

**THE INDEPENDENT INVESTMENT TRUST PLC**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

For the year ended 30 November 2016

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The Independent Investment Trust PLC, as a listed company, is subject to the requirements of the Listing Rules of the Financial Conduct Authority (FCA) and has been registered as a small UK Alternative Investment Fund Manager (AIFM) under the Alternative Investment Fund Managers Regulations 2013. Its employees are not registered with the FCA as authorized persons. If you are in any doubt about the Company's regulatory status, you should consult your stockbroker or financial adviser.

The Independent Investment Trust PLC currently conducts its affairs, and intends to continue to conduct its affairs, so that the Company's Ordinary Shares qualify to be considered as a mainstream investment product and can be recommended by Independent Financial Advisers to ordinary retail investors in accordance with the rules of the FCA in relation to non-mainstream investment products.

None of the views expressed in this document should be construed as advice to buy or sell a particular investment.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorized under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorized financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in The Independent Investment Trust PLC, please forward this document, together with any accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was or is being effected for delivery to the purchaser or transferee.

## FINANCIAL HIGHLIGHTS

for the year ended 30 November 2016

	2016	2015	% change
Net asset value per share	397.7p	390.1p	1.9
Revenue earnings per share	7.93p	8.30p	(4.5)
Regular dividend per share (Including first interim dividend paid of 5.00p (2015 – 2.00p))	5.00p	5.00p	–
Special dividend per share	2.50p	3.00p	
Share price	353.0p	363.0p	(2.8)
Discount*	(11.2%)	(6.9%)	
Ongoing charges†	0.34%	0.32%	

	2016	2015
<b>Total returns#</b>		
Net asset value	5.0%	28.1%
Share price	0.0%	27.8%

\* The premium/(discount) is the positive/(negative) difference between the Company's quoted share price and its net asset value per share expressed as a percentage of the net asset value per share.

† Ongoing charges represents total administrative expenses expressed as a percentage of average shareholders' funds.

# Total returns include the reinvestment of dividends on the date the shares are quoted ex-dividend. Source: Baillie Gifford/Thomson Reuters Datastream.

## OBJECTIVE AND POLICY

The Company's objective is to provide good absolute returns over long periods by investing the great majority of its assets in UK and international quoted securities and, if appropriate, index futures. The portfolio is constructed without reference to the composition of any stockmarket index. Although its investment policy allows gearing, including the use of derivatives, the Company is not permitted to employ gearing whilst it continues to be registered as a small UK Alternative Investment Fund Manager (AIFM). When appropriate, the directors will sanction a relatively concentrated portfolio structure and, depending on its AIFM status, relatively high levels of gearing. Further details of the Company's investment policy are given in the Strategic Report on pages 8 and 9.

The Company's policy is designed to allow the Company an unusually high degree of freedom to exploit the directors' judgement. To the extent that the directors' judgement is flawed, future results could be unusually poor.

### The Common Reporting Standard

On 1 January 2016 a new piece of tax legislation, The OECD Common Reporting Standard for Automatic Exchange of Financial Account Information ('The Common Reporting Standard'), came into effect. The legislation requires the Company to provide information annually to HMRC on the tax residencies of a number of non-UK based certificated shareholders and corporate entities. All new shareholders, excluding those whose shares are held in CREST, who come on to the share register with effect from 1 January 2016 will be sent a certification form for the purposes of collecting this information.

For further information, please see HMRC's Quick Guide: Automatic Exchange of Information – information for account holders <https://www.gov.uk/government/publications/exchange-of-information-account-holders>.

Past performance is not a guide to future performance.

## Strategic Report

This Strategic Report, which is set out on pages 2 to 11 and incorporates the Chairman's Statement, has been prepared in accordance with the Companies Act 2006.

### Chairman's Statement

During the year to 30 November 2016, our company produced a net asset value (NAV) total return of 5.0%\*. Theoretical investments in the FTSE All-Share Index and the FTSE World Index would have produced total returns of 9.8%\* and 25.6%\* respectively. A widening of the discount\* – from 6.9% to 11.2% – led to a share price total return of 0%\*. This is clearly a disappointing result and one that leaves us bottom of the Association of Investment Companies' Global sector of investment trusts for the year in terms of NAV total return. Fortunately, it follows a very good year and so we are still comfortably above median for the three and five year periods ending 30 November 2016.

For us the most important development of the year was the UK vote to leave the EU in the June referendum. Primarily through the ensuing depreciation of the pound, this caused two problems for us. First, in constant currency terms the UK stockmarket (in which the vast majority of our assets were invested throughout the year) lagged behind most other stockmarkets and thus the FTSE World Index. Secondly, within the UK stockmarket domestically orientated sectors (which were disproportionately represented in our portfolio) performed less well than those with international exposure. Particularly painful for us was the poor performance of our large housebuilding stake, which had been such a positive contributor to our results in 2015. A remarkable feature of the year has been that apart from companies coming into the portfolio through their initial public offerings (IPOs), we have only made one purchase – an addition to our large holding in Redrow. Our experience with IPOs continues to be good on balance, although Motorpoint is currently a notable exception.

The general economic background has changed little over the last year: growth has remained lacklustre in most countries; interest rates have remained at abnormally low levels by historic standards; and stockmarkets have been boosted by loose global monetary conditions. Towards the end of our year, there were signs that the long awaited correction in global bond markets might be starting. Perhaps the most interesting developments were on the political front, where referendum results in Europe and the election result in the USA signalled dissatisfaction with the established economic policies of recent years. The risk of a more protectionist world appears to have increased significantly.

The only significant change in our sectoral distribution over the year was a material reduction in our exposure to technology and telecommunications as we sold out of our Chinese internet holdings and took profits in FDM and Gamma Communications, two of our more successful IPO investments of recent years. We ended our year with cash balances of just under 5% (2% at 30 November 2015). Further comments on the portfolio can be found in the Managing Director's Report on pages 4 and 5.

Despite the disappointing results in the year under review, our long term record continues to provide grounds for encouragement: for the period from inception to 30 November 2016, we produced an NAV total return of 476%\*, equivalent to a rate of roughly 11.6% per annum, of which 2.8% per annum can be offset by RPI inflation. By comparison, the notional return available from the FTSE All-Share Index over the period amounted to 117%\*, or 5.0% per annum.

Earnings per share for the year were 7.93p (8.3p in 2015). Having already paid an interim dividend of 5.0p, we have decided not to propose a final dividend for 2016, but instead to pay a special dividend of 2.5p (3p in 2015). This will be paid on 6 April with an ex-dividend date of 23 February. The regular dividend for the year is therefore maintained at 5p, while the total dividend for the year is reduced from 8p to 7.5p. For 2017 we plan to revert to a pattern of paying an interim and a final with any surplus income being distributed by way of special dividend.

Our ongoing charges\* rose during the year – from 0.32% to 0.34%. Even so, we remain one of the lowest cost providers in our industry.

\*See page 1 for definitions of total return, premium/discount and ongoing charges.

After a brief period of trading at a premium\* to net asset value, our shares have reverted to trading at a discount\*. As in the past, we stand ready to repurchase shares on terms that are fair to both departing and continuing shareholders. In the year under review we made a single purchase of 600,000 shares at a discount\* of 4.3%.

As always, there are plenty of things to worry about in the general economic and stockmarket background. Of particular concern to us at the moment are: the uncertainties surrounding the Brexit negotiations; the high levels of debt around the world; the impact of the economic policies of the new US administration; the outlook for interest rates and bond yields; and general stockmarket valuations, which appear high by historic standards. These concerns notwithstanding, we continue to be pleased with the quality of the companies in our portfolio and optimistic about their ability both to exploit favourable developments and to cope with unfavourable ones. This is particularly the case with our housebuilding holdings, around a quarter of assets, most of which delivered exemplary trading performances in 2016 and all of which are in excellent shape to withstand even a major deterioration in trading conditions should it occur. The rest of the portfolio is invested largely in smaller companies, including several recent issues, which are seeing strongly growing demand for their products or services.

Once again, we should like to encourage you to come to the AGM, which is to be held in the Baillie Gifford offices at Calton Square at 4.30pm on 23 March 2017. It will help our planning if we know how many shareholders are likely to attend, and I shall be grateful if you will mark the proxy form accordingly and return it to the Company's registrars. I look forward to seeing as many of you as possible there.

Douglas McDougall  
30 January 2017

## Managing Director's Report

Our performance over the year has been covered in the Chairman's Statement.

One of the hazards confronting the long-term investor in housebuilding shares is the difficulty of forecasting the industry's short-term outlook. As battle-hardened industry enthusiasts we accept with stoicism the pain this characteristic sometimes inflicts upon us, but we do consider ourselves a little unlucky when housebuilding share prices fall dramatically in anticipation of developments that do not materialize, which is what happened to us in the middle of 2016. In the immediate aftermath of the referendum on British membership of the EU, a number of industry experts, many of them in the employment of large London investment banks owned overseas, reached the conclusion – apparently independently – that the decision to leave would have devastating short-term implications for housing volumes and house prices. The resulting stockmarket panic was impressive, even by the industry's exalted standards: most of our holdings experienced price declines of the order of 40% during the fortnight beginning 24 June. To date and with the sole exception of McCarthy and Stone, none of them has experienced any significant adverse effects from the vote, but many of the experts are clinging to the hope that this is disaster deferred rather than disaster averted, a hope that is still generously reflected in valuations. Our principal worries are more to do with government policy and the outlook for interest rates. The government has shown signs of wanting to interfere with the industry on the grounds, which we consider spurious, that it is deliberately hoarding land that could be used for building; and it can be argued that mortgage rates have already begun to rise. We do not believe that either issue has the capacity to undermine the long-term argument for investing in housebuilders – which is built on a chronic shortage of supply and high barriers to entry – but each clearly has the potential to hurt sentiment, already fragile, towards the sector. This is one of those occasions when we think it right to concentrate on the long-term picture and to ignore the shocks delivered by an increasingly febrile stockmarket.

The scale of our existing position in the industry made us slow to capitalize on the eye-catching values thrown up by the panic, but we did eventually add £3.4m to our Redrow holding. This had a mitigating influence on a most disappointing overall performance: despite the addition, the value of our stake declined from £56.5m at 30 November 2015 to £51.0m at 30 November 2016.

Fortunately, we fared better with our large commitment to technology and telecommunications: a stake worth £62.3m at 30 November 2015 had fallen in value to £44.6m by 30 November 2016, but this was after net sales of £23.2m. We made profitable disposals of our two Chinese internet companies, Alibaba and Baidu, and took further profits in FDM and Gamma Communications. Kainos, the software consultancy, had a disappointing year as profits were hit by investment in new markets, but our longstanding holding in Herald made good progress despite the persistence of a discount that gives no credit for the fund's excellent long term performance. Finally, we made a small investment in Blue Prism, a leading player in the emerging field of software process automation. To date, this investment has been surprisingly profitable as the company's revenues have exceeded all expectations by a considerable margin. The company, by contrast, has yet to make a profit.

The feature of our stake in the travel and leisure industries has been the strong performance of On the Beach, which we bought at IPO in September 2015. Despite difficult conditions in the package holiday market, it produced sparkling results and appears set to make further progress in the years ahead. Gym Group had a disappointing share price performance, but this may have been more to do with its high valuation at the start of our year than with its trading performance, which appears to be in line with expectations. Finally, a new holding in Hollywood Bowl, an operator of ten pin bowling centres, made a satisfactory debut. Overall, a stake worth £15.3m at 30 November 2015 had risen in value to £24.7m by 30 November 2016 after net purchases amounting to £6.1m.

It has been an excellent year for our industrial holdings. Our old favourite Ashtead has traded well and has been singled out by investors as a beneficiary of the US infrastructure spending promised by Donald Trump. A new holding in Luceco, bought in October, has got off to a good start. Luceco is a manufacturer of electrical equipment and LED lighting products with its own factory in China. Prospects for its LED lighting products appear particularly good. Overall, a stake worth £15.3m at 30 November 2015 had grown in value to £21.4m by 30 November 2016 after net sales of £0.2m.

Our retail holdings have had a disappointing year: a stake worth £11.1m at 30 November 2015 had only grown in value to £15.2m by 30 November 2016 despite net purchases of £9.6m. A new holding, the nearly new car retailer Motorpoint, saw trading badly affected by consumer uncertainty around the time of the referendum. Our old friend Dunelm had a quiet year in trading terms and suffered a derating in consequence, and we realized a small loss on our sale of SCS. On a happier note, the clothing retailer Joules, also a new holding, made a satisfactory debut.

Our consumer services holdings also had a difficult time with the Gama Aviation share price being hit particularly hard by soft trading conditions in Europe and NAHL being affected by proposed changes to the system for personal injury litigation. The AA had a dull year as earnings were affected by a major investment programme and we made a poor decision to sell our holding in BCA Marketplace. Overall, a stake worth £22.2m at 30 November 2015 had fallen in value to £10.7m by 30 November 2016 after net sales of £6.7m.

Our holding in the soft drinks company, Fever-Tree, has once again done enough to merit a paragraph to itself with the share price almost doubling over the twelve months. Despite a further reduction early in the year (we have now realized the full value of our original investment in the company), this led to it becoming our biggest holding at 30 November 2016. The valuation is a source of concern, but the scale of the opportunity facing the company and the lack of obvious competitive threats persuade us that it is worth running our position.

