.

# Notice of Meeting

Notice is hereby given that the eighty-sixth annual general meeting of The Brunner Investment Trust PLC will be held at Trinity House, Trinity Square, Tower Hill, London EC3N 4DH, on Tuesday 19 March 2013 at 12 noon to transact the following business:

## Ordinary Business

- 1 To receive and adopt the Directors' Report and the Financial Statements for the year ended 30 November 2012 with the Auditor's Report thereon.
- 2 To declare a final dividend of 8.3p per ordinary share.
- 3 To re-elect Sir William Worsley as a director.
- 4 To re-elect Keith Percy as a director.
- 5 To re-elect Vivian Bazalgette as a director.
- 6 To elect Peter Harrison as a director.
- 7 To approve the Directors' Remuneration Report.
- 8 To re-appoint Deloitte LLP as the Auditor of the company.
- 9 To authorise the directors to determine the remuneration of the Auditor.

## Special Business

To consider and, if thought fit, pass the following resolutions of which resolutions 10 and 11 will be proposed as ordinary resolutions and resolutions 12 and 13 will be proposed as special resolutions:

- 10 That the limit on aggregate fees payable to the directors be increased from £150,000 to £200,000.
- 11 That the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot relevant securities (within the meaning of section 551 of that Act) provided that this power shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £3,600,576 (14,402,304 ordinary shares) and shall expire at the conclusion of the next annual general meeting of the company held after the meeting at which this resolution is passed or 19 June 2014 if earlier, save that the directors may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 12 That the directors be and are hereby empowered, pursuant to section 570 of the Companies Act 2006, to allot equity securities (as defined in section 560 of that Act) pursuant to the authority conferred by resolution 11 above as if section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment

of equity securities for cash of an aggregate maximum nominal amount of £540,086 (2,160,344 ordinary shares) and shall expire at the conclusion of the next annual general meeting of the company held after the meeting at which this resolution is passed or 19 June 2014, if earlier, save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred had not expired.

- 13 That the company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the Act) to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25p each in the capital of the company ('ordinary shares'), provided that:
  - (i) the maximum number of ordinary shares hereby authorised to be purchased shall be 6,476,717;
  - (ii) the minimum price which may be paid for an ordinary share is 25p;
  - (iii) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Official List for the 5 business days immediately preceding the day on which the ordinary share is purchased or such other amount as may be specified by the London Stock Exchange from time to time;
  - (iv) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the company in 2014 or, if earlier, on the expiry of 18 months from the passing of this resolution, unless such authority is renewed prior to such time;
  - (v) the company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract; and
  - (vi) any ordinary shares so purchased shall be cancelled.

155 Bishopsgate, London, EC2M 3AD

12 February 2013

By order of the board

Kirsten Salt

Company Secretary

## Notice of Meeting *(continued)*

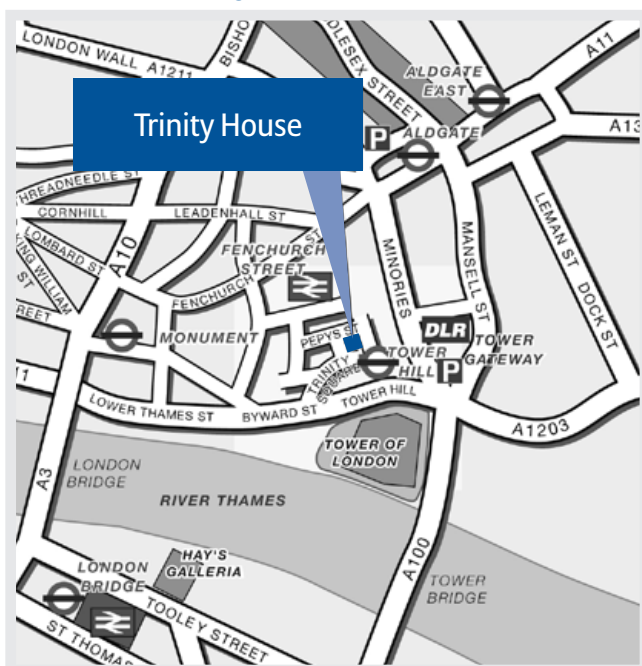
### Notes:

1. Members entitled to attend and vote at this meeting may appoint one or more proxies to attend, speak and vote in their stead by completion of a personalised form of proxy. Full details on how to complete the form of proxy are set out on the form of proxy. The proxy need not be a member of the company.
2. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. A proxy has one vote on a show of hands in all cases (including where one member has appointed multiple proxies) except where he is appointed by multiple members who instruct him to vote in different ways, in which case he has one vote for and one vote against the resolution.
3. A personalised form of proxy is provided with the Annual Financial Report. Any replacement forms must be requested direct from the registrars.
4. Completion of the form of proxy does not exclude a member from attending the meeting and voting in person.
5. Duly completed forms of proxy must reach the office of the registrars at least 48 (excluding non-business days) hours before the Meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).
7. To be entitled to attend and vote at the meeting (and for the purpose of determination by the company of the number of votes they may cast), members must be entered on the company's Register of Members by close of business on 15 March 2013 (the record date).
8. If the meeting is adjourned to a time not more than 48 hours after the record date applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the company's Register of Members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the company gives new notice of the adjourned meeting, at the record date specified in that notice.
9. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
10. Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with section 323 of the Companies Act 2006. Pursuant to the Companies (Shareholders' Rights) Regulations 2009 (SI 2009/1632), multiple corporate representatives appointed by the same corporate member can vote in different ways provided they are voting in respect of different shares.

## Notice of Meeting *(continued)*

11. Members have a right under section 319A of the Companies Act 2006 to require the company to answer any question raised by a member at the AGM, which relates to the business being dealt with at the meeting, although no answer need be given: (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on the company's website; or (c) it is undesirable in the best interests of the company or the good order of the meeting.
12. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the company, at its expense, to publish a statement on the company website setting out any matter which relates to the audit of the company's accounts that are to be laid before the meeting. Any such statement must also be sent to the company's auditor no later than the time it is made available on the website and must be included in the business of the meeting.
13. As at 12 February 2013, the latest practicable date before this notice is given, the total number of shares in the company in respect of which members are entitled to exercise voting rights was 43,206,918 ordinary shares of 25p each. Each ordinary share carries the right to one vote and therefore the total number of voting rights in the company on 12 February 2013 is 43,206,918. The 5% cumulative preference shares do not ordinarily have any voting rights.
14. Further information regarding the meeting which the company is required by section 311A of the Companies Act 2006 to publish on a website in advance of the meeting (including this notice), can be accessed at [www.allianzgi.co.uk/invtrusts](http://www.allianzgi.co.uk/invtrusts).
15. Contracts of service are not entered into with the directors, who hold office in accordance with the Articles of Association.

### Annual General Meeting venue



The Brunner Investment Trust PLC  
155 Bishopsgate  
London  
EC2M 3AD

T: +44 (0)20 7859 9000  
F: +44 (0)20 7859 3507  
[www.brunner.co.uk](http://www.brunner.co.uk)