Elsewhere in the portfolio, Telecom Plus saw a modest recovery in its share price as energy prices started to rise, but the value of our STthree holding fell significantly as trading conditions in the recruitment market remained tough. The distributor of audio visual equipment, Midwich, staged a rather disappointing debut despite producing better results than we were expecting. Polar Capital Insurance Fund had an excellent year, extending its fine long-term record while Bluefield Solar Income delivered a good yield and a relatively stable share price. Finally, our small holding in the Canadian oil company, Bankers Petroleum, was sold after the announcement of a Chinese bid for the company.

Max Ward  
30 January 2017

## List of Investments

As at 30 November 2016

Sector	Name	2015 Value £'000	Net transactions £'000	Gains/ (losses) £'000	2016 Value £'000	%
Housing	Bellway	5,230	–	(348)	4,882	2.2
	Berkeley Group	6,414	–	(1,462)	4,952	2.2
	Crest Nicholson	16,065	–	(2,952)	13,113	5.9
	McCarthy and Stone	11,287	–	(2,972)	8,315	3.8
	Persimmon	3,830	–	(432)	3,398	1.5
	Redrow	13,626	3,426	(708)	16,344	7.4
		<u>56,452</u>	<u>3,426</u>	<u>(8,874)</u>	<u>51,004</u>	<u>23.0</u>
Industrials	Ashtead Group	15,302	(5,302)	5,640	15,640	7.1
	Luceco	–	5,080	664	5,744	2.6
		<u>15,302</u>	<u>(222)</u>	<u>6,304</u>	<u>21,384</u>	<u>9.7</u>
Retailing	Dunelm Group	9,760	(1,896)	(1,956)	5,908	2.7
	Joules Group	–	3,458	202	3,660	1.7
	Land of Leather*	–	–	–	–	–
	Motorpoint	–	9,312	(3,642)	5,670	2.6
	SCS Group	1,356	(1,279)	(77)	–	–
	<u>11,116</u>	<u>9,595</u>	<u>(5,473)</u>	<u>15,238</u>	<u>7.0</u>	
Consumer Services	AA	5,388	–	(80)	5,308	2.4
	BCA Marketplace	6,920	(6,728)	(192)	–	–
	Gama Aviation	5,400	–	(3,040)	2,360	1.1
	NAHL Group	4,496	–	(1,440)	3,056	1.4
	<u>22,204</u>	<u>(6,728)</u>	<u>(4,752)</u>	<u>10,724</u>	<u>4.9</u>	
Travel and Leisure	Hollywood Bowl Group	–	6,444	236	6,680	3.0
	On the Beach Group	9,116	(375)	4,519	13,260	6.0
	The Gym Group	6,150	–	(1,380)	4,770	2.2
		<u>15,266</u>	<u>6,069</u>	<u>3,375</u>	<u>24,710</u>	<u>11.2</u>
Business Services	Midwich	–	5,002	(57)	4,945	2.2
	SThree	4,909	–	(784)	4,125	1.9
		<u>4,909</u>	<u>5,002</u>	<u>(841)</u>	<u>9,070</u>	<u>4.1</u>
Technology and Telecommunications	Alibaba Group – China	2,791	(4,187)	1,396	–	–
	Baidu – China	10,135	(7,795)	(2,340)	–	–
	Blue Prism	–	1,482	4,298	5,780	2.6
	FDM Group	20,800	(8,535)	860	13,125	5.9
	Gamma Communications	9,180	(4,117)	(328)	4,735	2.1
	Herald Investment Trust	14,720	–	1,780	16,500	7.5
	Kainos Group	4,690	–	(235)	4,455	2.0
		<u>62,316</u>	<u>(23,152)</u>	<u>5,431</u>	<u>44,595</u>	<u>20.1</u>
Oil and Gas Producers	Bankers Petroleum – Canada	309	(408)	99	–	–
Beverages	Fever-Tree Drinks	11,500	(1,256)	8,998	19,242	8.7
Utilities	Telecom Plus	6,774	(2,226)	452	5,000	2.3
Non Life Insurance	Polar Capital Global Insurance Fund – Ireland	3,469	–	939	4,408	2.0
Renewable Energy Funds	Bluefield Solar Income – Channel Islands	5,125	–	62	5,187	2.3
<b>TOTAL INVESTMENTS</b>		<u>214,742</u>	<u>(9,900)</u>	<u>5,720</u>	<u>210,562</u>	<u>95.3</u>
<b>Net liquid assets</b>		<u>4,229</u>	<u>5,940</u>	<u>139</u>	<u>10,308</u>	<u>4.7</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>218,971</u>	<u>(3,960)</u>	<u>5,859</u>	<u>220,870</u>	<u>100.0</u>

All holdings are in equities domiciled in the UK unless otherwise stated.

\*Suspended security.

## Long Term Record

### Capital

At 30 November	Total assets* £'000	Bank loans £'000	Shareholders' funds £'000	Net asset value per share p	Share price p	Premium/(discount)† %
2001	67,314	9,506	57,808	109.0	113.50	4.1
2002	79,073	12,640	66,433	111.8	122.50	9.6
2003	104,333	11,047	93,286	143.0	150.50	5.2
2004	109,818	6,801	103,017	157.9	158.50	0.4
2005#	166,379	29,032	137,347	210.6	213.75	1.5
2006	225,149	38,279	186,870	282.6	292.00	3.3
2007	160,168	9,994	150,174	227.1	207.00	(8.9)
2008	94,239	–	94,239	144.6	117.50	(18.7)
2009	121,432	–	121,432	194.9	168.00	(13.8)
2010	143,647	–	143,647	234.5	203.50	(13.2)
2011	138,225	–	138,225	226.4	186.00	(17.8)
2012	145,121	–	145,121	245.3	212.75	(13.2)
2013	166,890	–	166,890	287.2	268.50	(6.5)
2014	179,860	–	179,860	310.8	290.50	(6.5)
2015	218,971	–	218,971	390.1	363.00	(6.9)
2016	220,870	–	220,870	397.7	353.00	(11.2)

\*Total assets comprise total assets less current liabilities, before deduction of bank loans. †Premium/(discount) is the positive/(negative) difference between the Company's quoted share price and its net asset value per share expressed as a percentage of the net asset value per share. #The figures prior to 2005 have not been restated for changes in accounting policies implemented in 2006.

### Revenue

Period to 30 November	Revenue return £'000	Revenue return per ordinary share p	Regular dividends per ordinary share p	Special dividends per ordinary share p	Ongoing charges‡ %	Gearing/(net cash)¶ %
2001 (from 18 October 2000^)	1,907	3.60	2.00	1.00	0.65	4
2002	1,745	3.17	2.50	–	0.54	11
2003	2,446	3.95	3.00	–	0.43	3
2004	2,972	4.56	3.75	–	0.39	(5)
2005	3,258	4.99	4.25	–	0.32	15
2006	3,121	4.78	4.50	–	0.26	13
2007	3,544	5.36	5.00	–	0.33	(14)
2008	4,184	6.34	5.00	0.75	0.59	(15)
2009	2,639	4.16	5.00	3.00	0.41	(11)
2010	3,525	5.72	5.00	–	0.35	(11)
2011	4,024	6.57	5.00	0.60	0.42	(19)
2012	3,486	5.81	5.00	–	0.43	(16)
2013	3,606	6.16	5.00	1.00	0.39	(10)
2014	4,260	7.35	5.00	2.00	0.36	(7)
2015	4,738	8.30	5.00	3.00	0.32	(2)
2016	4,420	7.93	5.00	2.50	0.34	(5)

‡Total administrative expenses expressed as a percentage of shareholders' funds. The percentages for 2011 onwards have been calculated using average shareholders' funds in accordance with the methodology recommended by the AIC. The other years are calculated based on closing shareholders' funds. ¶Borrowings less cash, cash equivalents and fixed interest securities (ex convertibles) divided by shareholders' funds.

### Cumulative Performance (taking 18 October 2000^ as 100)

At 30 November	Net asset value per share	Share price	FTSE All-share Index **	Net asset value total return **	Share price total return **	FTSE All-share total return **	Regular dividend per ordinary share ††	Retail price index **
2000	100	100	100	100	100	100	–	100
2001	111	114	85	110	111	88	100	101
2002	114	123	68	116	123	72	125	104
2003	145	151	73	153	155	80	150	106
2004	161	159	80	173	166	90	188	110
2005	214	214	93	233	229	109	213	113
2006	287	292	106	319	319	128	225	117
2007	231	207	111	259	230	139	250	122
2008	147	118	72	168	134	94	250	126
2009	198	168	90	233	200	122	250	126
2010	238	204	97	296	253	136	250	132
2011	230	186	96	291	237	139	250	139
2012	249	213	104	318	276	156	250	143
2013	292	269	121	385	358	187	250	147
2014	316	291	122	424	396	196	250	150
2015	397	363	119	544	506	197	250	151
2016	404	353	125	576	506	217	250	155
Compound annual returns								
5 year	11.9%	13.7%	5.4%	14.6%	16.4%	9.2%	–	2.2%
10 year	3.5%	1.9%	1.7%	6.1%	4.7%	5.4%	1.1%	2.8%
Since inception	9.1%	8.2%	1.4%	11.6%	10.7%	5.0%	6.3%	2.8%

^Launch date of Company. \*\*Source: Thomson Reuters Datastream. ††Regular dividend taking 2001 as 100. Past performance is not a guide to future performance.

## Business Review

### Business Model

#### *Business and Status*

The Company is an investment company within the meaning of section 833 of the Companies Act 2006 and carries on business as an investment trust. Investment trusts are UK public listed companies and their shares are traded on the London Stock Exchange. They invest in a portfolio of assets in order to spread risk. The Company has a fixed share capital, although, as explained on pages 14 and 15, it may purchase its own shares or issue shares. The price of the Company's shares is determined, like other listed shares, by supply and demand.

The Company has been approved as an investment trust by HM Revenue & Customs subject to the Company continuing to meet the eligibility conditions. The directors are of the opinion that the Company has continued to conduct its affairs so as to enable it to comply with the ongoing requirements of section 1158 of the Corporation Tax Act 2010. The Company is registered as a small UK Alternative Investment Fund Manager under the Alternative Investment Fund Managers Regulations 2013.

#### *Objective and Policy*

The Company's objective and policy are set out below. Although its investment policy allows gearing, including the use of derivatives, the Company is not permitted to employ gearing whilst it continues to be registered as a small UK Alternative Investment Fund Manager.

The Company's objective is to provide good absolute returns over long periods by investing the great majority of its assets in UK and international quoted securities and, if appropriate, index futures.

The Company's asset allocation policy is essentially opportunistic: the directors will sanction the allocation of money to those geographic areas that appear to offer the most favourable combinations of risk and reward. There are no maximum exposure limits on the amounts to be allocated to individual geographic areas, but in determining the allocation to an individual area the directors will consider the quality and quantity of information about that area available to the Company. They will also consider the difficulty the Company might have in monitoring its investments in that area in the context of a limited managerial resource. An important reason for the Company's historical commitment to UK equities has been the easy access it has had to an abundant supply of information on UK companies.

The Company has the freedom to invest up to 10% of its assets in unquoted securities, but the directors have no current intention of investing in unquoted securities.

The Company may use derivatives (futures, options and the like) to protect shareholders' funds, to hedge currency exposure, as a cost effective alternative to conventional gearing or in order to obtain or adjust its exposure to individual markets. The Company's investment policy in relation to the use of derivative instruments shall be subject to the following restrictions:

- (a) the Company's strategy for the use of derivative instruments must have the prior authorization of the board;
- (b) the Company shall not use derivative instruments to the extent that such use would achieve an economic exposure within the Company's portfolio which would not be permitted by the other requirements of the Company's investment policy including asset allocation, risk diversification and maximum exposures; and
- (c) the Company shall aggregate the effective gearing of all of its outstanding derivative instruments with its borrowings and shall not invest in a derivative instrument if, immediately following such investment, the Company's aggregate gearing would exceed a sum equal to 50% of its net assets.

It has been the policy of the directors since the Company's inception to sanction levels of exposure to individual companies and industries that would be considered unusually high by many conventional equity managers. In such cases, considerable care is taken by the directors at the time that the positions are established to ensure that the risk associated with them is reasonable in the context of the potential they offer. In particular, great emphasis is placed on the fundamental

characteristics of the businesses and on their valuations. The directors will not sanction new investment in any sector that makes up more than 40% of the Company's shareholders' funds or in any company that makes up more than 15% of the Company's shareholders' funds.

The directors are aware that in some quarters it is believed that the composition of market indices is a good starting point for the measurement of portfolio risk. The directors do not share this belief and pay no attention to the composition of market indices when assessing the level of risk within the portfolio. Instead, they consider the fundamental characteristics of the individual investments – such as cyclicalities, profitability, balance sheet structure and valuation – to arrive at a subjective assessment of the level of risk associated with each. They then make a further subjective assessment of the extent to which levels of concentration in particular industries leave the Company exposed to unexpected external events. It is the conscious policy of the directors to operate with less diversification of risk than might be considered normal by many investment managers.

The directors believe that the judicious use of gearing represents an attractive means of enhancing long term returns to shareholders. When circumstances, including the regulatory background, are appropriate, the directors will sanction levels of gearing that would be considered unusually high by many investment trust boards. The directors consider that borrowings are most appropriately used to finance less risky equities offering relatively high yields. Whenever the Company has net borrowings, the directors seek to ensure that the value of the subsection of the portfolio comprising such holdings exceeds the value of the net borrowings. The directors will not sanction any increase in borrowings if, at the time of such increase, the level of gearing including effective gearing arising from investment in derivative instruments is greater than 50% of net assets.

A detailed analysis of the Company's investment portfolio is set out on page 6 and in the Managing Director's Report.

### **Performance**

At each board meeting, the directors consider a number of performance measures to assess the Company's success in achieving its objectives.

#### *Key Performance Indicators*

The key performance indicators (KPIs) used to measure the progress and performance of the Company over time are established industry measures and are as follows:

- the movement in net asset value per ordinary share on a total return basis;
- the discount or premium of the share price to the net asset value; and
- the ongoing charges.

The Long Term Record on page 7 provides detailed performance information since inception. The net asset value total return for the year is contained in the Chairman's Statement along with information on the discount and ongoing charges.

### **Principal Risks**

As explained on pages 18 and 19 there is a process for identifying, evaluating and managing the risks faced by the Company on a regular basis. The directors have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. A description of these risks and how they are being managed or mitigated is set out below:

*Financial risk* – The Company's assets consist mainly of listed securities and its principal financial risks are therefore market related and include market risk (comprising currency risk, interest rate risk and other price risk), liquidity risk and credit risk. An explanation of those risks and how they are managed is contained in note 16 to the accounts on pages 40 to 42. To mitigate this risk, at each board meeting the composition and diversification of the portfolio by geographical and industrial sectors are considered along with sales and purchases of investments. Individual investments are discussed with the managing director together with his general views on the various investment markets and sectors.

*Regulatory risk* – failure to comply with applicable legal and regulatory requirements such as the tax rules for investment trusts, the UKLA Listing Rules, the Companies Act and the Alternative Investment Fund Managers Regulations 2013 could lead to suspension of the Company's Stock Exchange listing, financial penalties, a qualified audit report or to the Company being subject to tax on capital gains. To mitigate this risk, the practical measures to ensure compliance with regulations and with company law, and to provide effective and efficient operations as they relate to secretarial and administrative matters, have been delegated to Baillie Gifford & Co. Baillie Gifford's Internal Audit and Compliance departments provide regular reports to the audit committee on Baillie Gifford's monitoring programmes. Major regulatory change could impose disproportionate compliance burdens on the Company or threaten the viability of the investment trust structure. In such circumstances representation would be made to defend the special circumstances of investment trusts. Shareholder documents and announcements, including the Company's published interim and annual report and financial statements, are subject to stringent review processes and procedures are in place to ensure adherence to the Transparency Directive with reference to inside information.

*Custody risk* – safe custody of the Company's assets may be compromised through control failures by the Company's custodian. To mitigate this risk, cash and portfolio holdings are regularly reconciled to the custodian's records by Baillie Gifford & Co. In addition, the existence of assets is subject to annual external audit. The audit committee reviewed Baillie Gifford's Report on Internal Controls which details the controls in place regarding the recording and reconciliation of cash and portfolio holdings to third party data. The custodian's Internal Controls Reports are reviewed by Baillie Gifford & Co's Internal Audit department and a summary of the key points is provided to the audit committee.

*Operational risk* – risk of loss resulting from inadequate or failed internal controls, processes and systems, or from external events. To mitigate this risk, Baillie Gifford's Internal Audit and Compliance departments provide regular reports to the audit committee. The board also reviews Baillie Gifford's Report on Internal Controls and the reports by other key service providers are reviewed by Baillie Gifford on behalf of the board. In addition, Baillie Gifford has a comprehensive business continuity plan which facilitates continued operations of the business in the event of a service disruption or major disaster.

*Discount/premium volatility* – the discount/premium at which the Company's shares trade can widen. To mitigate this risk, the board monitors the level of discount/premium and the Company has authority to buy back and issue its own shares.

*Political risk* – the board is of the view that political change in areas in which the Company invests or may invest may increasingly have practical consequences for the Company. To mitigate this risk, developments are closely monitored and considered by the board.

*Resource risk* – as the Company is self managed and has only two employees (the managing director and full-time portfolio manager of the portfolio, Max Ward, and an office manager) the loss of personnel may adversely impact investment performance. To mitigate this risk, contingency plans are in place to deal with any loss of personnel. Secretarial and accounting functions are contracted out to Baillie Gifford & Co and are not subject to resource risk.

### **Viability Statement**

In accordance with provision C.2.2 of the UK Corporate Governance Code, published by the Financial Reporting Council in September 2014, the directors have assessed the prospects of the Company over a three year period. The directors believe this period to be appropriate as it is reflective of the Company's investment and planning timeframe and, in the absence of any adverse change to the regulatory environment and the favourable tax treatment afforded to UK investment trusts, is a period over which they do not expect there to be any significant change to the current principal risks and to the adequacy of the mitigating controls in place. The directors do not envisage any change in strategy or objectives or any events that would prevent the Company from continuing to operate over that period.

In making this assessment the directors have taken into account the Company's current position and its self-managed status and have conducted a robust assessment of the Company's principal risks and uncertainties detailed on pages 9 and 10. Although the Company has the authority to buy back up to 14.99% of its issued share capital, which is renewed annually, there is no stated discount control mechanism in place. The directors have also considered the Company's investment objective and policy, its dividend policy, the nature of its assets, its liabilities and projected income and expenditure. The Company is not permitted to employ gearing whilst it continues to be registered as a small UK AIFM, its ongoing charges are a very small percentage of its assets (2016 – 0.34%; 2015 – 0.32%) and the vast majority of the Company's investments are readily realizable and can be sold to meet liabilities as they fall due. Contingency plans are in place to deal with any loss of key personnel. In the event of the departure of the managing director, which is not foreseen within the indicated timespan, the board would endeavour to present shareholders with an option to realize their investment at around liquidating value or to convert to another investment trust.

Based on this assessment, the directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three years.

### **Social, Community, Employee Responsibilities and Environmental Policy**

The Company has only two employees. As an investment trust, the Company has no direct social, community, or environmental responsibilities. Its principal responsibility to shareholders is to ensure that the investment portfolio is properly invested and managed. The Company, however, believes that it is in the shareholders' interests to consider environmental, social and governance factors when selecting and retaining investments. Details of the Company's policy on socially responsible investment can be found under Corporate Governance and Stewardship on page 19.

The Company considers that it does not fall within the scope of the Modern Slavery Act 2015 and it is not, therefore, obliged to make a slavery and human trafficking statement. In any event, the Company considers its supply chains to be of low risk as its suppliers are typically professional advisers.

### **Gender Representation**

The Board comprises four male directors (including one executive director) and the Company has one female employee. The board's policy on diversity is set out on page 17.

The Strategic Report which is set out on pages 2 to 11 was approved by the board and signed on 30 January 2017.

Douglas McDougall  
Chairman

## **Board of Directors and Investment Management**

### **Board of Directors**

#### **Douglas McDougall OBE *Chairman***

Douglas McDougall was a partner in Baillie Gifford & Co from 1969 until April 1999. From 1989, when he was appointed joint senior partner, until his retirement in 1999, he was in overall charge both of the firm's investment departments and of its investment policy committee. He is chairman of The European Investment Trust plc and a director of The Monks Investment Trust PLC and Pacific Horizon Investment Trust PLC. He is a former chairman of IMRO, the Association of Investment Companies and the Fund Managers' Association.

#### **Max Ward *Managing Director***

Max Ward was a partner in Baillie Gifford & Co from 1975 until April 2000, and was head of the firm's UK Equity Department from 1981 until his retirement in 2000. From 1989 until 2000 he was the manager of Scottish Mortgage Investment Trust PLC. He is a director of The Edinburgh Investment Trust plc.

#### **James Ferguson *Senior Independent Director***

James Ferguson joined Stewart Ivory (previously Stewart Fund Managers) in 1970. He was appointed a director in 1974, and became chairman in 1989, a post he held until his retirement in 2000. He is chairman of Value & Income Trust plc, The Monks Investment Trust PLC, The Scottish Oriental Smaller Companies Trust plc, The North American Income Trust PLC, Amati Global Investors Limited and Northern 3 VCT plc. He is a former deputy chairman of the Association of Investment Companies and is a former member of the Executive Committee of the Fund Managers' Association.

#### **The Hon. Robert Laing**

Robert Laing was admitted as a solicitor in England in 1977 and in Scotland in 1985. He worked for Slaughter and May from 1975 until 1983, when he joined Maclay Murray & Spens. He retired from Maclay Murray & Spens LLP in 2016, having been a partner since 1985 and chairman since 2010. He is a director of The Law Debenture Corporation plc.

All the directors are members of the audit committee and nomination committee and all the directors except Max Ward are members of the remuneration committee. Douglas McDougall is the chairman of all three committees.

### **Investment Management**

The board maintains overall control over the formulation of the Company's investment policy and has overall responsibility for the Company's activities. The board has delegated responsibility for day-to-day investment management to Max Ward, the Company's managing director. Max Ward has a rolling twelve month contract for services with the Company under which he received a salary of £200,000 for the year under review.

## Directors' Report

The directors have pleasure in submitting their Report together with the audited financial statements of the Company for the year ended 30 November 2016.

### Corporate Governance

The Corporate Governance Report is set out on pages 16 to 19 and forms part of this Report.

### Directors

Information about the directors and their relevant experience can be found on page 12.

Each of the directors retires at the Annual General Meeting and offers himself for re-election. Following formal evaluation, the performance of each director is considered to be effective and each remains committed to the Company. The contribution of each director to the board is greatly valued and the board recommends their re-election to shareholders.

### *Director Indemnification and Insurance*

The Company maintains directors' and officers' liability insurance.

The Company has entered into qualifying third party deeds of indemnity in favour of each of the directors. The deeds, which were in force during the year to 30 November 2016 and up to the date of approval of this report, cover any liabilities that may arise to a third party, other than the Company, for negligence, default or breach of trust or duty. The directors are not indemnified in respect of liabilities to the Company, any regulatory or criminal fines, any costs incurred in connection with criminal proceedings in which the director is convicted or civil proceedings brought by the Company in which judgement is given against him. In addition, the indemnity does not apply to any liability to the extent that it is recovered from another person.

### *Conflicts of Interest*

Each director submits a list of potential conflicts of interest to the nomination committee on an annual basis. The committee considers these carefully, taking into account the circumstances surrounding them, and makes a recommendation to the board as to whether or not they should be approved. Board approval is for a period of one year. The board considers there were no actual or indirect interests of a director which conflicted with the interests of the Company during the year.

### Dividends

The board has declared a special dividend of 2.50p per ordinary share, which together with the interim already paid, makes a total dividend of 7.50p for the year. The special dividend will be paid on 6 April 2017 to shareholders on the register at the close of business on 24 February 2017. The ex-dividend date is 23 February 2017.

### Share Capital

#### *Capital Structure*

The Company's capital structure consisted of 55,530,000 ordinary shares of 25p each at 30 November 2016 (2015 – 56,130,000 ordinary shares). There are no restrictions concerning the holding or transfer of the Company's ordinary shares and there are no special rights attached to any of the shares.

#### *Dividends*

The ordinary shares carry a right to receive dividends. Interim dividends are determined by the directors, whereas final dividends are subject to shareholder approval at the Annual General Meeting.

#### *Capital Entitlement*

On a winding up, after meeting the liabilities of the Company, the surplus assets will be paid to ordinary shareholders in proportion to their shareholdings.

#### *Voting*

Each ordinary shareholder present in person or by proxy is entitled to one vote on a show of hands and, on a poll, one vote for every share held.

Information on the deadlines for proxy appointments can be found on pages 44 and 45.

**Major Interests in the Company's Shares**

The Company has received notifications of the following interests in 3% or more of the voting rights of the Company as at 30 November 2016. There have been no changes in the major interests in the Company's shares intimated up to 26 January 2017.

Name	Number of ordinary 25p shares held at 30 November 2016	% of issued capital
A&OT Investments Limited	9,795,000	17.6
Mr DCP McDougall	8,551,250	15.4
Mr MCB Ward	4,200,000	7.6
Sir Angus Grossart	2,345,000	4.2

**Market Purchases of Own Shares**

At the last Annual General Meeting the Company was granted authority to purchase up to 8,413,887 ordinary shares (equivalent to 14.99% of its issued share capital), such authority to expire at the conclusion of the Annual General Meeting to be held in respect of the year ending 30 November 2016. During the year to 30 November 2016 the Company bought back 600,000 ordinary shares (nominal value £150,000, representing 1.1% of the called up share capital at 30 November 2015) on the London Stock Exchange for cancellation. The total consideration for these shares was £2,206,000. Between 1 December 2016 and 26 January 2017, the latest practicable date prior to publication of this report, the Company bought back a further 60,000 ordinary shares (nominal value £15,000) for a total consideration of £238,000.

The principal reasons for share buybacks are to address any imbalance between the supply and demand for the Company's shares and to increase the net asset value per remaining share. The Company may either cancel bought-back shares immediately or hold them 'in treasury' and then:

- (i) sell such shares (or any of them) for cash (or its equivalent under the Companies Act 2006); or
- (ii) cancel the shares (or any of them).

Shares will only be resold from treasury at a price at or above net asset value per share. No shares were held in treasury as at 26 January 2017, and no such holdings are planned.

The directors are seeking shareholders' approval at the Annual General Meeting to renew the authority to purchase up to 8,314,953 ordinary shares representing approximately 14.99% of the Company's ordinary shares in issue at the date of passing of the resolution, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in respect of the year ending 30 November 2017. Such purchases will only be made through the market for cash at prices below the most recently calculated net asset value per ordinary share, which will result in an increase in the net asset value of the remaining ordinary shares. In accordance with the Listing Rules of the UK Listing Authority, the maximum price (excluding expenses) that may be paid on the exercise of the authority must not exceed the higher of:

- (i) 5 per cent above the average closing price on the London Stock Exchange of an ordinary share over the five business days immediately preceding the date of purchase; and
- (ii) the higher of the price of the last independent trade of, and the highest current independent bid for, an ordinary share on the London Stock Exchange.

The minimum price that may be paid will be 25p per share. Purchases of shares will be made within guidelines established, from time to time, by the board. Your attention is drawn to Resolution 10 in the Notice of Annual General Meeting. The authority, if conferred, will only be exercised if to do so would result in an increase in net asset value per ordinary share for the remaining shareholders and if it is considered to be in the best interest of shareholders generally.

**Authority to Allot Shares and Dis-application of Pre-emption Rights**

The Company also has the authority to allot new shares up to an aggregate nominal amount of £4,774,939 representing approximately 34.4% of the shares in issue as at 30 November 2016. In addition, the dis-application of pre-emption rights in respect of the issue of equity securities for cash by the Company authorizes the directors to allot new shares or sell shares

held in treasury up to the same aggregate nominal amount of £4,774,939 for cash without first offering such shares to existing shareholders pro rata to their existing holdings.

These authorities will continue in effect until 25 March 2020.

The directors do not consider that the Company is a vehicle for institutional investors and will not be bound by the institutional guidelines on pre-emption which limit non-pre-emptive issues for cash in any 12 month and rolling three year period. The directors will not, however, allot ordinary shares for cash at a price below the most recently calculated net asset value per share without offering such shares on a pro rata basis to shareholders.

### **Financial Instruments**

The Company's financial instruments comprise its investment portfolio, cash balances, borrowings, if any, and debtors and creditors that arise directly from its operations such as sales and purchases awaiting settlement and accrued income. The financial risk management objectives and policies arising from its financial instruments and the exposure of the Company to risk are disclosed in note 16 to the accounts.

### **Future Developments of the Company**

The outlook for the Company is dependent to a significant degree on economic events and the financial markets. Further comments on the outlook for the Company are included in the Chairman's Statement on pages 2 and 3.

### **Articles of Association**

The Company's Articles of Association may only be amended by special resolution at a general meeting of shareholders.

### **Disclosure of Information to the Auditor**

The directors confirm that so far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware and the directors have taken all the steps that they might reasonably be expected to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### **Independent Auditor**

Resolutions to reappoint Ernst & Young LLP as independent auditor to the Company and to authorize the directors to determine their remuneration will be proposed at the Annual General Meeting.

### **Post Balance Sheet Events**

The directors confirm that there have been no significant post balance sheet events up to 30 January 2017.

### **Carbon Emissions**

The Company's carbon emissions result predominantly from its consumption of electricity and gas at its single office. Using Defra/DECC's GHG conversion factors for company reporting 2016, emissions for the year to 30 September 2016 were 12.6 tonnes of CO<sub>2</sub>e (2015: 12.7 tonnes of CO<sub>2</sub>e). This equates to 0.07 tonnes of CO<sub>2</sub>e (2015: 0.07 tonnes of CO<sub>2</sub>e) per square metre.

### **Bribery Act**

The Company has a zero tolerance policy towards bribery and is committed to carrying out business fairly, honestly and openly. The Company has procedures in place to prevent bribery that are proportionate to the risks faced.

### **Recommendation**

The directors consider each resolution being proposed at the Annual General Meeting to be in the best interests of the Company's shareholders as a whole and they unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial holdings of shares which amount in aggregate to 14,576,250 shares, representing approximately 26.3% of the current issued share capital of the Company.

By order of the board

Douglas McDougall  
Chairman  
30 January 2017

## Corporate Governance Report

The board is committed to achieving and demonstrating high standards of Corporate Governance. This statement outlines how the principles of the 2014 UK Corporate Governance Code (the 'Code') which can be found at [www.frc.org.uk](http://www.frc.org.uk) and the relevant principles of the Association of Investment Companies Code of Corporate Governance (the 'AIC Code') were applied throughout the financial year. The AIC Code provides a framework of best practice for investment companies and can be found at [www.theaic.co.uk](http://www.theaic.co.uk).

### Compliance

The board confirms that the Company has complied throughout the year under review with the relevant provisions of the Code and with the recommendations of the AIC Code, except that:

- (i) the chairman of the board, Douglas McDougall, is chairman of the audit committee. As the board considers Mr McDougall to be independent of mind and believes there are no conflicts of interest, the board believes it is appropriate for him to chair the committee;
- (ii) Max Ward, the managing director, is a member of the audit committee. The board believes that it is appropriate for Mr Ward to be a member of the audit committee given his understanding of the business, integrity and independence of mind; and
- (iii) the chairman of the board is also chairman of the remuneration committee. The chairman's fees and those of the non-executive directors are determined by the board rather than the remuneration committee.

### The Board

The Independent Investment Trust PLC is run by its board, which consists of a chairman, a managing director and two non-executive directors. The board retains overall control over the Company's investment policy and has responsibility for all the Company's activities including strategy, borrowings, gearing, treasury matters, dividend, corporate governance policy and board remuneration. The board also reviews the financial statements, investment transactions, revenue budgets and performance of the Company. Full and timely information is provided to the board to enable the board to function effectively and to allow directors to discharge their responsibilities.

The chairman is responsible for organising the business of the board, ensuring its effectiveness and setting its agenda. The board has delegated the day-to-day management of the portfolio to Max Ward, the managing director. The secretarial and administration responsibilities have been delegated to Baillie Gifford & Co. The senior independent director is James Ferguson.

The directors believe that the board has a balance of skills and experience which enable it to provide effective strategic leadership and proper governance of the Company. Information about the directors, including their relevant experience, can be found on page 12.

There is an agreed procedure for directors to seek independent professional advice if necessary and at the Company's expense.

### Appointments to the Board

Max Ward has a rolling 12 month contract for services with the Company, details of which are given in the Directors' Remuneration Report on page 22.

Letters which specify the terms of appointment are issued to new non-executive directors. The letters of appointment are available for inspection on request.

The Company's articles provide that a director appointed during the year is required to retire and seek election by shareholders at the next Annual General Meeting. In accordance with Company policy, all directors offer themselves for re-election annually.

### Independence of Directors

The chairman and non-executive directors are free from any business or other relationship which could interfere with the exercise of their independent judgement. All the directors have served on the board for more than nine years. The directors recognise the importance of succession planning for company boards and review the board's composition annually. The board is of the view that length of service will not necessarily compromise the independence or contribution of

directors of an investment trust company, where continuity and experience can be a benefit to the board. The board concurs with the view expressed in the AIC Code that long serving directors should not be prevented from being considered independent and that “independence stems from the ability to make those objective decisions that may be in conflict with the interests of management. This in turn is a function of confidence (born of courage and experience), integrity (personal character) and judgement (born of knowledge and experience)”.

Following formal performance evaluation the board believes that each of the directors continues to be independent in character and judgement and that their extensive experience is a benefit to the board. Their independence has not been compromised by length of service.

The chairman and James Ferguson are both directors of The Monks Investment Trust PLC. The board does not believe that this common directorship affects their independent judgement and The Independent Investment Trust PLC does not invest in The Monks Investment Trust PLC.

The directors’ interests in the shares of the Company are set out on page 23. The board believes that being shareholders, which they have been since the launch of the Company, aligns directors’ interests with those of shareholders generally and does not affect their independent judgement.

### Meetings

There is an annual cycle of board meetings which is designed to address, in a systematic way, overall strategy, review of investment policy, investment performance, revenue budgets, dividend policy and communication with shareholders. The board considers that it meets sufficiently regularly to discharge its duties effectively. The table below shows the attendance record for the board and committee meetings held during the year. All of the directors attended the Annual General Meeting.

	Board	Audit Committee	Nomination Committee	Remuneration Committee
Number of meetings	5	2	1	1
DCP McDougall	5	2	1	1
MCB Ward	5	2	1	–
JGD Ferguson	5	2	1	1
The Hon RJ Laing	5	2	1	1

Mr MCB Ward is not a member of the remuneration committee.

### Nomination Committee

The nomination committee consists of the whole board. Douglas McDougall is chairman of the committee. The committee meets on an annual basis and at such other times as may be required. The committee has written terms of reference which include reviewing the board structure, identifying and nominating candidates for appointment to the board, appraising the board, considering whether directors should be recommended for re-election by shareholders, succession planning and training. The committee is responsible for considering directors’ potential conflicts of interest and for making recommendations to the board on whether or not the potential conflicts should be authorized.

Appointments to the board are made on merit with due regard for the benefits of diversity including gender. The priority in appointing new directors is to identify the candidate with the best range of skills and experience to complement existing directors. The board therefore does not consider it appropriate to set diversity targets or apply a diversity policy.

The committee’s terms of reference are available on request and on the website: [www.independentinvestmenttrust.co.uk](http://www.independentinvestmenttrust.co.uk).

### Performance Evaluation

The nomination committee met to assess the performance of the chairman, each director, the board as a whole and its committees after inviting each director and the chairman to consider and respond to an evaluation questionnaire. The appraisal of the chairman was led by the senior

independent director. The appraisals and evaluations considered amongst other criteria the balance of skills of the board, training and development requirements, the contribution of individual directors and the overall effectiveness of the board and its committees. Following this process it was concluded that the performance of each director, the chairman, the board and its committees continues to be effective and each director and the chairman remain committed to the Company. A review of the chairman's and other directors' commitments was carried out and the nomination committee is satisfied that they are capable of devoting sufficient time to the Company. There were no significant changes to the chairman's other commitments during the year.

### **Induction and Training**

New directors appointed to the board will have formal induction meetings with the managing director and Baillie Gifford & Co. Briefings were provided during the year on industry and regulatory matters. Directors receive other relevant training as necessary.

### **Remuneration Committee**

The remuneration committee consists of all the directors other than Max Ward. Douglas McDougall is chairman of the committee. The committee meets on an annual basis and at such other times as may be required. The committee's terms of reference include reviewing the effectiveness and performance of the Company's managing director. The terms of reference are available on request and on the website: [www.independentinvestmenttrust.co.uk](http://www.independentinvestmenttrust.co.uk). The Company's policy on remuneration is set out in the Directors' Remuneration Report on pages 22 to 24.

### **Audit Committee**

The report of the audit committee is set out on pages 20 and 21.

### **Internal Controls and Risk Management**

The directors acknowledge their responsibility for the Company's risk management and internal control systems and for reviewing their effectiveness. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss.

The board confirms that there is an ongoing process for identifying, evaluating and managing the significant risks faced by the Company in accordance with the guidance 'Guidance on Risk Management, Internal Control and Related Financial and Business Reporting'.

The board takes responsibility, upon the advice of the secretaries, for the design, implementation and maintenance of control policies and procedures to safeguard the assets of the Company and to manage its affairs properly, including the maintenance of effective operational and compliance controls and risk management. The Company's internal controls strategy has largely been based upon Baillie Gifford & Co's existing risk based system of internal controls.

The practical measures to ensure compliance with regulations and with company law, and to provide effective and efficient operations as they relate to secretarial and administrative matters, have been delegated to Baillie Gifford & Co.

The board oversees the functions delegated to Baillie Gifford & Co. Baillie Gifford & Co's Compliance and Internal Audit departments provide the board with regular reports on Baillie Gifford's monitoring programmes as they relate to its secretarial and administrative functions. The reporting procedures for these departments are defined and formalised within a service level agreement. Baillie Gifford & Co conducts an annual review of its system of internal controls, which is documented within an internal controls report which complies with ISAE 3402 and Technical Release AAF 01/06 – Assurance Reports on Internal Controls of Service Organisations made available to Third Parties. The report is independently reviewed by Baillie Gifford & Co's external auditor and a copy is submitted to the audit committee.

Custody of investments is contracted to an independent custodian, The Bank of New York Mellon SA/NV. The custodian prepares a report on its key controls and safeguards which is independently reviewed by KPMG LLP prior to publication. The published report is reviewed by Baillie Gifford & Co's Internal Audit department and a summary of the key points is provided to the audit committee.

A report identifying the material risks faced by the Company and the key controls employed to manage these risks is reviewed by the audit committee.

These procedures ensure that consideration is given regularly to the nature and extent of risks facing the Company and that they are being actively monitored. Where changes in risk have been identified during the year, they also provide a mechanism to assess whether further action is required to manage these risks.

The directors confirm that they have reviewed the effectiveness of the Company's risk management and internal controls systems, which accord with the FRC 'Guidance on Risk Management, Internal Control and Related Financial and Business Reporting' issued in September 2014, and they have procedures in place to review their effectiveness on a regular basis. No significant weaknesses were identified in the year under review and up to the date of this Report.

The board confirms that these procedures have been in place throughout the Company's financial year and continue to be in place up to the date of approval of this report.

### **Going Concern**

Having assessed the principal risks and other matters set out in the Viability Statement on pages 10 and 11, the directors consider it appropriate to adopt the going concern basis of accounting in preparing these financial statements and confirm that they are not aware of any material uncertainties which may affect the Company's ability to continue to do so over a period of at least twelve months from the date of approval of these financial statements.

### **Relations with Shareholders**

The board attaches great importance to communication with shareholders. The directors have frequent discussions with shareholders. The chairman and the other directors are available for discussion with shareholders as appropriate and shareholders wishing to communicate with the chairman or any other director should do so by writing to him at the address on the back cover.

The Company's Annual General Meeting is viewed as an opportunity to communicate with shareholders. The level of proxies lodged for each resolution is announced at the meeting and is published on the Company's website. The notice period for the Annual General Meeting is at least twenty working days.

### **Corporate Governance and Stewardship**

In voting on its shareholdings, the Company will normally support management. The Company votes against resolutions which are considered to damage shareholders' rights or economic interests. The Company believes that it is in the shareholders' interests to consider environmental, social and governance factors when selecting and retaining investments and takes these issues into account as they affect the investment objectives.

By order of the board

Douglas McDougall  
Chairman  
30 January 2017

## Audit Committee Report

The audit committee consists of the whole board. The members of the committee consider that they have the requisite financial skills and experience to fulfil the responsibilities of the committee. The chairman of the board, Douglas McDougall is chairman of the committee. Mr McDougall has many years' experience of financial matters relating to investment trusts.

As the board considers Mr McDougall to be independent of mind and believes there are no conflicts of interest, the board believes it is appropriate for him to chair the committee. The board believes it is appropriate for Mr Ward to be a member of the committee given his understanding of the business and independence of mind.

The committee's authority and duties are clearly defined within its written terms of reference which are available on request from the secretaries and at [www.independentinvestmenttrust.co.uk](http://www.independentinvestmenttrust.co.uk). The terms of reference are reviewed annually. The committee's effectiveness is reviewed on an annual basis as part of the board's performance evaluation process. At least once a year the committee has an opportunity to meet with the external auditor without the managing director or any representative of the secretaries being present.

### Main Activities of the Committee

The committee met twice during the year and Ernst & Young LLP, the external auditor, attended one of the meetings. Baillie Gifford's Internal Audit and Compliance Departments provided reports on their monitoring programmes for these meetings.

The matters considered, monitored and reviewed by the committee during the course of the year included the following:

- the preliminary results announcement and the annual and interim reports;
- the Company's accounting policies and practices;
- the regulatory changes impacting the Company;
- the fairness, balance and understandability of the annual report and financial statements and whether it provided the information necessary for shareholders to assess the Company's performance, business model and strategy;
- the effectiveness of the Company's internal control environment;
- reappointment, remuneration and terms of engagement of the external auditor;
- whether the audit services contract should be put out to tender;
- the policy on the engagement of the external auditor to supply non-audit services;
- the independence and objectivity of the external auditor and the effectiveness of the external audit process;
- the need for the Company to have its own internal audit function;
- internal controls reports received from the secretaries and custodian; and
- the arrangements in place whereby staff of the Company and the secretaries may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

### Internal Audit

The audit committee carries out an annual review of the need for an internal audit function. The committee continues to believe that the size of the Company does not justify a separate internal audit function.

### Financial Reporting

The committee considers that the most significant issue likely to impact the financial statements are the existence, valuation and legal title of investments, as they represent 95% of net assets, and the accuracy and completeness of investment income.

All of the investments are in quoted securities and market prices are readily available from independent external pricing sources. The committee reviewed the secretaries' Report on Internal Controls which details the controls in place regarding recording and pricing of investments and the reconciliation of investment holdings to third party data. The value of all the investments at 30 November 2016 were agreed to external price sources and the holdings agreed to confirmations from the Company's custodian.

The committee reviewed the secretaries' Report on Internal Controls which details the controls in place regarding completeness and accurate recording of investment income. The accounting treatment of each special dividend received or receivable during the year was reviewed by the secretaries.

The secretaries confirmed to the committee that they were not aware of any material misstatements in the context of the financial statements as a whole.

### **Internal Controls and Risk Management**

The committee reviewed the effectiveness of the Company's risk management and internal controls systems as described on pages 18 and 19. No significant weaknesses were identified in the year under review.

### **External Auditor**

To fulfil its responsibility regarding the independence of the external auditor the Committee reviewed the auditor's audit plan, which includes a description of their arrangements to manage independence, a report from the auditor on the conclusion of the audit setting out why they remain independent and the extent of non-audit services provided by the auditor. There were no non-audit services provided during the year.

To assess the effectiveness of the auditor and the external audit process, the Committee reviewed the auditor's audit plan, the fulfilment by the auditor of the agreed audit plan, a report from the auditor on the conclusion of the audit and feedback from the secretaries on the performance of the audit team. The Committee also considered the Audit Quality Inspection Report on Ernst & Young LLP issued by the FRC.

Ernst & Young LLP has been engaged as the Company's auditor for fifteen years. The audit partners responsible for the audit are rotated at least every five years in accordance with professional and regulatory standards in order to protect independence and objectivity and to provide fresh challenge to the business. As the current lead partner, Mr Singh, was appointed in 2012, this is his fifth year as audit partner and he will therefore be replaced by a new partner for the 2017 audit.

Ernst & Young LLP have confirmed that they believe they are independent within the meaning of regulatory and professional requirements and that the objectivity of the audit partner and staff is not impaired.

Having carried out the review described above, the committee is satisfied that the auditor remains independent and effective and has not considered it necessary to conduct a tender process for the appointment of its auditor at this stage.

The committee is aware that EU regulations in relation to the statutory audits of EU listed companies will require the Company to change its audit firm by 2023.

There are no contractual obligations restricting the committee's choice of external auditor.

### **Accountability and Audit**

The respective responsibilities of the directors and the auditor in connection with the financial statements are set out on pages 25 to 30.

By order of the board

Douglas McDougall  
Chairman of the audit committee  
30 January 2017

## Directors' Remuneration Report

This report has been prepared in accordance with the requirements of the Companies Act 2006.

### Statement by the Chairman

The Directors' Remuneration Policy is subject to shareholder approval every three years or sooner if an alteration to the policy is proposed. As the remuneration policy was last approved by shareholders at the Company's Annual General Meeting on 27 March 2014, shareholder approval of the policy is being sought at the forthcoming Annual General Meeting. The policy for which approval is being sought is set out below and is unchanged from that currently in force.

The level of fees was reviewed during the year and it was agreed that there would be no change to the fees. The fees were last increased on 1 December 2015 (see first table on page 23 for details).

The board has established a remuneration committee which consists of all the directors other than Max Ward. Its terms of reference, which include reviewing the remuneration of Max Ward, are available on the Company's website. The remuneration of the other directors is reviewed by the board.

### Directors' Remuneration Policy

An ordinary resolution for the approval of the Directors' Remuneration Policy will be put to members at the forthcoming Annual General Meeting. The policy is that the remuneration of directors should be set at a level sufficient to attract and retain directors of the appropriate quality and experience. It should also be fair and reflect the experience of the board as a whole. The directors' remuneration is payable quarterly in arrears and is determined within an aggregate limit set out in the Company's articles of association, which currently stands at one half of one per cent of the Company's total assets. Any change to this limit requires shareholder approval.

The board is composed of the managing director, Max Ward, and three non-executive directors.

#### *Executive Director (managing director)*

Max Ward has a rolling 12 month contract for services with the Company. Under the terms of this contract, which is terminable by either party on 12 months' notice, Mr Ward has been employed as the managing director to manage the investments and assets of the Company in return for a salary which is subject to annual review. Mr Ward is also entitled to reimbursement of any travelling and other out-of-pocket expenses incurred by him in the performance of his duties for the Company provided that they have been approved by the board. Mr Ward is not eligible for any other remuneration or benefits. There are no performance conditions relating to Mr Ward's salary and there is no long-term incentive scheme or pension scheme. No compensation is payable on loss of office.

#### *Non-executive Directors*

The non-executive directors have letters of appointment with the Company. Non-executive directors are not eligible for any other remuneration or benefits. There are no performance conditions relating to non-executive directors' fees and there is no long-term incentive scheme or pension scheme. There is no notice period and no compensation is payable on loss of office.

#### *Remuneration Levels*

The remuneration paid in respect of the year ended 30 November 2016 and the remuneration payable in respect of the year ending 30 November 2017 is £22,000 for each non-executive director, £55,000 for the Chairman and the salary of the managing director is £200,000. The remuneration payable to the directors in the subsequent financial periods will be determined following an annual review. The total aggregate remuneration payable to the directors shall not exceed the limit as set out in the Company's articles of association explained above.

### Annual Report on Remuneration

An ordinary resolution for the approval of this report will be put to the members at the forthcoming Annual General Meeting.

The law requires the Company's auditor to audit certain of the disclosures provided in this report. Where disclosures have been audited, they are indicated as such. The auditor's opinion is included in their report on page 29.

**Directors' Remuneration for the Year (audited)**

The directors who served during the year received the following remuneration in the form of fees. This represents the entire remuneration paid to the directors.

	2016 £	2015 £
<i>Executive director</i>		
MCB Ward (Managing Director)	200,000	150,000
<i>Non-executive directors</i>		
DCP McDougall (Chairman)	55,000	45,000
JGD Ferguson	22,000	18,000
The Hon. RJ Laing	22,000	18,000
	<u>299,000</u>	<u>231,000</u>

**History of Executive Director's Salary**

Name	Year ending 30 November	Salary £
MCB Ward (Managing Director)	2009	100,000
	2010	100,000
	2011	150,000
	2012	150,000
	2013	150,000
	2014	150,000
	2015	150,000
	2016	200,000

**Directors' Interests (audited)**

Name	Nature of interest	30 November 2016 Ordinary shares	1 December 2015 Ordinary shares
DCP McDougall (Chairman)	Beneficial	8,551,250	8,526,000
DCP McDougall (Chairman)	Non-beneficial	–	101,000
MCB Ward (Managing Director)	Beneficial	4,200,000	5,200,000
JGD Ferguson	Beneficial	965,000	1,135,000*
The Hon. RJ Laing	Beneficial	860,000	860,000

\* Included within this figure are 170,000 shares held by persons who ceased to be closely associated with Mr Ferguson during the year under review.

The directors are not required to hold shares in the Company. The directors at the year end, and their interests in the Company, were as shown above. There have been no changes intimated in the directors' interests up to 26 January 2017.

Mr Ward received and retained a fee of £24,200 for serving as a non-executive director on the board of The Edinburgh Investment Trust PLC in respect of its financial year to 31 March 2016.

**Statement of Voting at Annual General Meeting**

At the last Annual General Meeting, of the proxy votes received in respect of the Directors' Remuneration Report, 99.98% were in favour and 0.02% were withheld. At the last Annual General Meeting at which the Directors' Remuneration Policy was considered (March 2014), 99.99% of the proxy votes received were in favour, nil% were against and 0.01% were withheld.

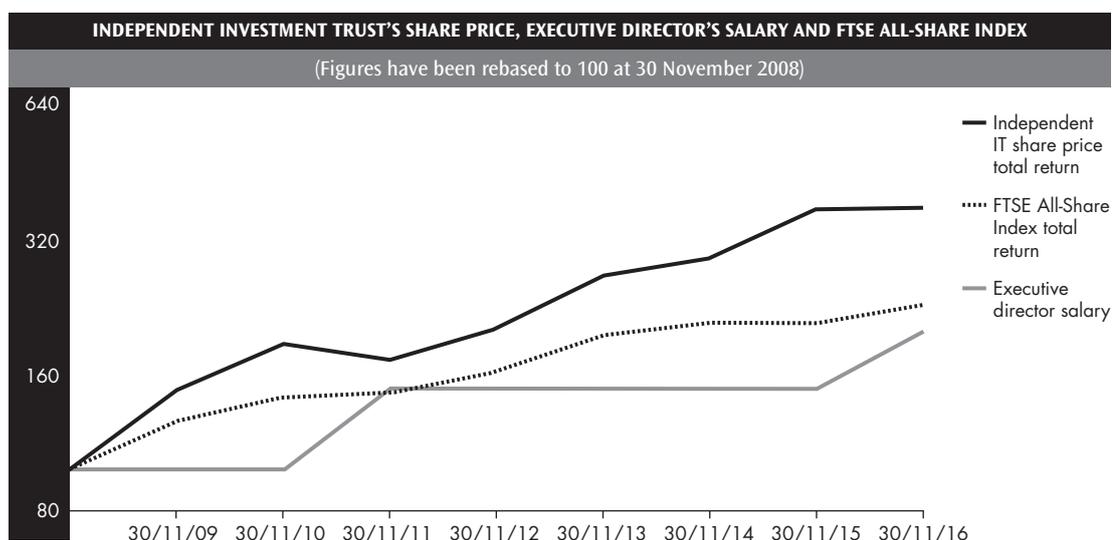
**Relative Importance of Spend on Pay**

The table below shows the actual expenditure during the year in relation to directors' remuneration, remuneration of other employees and distribution to shareholders by way of dividends and buy-backs.

	2016 £'000	2015 £'000s	Change £'000
Directors' remuneration	299	231	68
Remuneration of other employees	56	61	(5)
Dividends paid to shareholders	6,174	4,008	2,166
Shares bought back	2,206	5,582	(3,376)

**Company Performance**

The following graph compares the total return (assuming all dividends are reinvested) to ordinary shareholders and the executive director's salary with the total shareholder return on a notional investment made up of shares in the component parts of the FTSE All-Share Index. This index was chosen for comparison purposes as it is a widely used measure of performance for UK listed companies and because the bulk of the Company's assets are invested in UK equities.



Source: Thomson Reuters Datastream/Baillie Gifford & Co. All figures where relevant are total returns (assuming all dividends are re-invested) in sterling terms and have been plotted using a logarithmic scale. Past performance is not a guide to future performance.

**Approval**

The Directors' Remuneration Report on pages 22 to 24 was approved by the board of directors and signed on its behalf by the chairman of the board and remuneration committee on 30 January 2017.

Douglas McDougall  
Chairman

## Statement of Directors' Responsibilities in Respect of the Annual Report and the Financial Statements

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Under applicable laws and regulations, the directors are also responsible for preparing a Strategic Report, a Directors' Report, a Directors' Remuneration Report and a Corporate Governance Statement that comply with that law and those regulations.

The directors have delegated responsibility to the secretaries for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The work carried out by the auditor does not involve any consideration of these matters and, accordingly, the auditor accepts no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Each of the directors, whose names and functions are listed within the board of directors section confirm that, to the best of their knowledge:

- the financial statements, which have been prepared in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', give a true and fair view of the assets, liabilities, financial position and net return of the Company;
- the annual report and financial statements taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

By order of the board

Douglas McDougall  
Chairman  
30 January 2017

## **Independent Auditor's Report To the members of The Independent Investment Trust PLC**

### **Our opinion on the 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 2016 and of the Company's net return for the year then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### **What we have audited**

The Independent Investment Trust PLC's financial statements comprise:

- Income Statement for the year ended 30 November 2016;
- Balance Sheet as at 30 November 2016;
- Statement of Changes in Equity for the year ended 30 November 2016; and
- related notes 1 to 16 to the financial statements.

The financial reporting framework that has been applied in the preparation of the Company's financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

### **Overview of our audit approach**

<b>Risks of material misstatement</b>	Incorrect valuation and existence of the investment portfolio. Incomplete or inaccurate income recognition through failure to recognise proper income entitlements or apply appropriate accounting treatment.
<b>Audit scope</b>	All audit work was performed directly by the audit engagement team.
<b>Materiality</b>	Materiality of £2,209,000 which represents 1% of equity shareholders' funds (2015 – £2,190,000).

### **Our assessment of risk of material misstatement**

We identified the risks of material misstatement described below as those with the greatest effect on our overall audit strategy, the allocation of resources in the audit and the direction of the efforts of the audit team. In addressing these risks, we have performed the procedures below which were designed in the context of the financial statements as a whole and, consequently, we do not express any opinion on these individual areas.

Risk	Our response to the risk	What we concluded to the Audit Committee
<p>Incorrect valuation and existence of the investment portfolio (as described on pages 20 and 21 in the Audit Committee Report).</p> <p>The valuation of the portfolio at 30 November 2016 was £210,562,000 (2015 – £214,742,000), consisting of listed equities.</p> <p>The valuation of the assets held in the investment portfolio is the key driver of the Company's net asset value and total return. Incorrect asset pricing or a failure to maintain proper legal title of the assets held by the Company could have a significant impact on the portfolio valuation and, therefore, the return generated for shareholders.</p>	<p><i>We performed the following procedures:</i></p> <p><i>For all investments in the portfolio, we compared the market values and exchange rates used to an independent source.</i></p> <p><i>We reviewed the year end reconciliation of investments and independently obtained confirmations from the Company's custodian. We then performed a reconciliation with the Company's reported investments to confirm the existence and completeness of the assets held as at 30 November 2016.</i></p>	<p><i>The results of our procedures are:</i></p> <p><i>For all investments, we noted no material differences in market value or exchange rates when compared to an independent source.</i></p> <p><i>We noted no differences between the confirmation from the custodian and the Company's underlying financial records.</i></p>
<p>Incomplete or inaccurate income recognition through failure to recognize proper income entitlements or apply appropriate accounting treatment (as described on pages 20 and 21 in the Audit Committee Report).</p> <p>The investment income receivable by the Company during the period directly drives the Company's ability to make a dividend payment to shareholders. The investment income receivable for the year to 30 November 2016 was £5,091,000 (2015 – £5,335,000) (as disclosed in Note 2 to the financial statements).</p> <p>If the Company is not entitled to receive the dividend income recognised in the financial statements or the income recognised does not relate to the current financial year, this could impact the perception of profits available to fund dividend distributions to shareholders.</p>	<p><i>We have performed the following procedures:</i></p> <p><i>We agreed a sample of dividends to the corresponding announcement made by the investee company and agreed cash received to bank statements.</i></p> <p><i>For all dividends accrued at year end, we reviewed the investee company announcements to assess whether the dividend obligation arose prior to 30 November 2016.</i></p> <p><i>We agreed a sample of accrued dividends to post year end bank statements to assess the recoverability of these amounts.</i></p> <p><i>For a sample of special dividends received during the year, we reviewed the recognition criteria applied to ensure that the accounting treatment adopted is consistent with our interpretation of the underlying commercial circumstances giving rise to these dividends.</i></p>	<p><i>The results of our procedures are:</i></p> <p><i>We noted no issues in agreeing the sample of dividend receipts to and from an independent source and to the bank statements.</i></p> <p><i>We noted no issues in agreeing the sample of dividend declarations to the income entitlements recorded by the Company and we are satisfied that in each case, the dividend obligation arose prior to 30 November 2016.</i></p> <p><i>We noted no issues in agreeing the sample of accrued dividend receipts to the subsequent bank statements.</i></p> <p><i>We noted no issues in agreeing the accounting treatment adopted with respect to each special dividend in our sample.</i></p>

There are no changes to the risks reported in the prior year with the exception of additional information with respect to the work we have performed for income recognition.

**The scope of our audit**

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the Company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the Company and effectiveness of controls and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

**Our application of materiality**

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

**Materiality**

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined planning materiality for the Company to be £2,209,000 (2015 – £2,190,000), which is 1% of equity shareholders' funds. We derived our materiality calculation from a proportion of total equity as we consider that to be the most important financial metric on which shareholders judge the performance of the Company.

**Performance materiality**

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that overall performance materiality (i.e. our tolerance for misstatement in an individual account or balance) for the Company should be 75% of planning materiality, being £1,657,000 (2015 – £1,642,000). We have set performance materiality at this percentage due to our past experience of the audit that indicates a lower risk of misstatements, both corrected and uncorrected.

Given the importance of the distinction between revenue and capital for the Company we also applied a separate testing threshold of £221,000 for the revenue column of the Income Statement, being 5% of the revenue return on ordinary activities before taxation).

**Reporting threshold**

*An amount below which identified misstatements are considered to be clearly trivial.*

We agreed with the audit committee that we would report all audit differences in excess of £110,000 (2015 – £109,000) which is 5% of planning materiality as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in the light of other relevant qualitative considerations.

**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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 25 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.

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.

### 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 Strategic Report and 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

#### ISAs (UK and Ireland) reporting

We are required to report to you if, in our opinion, financial and non-financial information in the annual report is:

- materially inconsistent with the information in the audited financial statements; or
- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Company acquired in the course of performing our audit; or
- otherwise misleading.

In particular, we are required to report whether we have identified any inconsistencies between our knowledge acquired in the course of performing the audit and the directors' statement that they consider the annual report and accounts taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the entity's performance, business model and strategy; and whether the annual report appropriately addresses those matters that we communicated to the audit committee that we consider should have been disclosed.

*We have no exceptions to report.*

#### Companies Act 2006 reporting

We are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company's 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.

*We have no exceptions to report.*

#### Listing rules review requirements

We are required to review:

- the directors' statement in relation to going concern set out on page 19, and longer-term viability, set out on pages 10 and 11; and
- the part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

*We have no exceptions to report.*

## Statement on the directors' assessment of the principal risks that would threaten the solvency or liquidity of the entity

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### ISAs (UK and Ireland) reporting

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We are required to give a statement as to whether we have anything material to add or to draw attention to in relation to:

- the directors' confirmation in the annual report that they have carried out a robust assessment of the principal risks facing the entity, including those that would threaten its business model, future performance, solvency or liquidity;
  - the disclosures in the annual report that describe those risks and explain how they are being managed or mitigated;
  - the directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the entity's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements; and
  - the directors' explanation in the annual report as to how they have assessed the prospects of the entity, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the entity will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.
- 

*We have nothing material to add or to draw attention to.*

Amarjit Singh (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP,  
Statutory Auditor  
London  
30 January 2017

## Income Statement

For the year ended 30 November

	Notes	2016 Revenue £'000	2016 Capital £'000	2016 Total £'000	2015 Revenue £'000	2015 Capital £'000	2015 Total £'000
Gains on investments	8	–	5,720	5,720	–	43,695	43,695
Currency gains	12	–	139	139	–	268	268
Income	2	5,139	–	5,139	5,382	–	5,382
Administrative expenses	3	(719)	–	(719)	(635)	–	(635)
<b>Net return on ordinary activities before taxation</b>		4,420	5,859	10,279	4,747	43,963	48,710
Tax on ordinary activities	5	–	–	–	(9)	–	(9)
<b>Net return on ordinary activities after taxation</b>		4,420	5,859	10,279	4,738	43,963	48,701
<b>Net return per ordinary share:</b>							
Basic	6	7.93p	10.51p	18.44p	8.30p	77.01p	85.31p
Note:							
Dividends per share paid and payable in respect of the year	7	7.50p			8.00p		

The total column of this statement is the profit and loss account of the Company. The supplementary revenue and capital columns are prepared under guidance published by the Association of Investment Companies.

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

A Statement of Comprehensive Income is not required as all gains and losses of the Company have been reflected in the above statement.

The accompanying notes on pages 34 to 42 are an integral part of the financial statements.

**Balance Sheet**

At 30 November

	<i>Notes</i>	2016 £'000	2016 £'000	2015 £'000	2015 £'000
<b>Fixed assets</b>					
Investments held at fair value through profit or loss	8		210,562		214,742
<b>Current assets</b>					
Debtors	9	115		413	
Cash and cash equivalents	16	10,247		3,851	
		10,362		4,264	
<b>Creditors</b>					
Amounts falling due within one year	10	(54)		(35)	
<b>Net current assets</b>					
			10,308		4,229
<b>Total net assets</b>					
			220,870		218,971
<b>Capital and reserves</b>					
Called up share capital	11		13,882		14,032
Share premium account	12		15,242		15,242
Special distributable reserve	12		16,625		18,831
Capital redemption reserve	12		2,650		2,500
Capital reserve	12		167,982		162,123
Revenue reserve	12		4,489		6,243
<b>Shareholders' funds</b>					
			220,870		218,971
<b>Net asset value per ordinary share</b>					
	13		397.7p		390.1p

The financial statements of The Independent Investment Trust PLC (company registration number SC210685) on pages 31 to 42 were approved and authorized for issue by the board and were signed on 30 January 2017.

Douglas McDougall  
Chairman

The accompanying notes on pages 34 to 42 are an integral part of the financial statements.

## Statement of Changes in Equity

### For the year ended 30 November 2016

	Called up share capital £'000	Share premium account £'000	Special distributable reserve £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Share- holders' funds £'000
Shareholders' funds at 1 December 2015	14,032	15,242	18,831	2,500	162,123	6,243	218,971
Net return on ordinary activities after taxation	-	-	-	-	5,859	4,420	10,279
Shares bought back for cancellation (note 11)	(150)	-	(2,206)	150	-	-	(2,206)
Dividends paid during the year (note 7)	-	-	-	-	-	(6,174)	(6,174)
Shareholders' funds at 30 November 2016	13,882	15,242	16,625	2,650	167,982	4,489	220,870

### For the year ended 30 November 2015

	Called up share capital £'000	Share premium account £'000	Special distributable reserve £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Share- holders' funds £'000
Shareholders' funds at 1 December 2014	14,467	15,242	24,413	2,065	118,160	5,513	179,860
Net return on ordinary activities after taxation	-	-	-	-	43,963	4,738	48,701
Shares bought back for cancellation (note 11)	(435)	-	(5,582)	435	-	-	(5,582)
Dividends paid during the year (note 7)	-	-	-	-	-	(4,008)	(4,008)
Shareholders' funds at 30 November 2015	14,032	15,242	18,831	2,500	162,123	6,243	218,971

The accompanying notes on pages 34 to 42 are an integral part of the financial statements.

## Notes to Financial Statements

### 1 PRINCIPAL ACCOUNTING POLICIES

The financial statements for the year to 30 November 2016 have been prepared on the basis of the accounting policies set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS 102') has been introduced which the Company must adopt for its financial year ending 30 November 2016. Following the application of the new reporting standard and the AIC's Statement of Recommended Practice issued in November 2014, there has been no impact on the balances at 1 December 2014 or on the Company's Income Statement, Balance Sheet or Statement of Changes in Equity (previously called the Reconciliation of Movements in Shareholders' Funds) for the period previously reported. The Company has elected not to present a Statement of Cash Flows for the current year as a Statement of Changes in Equity has been provided and substantially all of the Company's investments are highly liquid and are carried at market value. The Company has early adopted the amendments to section 34 of FRS 102 regarding fair value hierarchy disclosures (see note 16 on page 42).

#### (a) Basis of accounting

The financial statements have been prepared in accordance with the Companies Act 2006, applicable UK accounting standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102, and with the AIC's Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' (issued in November 2014).

All of the Company's operations are of a continuing nature and the financial statements are prepared on a going concern basis under the historical cost convention, modified to include the revaluation of fixed asset investments, and on the assumption that approval as an investment trust under section 1158 of the Corporation Tax Act 2010 will be retained.

In order to better reflect the activities of the Company and in accordance with guidance issued by the Association of Investment Companies (AIC), supplementary information which analyses the profit and loss account between items of a revenue and capital nature has been presented in the Income Statement.

The directors consider the Company's functional currency to be sterling as the Company's shareholders are predominantly based in the UK and the Company is subject to the UK's regulatory environment.

The directors do not believe that any accounting judgements or estimates have been applied to these accounting statements that have a significant risk of causing material adjustment to the carrying amount of assets and liabilities within the next financial year.

#### (b) Investments

The Company's investments are classified as held at fair value through profit and loss in accordance with sections 11 and 12 of FRS 102. They are managed and evaluated on a fair value basis in accordance with the Company's investment strategy and information about the investments are provided to the board on that basis. Investment purchases and sales are recognised on a trade date basis. Investments are initially measured at fair value, which is taken to be their cost, and are subsequently valued at fair value. The fair value of listed investments is either the bid price or last traded price depending on the convention of the stock exchange on which the investment is listed. The fair value of unlisted investments is determined by the directors using methodologies consistent with the International Private Equity and Venture Capital Valuation guidelines. Changes in the fair value of investments and gains and losses on disposal are recognised in the Income Statement as capital items.

#### (c) Cash and cash equivalents

Cash equivalents comprise short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of change in value.

#### (d) Income

(i) Income from equity investments is brought into account on the date on which the investments are quoted ex-dividend or, where no ex-dividend date is quoted, when the Company's right to receive payment is established.

(ii) Interest from fixed interest securities is recognised on an effective yield basis.

(iii) Unfranked investment income includes the taxes deducted at source.

(iv) Franked investment income is stated net of tax credits.

(v) Interest receivable on deposits is recognised on an accruals basis.

(vi) If scrip is taken in lieu of cash dividends the net amount of the cash dividend foregone is credited to the revenue column of the Income Statement with the excess taken to capital.

#### (e) Expenses

All expenses are accounted for on an accruals basis and are charged through the revenue column of the Income Statement except where they relate directly to the acquisition or disposal of an investment (transaction costs), in which case they are taken to the Income Statement as a capital item.

#### (f) Operating lease rentals

Total operating lease rentals in respect of premises occupied by the Company are spread evenly over the term of the lease.

#### (g) Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those enacted or substantively enacted at the reporting date. Deferred tax 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, or right to pay less, tax in future have occurred at the Balance Sheet date. This is subject to deferred tax assets only being recognized if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the financial statements which are capable of reversal in one or more subsequent periods. Deferred tax is measured without discounting and based on enacted tax rates.

**(h) Foreign currencies**

Transactions involving foreign currencies are converted at the rate ruling at the time of the transaction. Assets and liabilities in foreign currencies are translated at the closing rates of exchange at the Balance Sheet date. Any gain or loss arising from a change in exchange rate subsequent to the date of the transaction is treated as a gain or loss in capital reserve or revenue reserve as appropriate.

**(i) Share repurchases**

The cost of repurchases of the Company's own shares for cancellation are funded from the special distributable reserve. The nominal value of such shares is transferred from called up share capital to the capital redemption reserve.

**(j) Capital reserve**

Gains and losses on disposal of investments, changes in investment holding gains/(losses) and exchange differences of a capital nature are dealt with in this reserve.

**(k) Single segment reporting**

The Company is engaged in a single segment of business, being investment business, consequently no business segmental analysis is provided.

**2 INCOME**

	2016 £'000	2015 £'000
<b>Income from investments</b>		
UK dividends	4,658	4,824
Overseas dividends	433	511
	<u>5,091</u>	<u>5,335</u>
<b>Other income</b>		
Deposit interest	29	21
Other income	19	26
	<u>48</u>	<u>47</u>
<b>Total income</b>	<u>5,139</u>	<u>5,382</u>
<b>Total income comprises:</b>		
Dividends from financial assets designated at fair value through profit or loss	5,091	5,335
Deposit interest	29	21
Other income	19	26
	<u>5,139</u>	<u>5,382</u>

**3 ADMINISTRATIVE EXPENSES**

	2016 £'000	2015 £'000
Directors' fees and staff costs – note 4	394	324
Secretarial and administrative services	96	96
Information technology expenses	34	32
Power, telephone, rates and insurance	28	26
Operating lease rentals – office rent	42	42
Auditor's remuneration – statutory audit*	24	23
Other administrative expenses	101	92
	<u>719</u>	<u>635</u>

The Company is self-managed and therefore does not pay an investment management fee to external fund managers. Secretarial and administrative services are provided by Baillie Gifford & Co.

\*Includes VAT thereon of £4,000 (2015 – £4,000).

**4 DIRECTORS' FEES AND STAFF COSTS**

	2016 £'000	2015 £'000
Directors' fees and salaries	299	231
Other salaries	56	61
Social security costs	39	32
	<u>394</u>	<u>324</u>

Two persons were employed under a contract during the year (2015 – 2): Max Ward, the managing director, and Vivien Judge, the office manager.

**5 TAX ON ORDINARY ACTIVITIES**

	2016 £'000	2015 £'000
<b>Analysis of charge in year</b>		
Overseas taxation	–	9
<b>Factors affecting tax charge for year</b>		
The tax assessed for the year is lower than the standard rate of corporation tax in the UK 20.00% (2015 – 20.33%)		
The differences are explained below:		
Net return on ordinary activities before taxation	10,279	48,710
Net return on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20.00% (2015 – 20.33%)	2,056	9,903
Capital returns not taxable	(1,172)	(8,938)
Dividends not subject to UK tax	(1,018)	(1,085)
Overseas withholding tax	–	9
Taxable losses not utilised	134	120
Tax charge for the year	<u>–</u>	<u>9</u>

As an investment trust, the Company's capital gains are not taxable.

**Factors that may affect future tax charges**

At 30 November 2016 the Company had a potential deferred tax asset of £979,000 (2015 – £1,018,000) on taxable losses of £5.8 million (2015 – £5.1 million) which are available to be carried forward and offset against future taxable profits. A deferred tax asset has not been provided on these losses as it is considered unlikely that the Company will make taxable revenue profits in the future and it is not liable to tax on its capital gains. The potential deferred tax asset has been calculated using a corporation tax rate of 17% (2015 – 20%).

**6 NET RETURN PER ORDINARY SHARE**

	2016 Revenue	2016 Capital	2016 Total	2015 Revenue	2015 Capital	2015 Total
Net return on ordinary activities after taxation (£'000)	4,420	5,859	10,279	4,738	43,963	48,701
Weighted average number of ordinary shares in issue during the year	55,738,196	55,738,196	55,738,196	57,087,403	57,087,403	57,087,403
Net return per ordinary share:						
Basic	7.93p	10.51p	18.44p	8.30p	77.01p	85.31p

Returns per ordinary share are based on the return for the financial year and on the weighted average number of ordinary shares in issue during the year as shown above.

There are no dilutive or potentially dilutive shares in issue.

**7 ORDINARY DIVIDENDS**

	2016 Pence	2016 £'000	2015 Pence	2015 £'000
<b>Amounts recognised as distributions in the year</b>				
Previous year's second interim (2015 – final) dividend paid 15 February 2016	3.00	1,684	3.00	1,719
Previous year's special dividend paid 15 February 2016	3.00	1,684	2.00	1,146
Interim dividend paid 31 March 2016	5.00	2,806	2.00	1,143
	<u>11.00</u>	<u>6,174</u>	<u>7.00</u>	<u>4,008</u>

Set out below are the total dividends paid and proposed in respect of the financial year, which is the basis on which the requirements of section 1158 of the Corporation Tax Act 2010 are considered. The revenue available for distribution by way of dividend for the year is £4,420,000 (2015 – £4,738,000).

	2016 Pence	2016 £'000	2015 Pence	2015 £'000
<b>Amounts paid and payable in respect of the year</b>				
Adjustment to previous year's dividends re shares bought back	–	–	–	(28)
Interim dividend paid 31 March 2016	5.00	2,806	2.00	1,143
Second interim dividend	–	–	3.00	1,684
Special dividend payable 6 April 2017	2.50	1,388	3.00	1,684
	<u>7.50</u>	<u>4,194</u>	<u>8.00</u>	<u>4,483</u>

**8 INVESTMENTS**

	2016 £'000	2015 £'000
Listed equity instruments	210,562	214,742
		<b>Listed equities £'000</b>
Cost of investments at 1 December 2015		150,193
Investment holding gains at 1 December 2015		64,549
Fair value of investments at 1 December 2015		214,742
Movements in year:		
Purchases at cost		36,261
Sales – proceeds		(46,161)
– gains on sales		13,029
Changes in investment holding gains		(7,309)
Fair value of investments at 30 November 2016		210,562
Cost of investments at 30 November 2016		153,322
Investment holding gains at 30 November 2016		57,240
Fair value of investments at 30 November 2016		210,562

The purchases and sales proceeds figures above include transaction costs of £64,000 (2015 – £202,000) and £99,000 (2015 – £162,000) respectively.

	2016 £'000	2015 £'000
<b>Net gains on investments held at fair value through profit or loss</b>		
Gains on sales	13,029	18,350
Changes in investment holding gains	(7,309)	25,345
	5,720	43,695

Of the gains on sales during the year of £13,029,000 (2015 – gains of £18,350,000), a net gain of £12,513,000 (2015 – gain of £11,712,000) was included in investment holding gains at the previous year end.

**9 DEBTORS**

	2016 £'000	2015 £'000
<b>Amounts falling due within one year</b>		
Income accrued and prepayments	115	413

**10 CREDITORS**

	2016 £'000	2015 £'000
<b>Amounts falling due within one year</b>		
Other creditors and accruals	54	35

**11 CALLED UP SHARE CAPITAL**

	2016 Number	2016 £'000	2015 Number	2015 £'000
Allotted, called up and fully paid ordinary shares of 25p each	55,530,000	13,882	56,130,000	14,032

During the year the Company bought back 600,000 (2015 – 1,739,000) ordinary shares with a nominal value of £150,000 (2015 – £435,000) at a cost of £2,206,000 (2015 – £5,582,000). At 30 November 2016 the Company had authority remaining to buy back a further 7,813,887 ordinary shares.

Between 1 December 2016 and 26 January 2017 the Company bought back a further 60,000 ordinary shares (nominal value £15,000) for a total consideration of £238,000.

**12 CAPITAL AND RESERVES**

	Called-up share capital £'000	Share premium account £'000	Special distributable reserve £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000
At 1 December 2015	14,032	15,242	18,831	2,500	162,123	6,243
Net gain on sales of investments	–	–	–	–	13,029	–
Changes in investment holding gains	–	–	–	–	(7,309)	–
Other exchange differences	–	–	–	–	139	–
Revenue return on ordinary activities in the year	–	–	–	–	–	4,420
Shares bought back for cancellation	(150)	–	(2,206)	150	–	–
Dividends paid in the year	–	–	–	–	–	(6,174)
At 30 November 2016	13,882	15,242	16,625	2,650	167,982	4,489

The capital reserve balance at 30 November 2016 included an investment holding gain of £57,240,000 (2015 – gain of £64,549,000) as disclosed in note 8.

The special distributable reserve, which arose from the reduction of the share premium account in 2000 may be used to fund share buybacks.

The revenue reserve may be distributed by way of dividend. The Company's Articles of Association prohibit distributions by way of dividend from capital profits.

**13 NET ASSET VALUE PER ORDINARY SHARE**

The net asset value per ordinary share and the net asset value attributable to the ordinary shareholders at the year end calculated in accordance with the articles of association and UK GAAP were as follows:

	2016 Pence	2016 £'000	2015 Pence	2015 £'000
Ordinary shares	397.7p	220,870	390.1	218,971

The net asset value per share is based on net assets as shown above and on 55,530,000 shares (2015 – 56,130,000), being the number of shares in issue at the year end.

There are no dilutive or potentially dilutive shares in issue.

**14 CONTINGENT LIABILITIES, GUARANTEES AND FINANCIAL COMMITMENTS**

At 30 November 2016 the Company had an annual commitment of £35,000 (2015 – £35,000) under an operating lease in respect of premises. The current operating lease commitment will expire on 27 November 2017.

**15 RELATED PARTY TRANSACTIONS**

The directors' fees for the year are detailed in the Directors' Remuneration Report on page 23. With the exception of Max Ward, the managing director, no director has a contract of service with the Company. Details of Mr Ward's contract for services are set out on page 22. During the year no director was interested in any contract or other matter requiring disclosure under section 412 of the Companies Act 2006.

## 16 FINANCIAL INSTRUMENTS

As an investment trust, the Company invests in equities and makes other investments so as to achieve its investment objective of providing good absolute returns over long periods by investing the great majority of its assets in quoted securities and, if appropriate, index futures. In pursuing its investment objective, the Company is exposed to various types of risk that are associated with the financial instruments and markets in which it invests.

These risks are categorised here as market risk (comprising currency risk, interest rate risk and other price risk), liquidity risk and credit risk. The board monitors closely the Company's exposures to these risks but does so in order to reduce the likelihood of a permanent loss of capital rather than to minimise short term volatility. Risk provides the potential for both losses and gains. In assessing risk, the board encourages the managing director to exploit the opportunities that risk affords.

The risk management policies and procedures outlined in this note have not changed substantially from the previous accounting period.

### Market Risk

The fair value or future cash flows of a financial instrument or other investment held by the Company may fluctuate because of changes in market prices. This market risk comprises three elements – currency risk, interest rate risk and other price risk. The board of directors reviews and agrees policies for managing these risks and the Company's managing director both assesses the exposure to market risk when making individual investment decisions and monitors the overall level of market risk across the investment portfolio.

Details of the Company's investment portfolio are shown on page 6. There were no derivative financial instrument holdings during the year.

### Currency Risk

Some of the Company's assets, liabilities and income are denominated in currencies other than sterling (the Company's functional currency and that in which it reports its results). Consequently, movements in exchange rates may affect the sterling value of those items.

The managing director monitors the Company's exposure to foreign currencies and reports to the board on a regular basis. He assesses the risk to the Company of the foreign currency exposure by considering the effect on the Company's net asset value and income of a movement in the rates of exchange to which the Company's assets, liabilities, income and expenses are exposed. However, the country in which a company is listed is not necessarily where it earns its profits. The effect of movement in exchange rates on overseas earnings may have a more significant impact upon a company's valuation than that arising from a simple translation of the currency in which the company is quoted.

Foreign currency borrowings and forward currency contracts may be used to limit the Company's exposure to anticipated future changes in exchange rates which might otherwise adversely affect the value of the portfolio of investments. At 30 November 2016 the Company had no such borrowings or contracts.

Exposure to currency risk through asset allocation, which is calculated by reference to the currency in which the asset or liability is quoted, is shown below.

	Investments £'000	Cash and cash equivalent £'000	Other debtors and creditors* £'000	Net exposure £'000
At 30 November 2016				
US dollar	–	4,344	–	4,344
Total exposure to currency risk	–	4,344	–	4,344
Sterling	210,562	5,903	61	216,526
	210,562	10,247	61	220,870

\*includes net non-monetary assets of £48,000.

	Investments £'000	Cash and cash equivalent £'000	Other debtors and creditors* £'000	Net exposure £'000
At 30 November 2015				
US dollar	12,926	–	–	12,926
Canadian dollar	309	–	–	309
Total exposure to currency risk	13,235	–	–	13,235
Sterling	201,507	3,851	378	205,736
	214,742	3,851	378	218,971

\*includes net non-monetary assets of £39,000.

**16 FINANCIAL INSTRUMENTS (continued)****Currency Risk Sensitivity**

At 30 November 2016, if sterling had strengthened by 5% in relation to all currencies, with all other variables held constant, total net assets and total return on ordinary activities would have decreased by the amounts shown below. A 5% weakening of sterling against all currencies, with all other variables held constant, would have had an equal but opposite effect on the financial statement amounts. The analysis is performed on the same basis for 2015.

	2016 £'000	2015 £'000
US dollar	217	646
Canadian dollar	–	15
	217	661

**Interest Rate Risk**

Interest rate movements may affect directly:

- the fair value of any investments in fixed interest rate securities;
- the level of income receivable on cash deposits;
- the fair value of any fixed-rate borrowings; and
- the interest payable on any variable rate borrowings.

Interest rate movements may also have an impact upon the market value of investments outwith fixed income securities. The effect of interest rate movements upon the earnings of a company may have a significant impact upon the valuation of that company's equity.

The possible effects on fair value and cashflows that could arise as a result of changes in interest rates are taken into account when making investment decisions and when entering into borrowing agreements.

The board reviews on a regular basis the amount of investments in cash and fixed income securities and the income receivable on cash deposits, floating rate notes and other similar investments.

The Company may finance part of its activities through borrowings at approved levels. The amount of any such borrowings and the approved levels are monitored and reviewed regularly by the board. Movements in interest rates, to the extent that they affect the market value of the Company's fixed rate borrowings, if any, may also affect the valuation of the Company's shares in relation to its net asset value.

Cash deposits generally comprise call or short-term money market deposits of less than one month which are repayable on demand. The benchmark rate which determines the interest payments received on cash balances is the bank base rate.

There have been no significant changes to the interest rate risk profile of the Company's financial assets during the year. There were no financial assets subject to interest rate risk at 30 November 2016 and 30 November 2015 other than the cash and cash equivalents shown in the credit risk exposure table on page 42.

**Interest Rate Risk Sensitivity**

The weighted average interest rate on cash balances held at 30 November 2016 was 0.1% (2015 – 0.3%). An increase of 100 basis points in interest rates at 30 November 2016 would, over a full year, have increased the net return on ordinary activities after taxation by £102,000 (2015 – increased by £39,000) and would have increased the net asset value per share by 0.18p (2015 – increased by 0.07p). The calculations are based on the cash balances as at the respective Balance Sheet dates and are not representative of the year as a whole.

**Other Price Risk**

Changes in market prices other than those arising from interest rate risk or currency risk may also affect the value of the Company's net assets.

The board manages the market price risks inherent in the investment portfolio by ensuring full and timely access to relevant information from the managing director. The board meets regularly and at each meeting reviews investment performance, the investment portfolio and the rationale for the current investment positioning to ensure consistency with the Company's objectives and investment policies. The portfolio does not seek to reproduce any index. Investments are selected based upon the merit of individual companies and therefore performance may well diverge from comparative indices.

**Other Price Risk Sensitivity**

A full list of the Company's investments by broad industrial or commercial sector is given on page 6. In addition, an analysis of the investment portfolio is contained in the Managing Director's Report.

95% (2015 – 98%) of the Company's net assets are invested in equities. A 5% increase in quoted equity valuations at 30 November 2016 would have increased net assets and total return on ordinary activities by £10,528,000 (2015 – £10,737,000). A decrease of 5% would have had an equal but opposite effect.

**Liquidity Risk**

This is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk is not significant as the majority of the Company's investment assets are in quoted securities that are readily realizable. The board provides guidance to the managing director as to the maximum exposure to any one holding and to the maximum aggregate exposure to substantial holdings.

The Company's liabilities at 30 November 2016 are all due within 3 months.

**16 FINANCIAL INSTRUMENTS (continued)****Credit Risk**

This is the risk that a failure of a counterparty to a transaction to discharge its obligations under that transaction could result in the Company suffering a loss.

This risk is managed as follows:

- where the managing director makes an investment in a bond or other security with credit risk, that credit risk is assessed and then compared to the prospective investment return of the security in question;
- the Company's listed investments are held on its behalf by The Bank of New York Mellon SA/NV, the Company's custodian. Bankruptcy or insolvency of the custodian may cause the exercise of the Company's rights with respect to securities held by the custodian to be delayed. The company secretaries monitor the Company's risk by reviewing the custodian's internal control reports and reporting their findings to the board;
- investment transactions are carried out with a large number of brokers whose creditworthiness is reviewed by the managing director. Transactions are ordinarily undertaken on a delivery versus payment basis whereby the Company's custodian bank ensures that the counterparty to any transaction entered into by the Company has delivered on its obligations before any transfer of cash or securities away from the Company is completed;
- cash is only held at banks that have been approved by the board as creditworthy.

**Credit Risk Exposure**

The exposure to credit risk at 30 November was:

	2016 £'000	2015 £'000
Cash and cash equivalents	10,247	3,851
Debtors	67	374
	10,314	4,225

The maximum exposure in cash during the year was £22,531,000 (2015 – £25,351,000) and the minimum £3,849,000 (2015 – £468,000). None of the Company's financial assets are past due or impaired.

**Capital Management**

The capital of the Company is its share capital and reserves as set out in note 12. The objective of the Company is to provide good absolute returns over long periods by investing the great majority of its assets in UK and international quoted securities and, if appropriate, index futures. The Company's investment policy is set out on pages 8 and 9. In pursuit of the Company's objective, the board has a responsibility for ensuring the Company's ability to continue as a going concern and details of the related risks and how they are managed are set out on pages 9, 10, 11, 18 and 19.

Shares may be issued and/or repurchased as explained on pages 14 and 15 and any changes to the share capital during the year are set out in note 12. The Company does not have any externally imposed capital requirements.

**Fair Value of Financial Instruments**

Investments in securities as disclosed in note 8 on page 38 are financial assets held at fair value through profit or loss. In accordance with FRS 102, all of the Company's investments are classified as level 1 within the fair value hierarchy described below, which reflects the reliability and significance of the information used to measure their fair value. All of the Company's investments as at 30 November 2015 were also classified as level 1. For all other financial assets and liabilities, carrying value approximates to fair value.

**Fair Value Hierarchy**

The fair value hierarchy used to analyse the basis on which the fair values of financial instruments held at fair value through the profit or loss account are measured is described below. Fair value measurements are categorised on the basis of the lowest level input that is significant to the fair value measurement.

Level 1 – using unadjusted quoted prices for identical instruments in an active market;

Level 2 – using inputs, other than quoted prices included within level 1, that are directly or indirectly observable (based on market data); and

Level 3 – using inputs that are unobservable (for which market data is unavailable).

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the sixteenth Annual General Meeting of The Independent Investment Trust PLC will be held within the offices of Baillie Gifford & Co, Calton Square, 1 Greenside Row, Edinburgh EH1 3AN, on Thursday, 23 March 2017 at 4.30pm for the following purposes:

### Ordinary Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the annual report and financial statements of the Company for the year ended 30 November 2016 with the reports of the directors and of the independent auditor thereon.
2. To approve the directors' remuneration policy.
3. To approve the directors' annual report on remuneration for the year ended 30 November 2016.
4. To re-elect Mr DCP McDougall as a director.
5. To re-elect Mr MCB Ward as a director.
6. To re-elect Mr JGD Ferguson as a director.
7. To re-elect The Hon. RJ Laing as a director.
8. To reappoint Ernst & Young LLP as independent auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
9. To authorize the directors to determine the remuneration of the independent auditor of the Company.

To consider and, if thought fit, pass the following resolution as a special resolution:

10. That, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date hereof, the Company be and is hereby generally and unconditionally authorized, pursuant to and 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 fully paid ordinary shares of 25p each in the capital of the Company ('Shares') (either for retention as treasury shares or for cancellation) provided that:
  - (a) the maximum aggregate number of Shares hereby authorized to be purchased shall be 8,314,953 Shares, or, if less, the number representing approximately 14.99% of the issued share capital on the date on which this resolution is passed;
  - (b) the minimum price (exclusive of expenses) which may be paid for a Share shall be 25p;
  - (c) the maximum price (exclusive of expenses) which may be paid for a Share shall be not more than the higher of: (i) 5 per cent above the average closing price on the London Stock Exchange of a Share over the five business days immediately preceding the date of purchase; and (ii) the higher of the last independent trade of, and the highest current independent bid for, a Share on the London Stock Exchange; and
  - (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in respect of the year ending 30 November 2017, save that the Company may, prior to such expiry, enter into a contract to purchase Shares under such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract.

By order of the board  
BAILLIE GIFFORD & CO

Secretaries

17 February 2017

**Notes**

1. As a member you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form. You may not use any electronic address provided either in this notice or any related documents (including the financial statements and proxy form) to communicate with the Company for any purpose other than those expressly stated.
2. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand at the Registrars of the Company at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or [www.eproxyappointment.com](http://www.eproxyappointment.com) no later than two days (excluding non-working days) before the time of the meeting or any adjourned meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and/or by logging on to the website [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrar (ID 3RA50) no later than two days (excluding non-working days) before the time of the meeting or any adjournment. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. The return of a completed proxy form or other instrument of proxy will not prevent you attending the AGM and voting in person if you wish.

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 311 of the Companies Act 2006 the Company specifies that to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company no later than two days (excluding non-working days) prior to the commencement of the AGM or any adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 and 2 above does not apply to Nominated Persons. The rights described in those Notes can only be exercised by shareholders of the Company.
11. The members of the Company may require the Company to publish, on its website, (without payment) a statement (which is also passed to the auditor) setting out any matter relating to the audit of the Company's accounts, including the auditor's report and the conduct of the audit. The Company will be required to do so once it has received such requests from either members representing at least 5% of the total voting rights of the Company or at least 100 members who have a relevant right to vote and hold shares in the Company on which there has been paid up an average sum per member of at least £100. Such requests must be made in writing and must state your full name and address and be sent to the Company at Calton Square, 1 Greenside Row, Edinburgh, EH1 3AN.
12. Information regarding the Annual General Meeting, including information required by Section 311A of the Companies Act 2006, is available from the Company's website at [www.independentinvestmenttrust.co.uk](http://www.independentinvestmenttrust.co.uk).
13. Members have the right to ask questions at the meeting in accordance with section 319A of the Companies Act 2006.
14. As at 26 January 2017 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consisted of 55,470,000 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 January 2017 were 55,470,000 votes.
15. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his proxy will need to ensure that both he and his proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.
16. A copy of Max Ward's service contract with the Company will be available for inspection at the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting. The other directors do not have service contracts with the Company.

#### DIRECTORS

DCP McDougall OBE (Chairman)  
MCB Ward (Managing Director)  
JGD Ferguson (Non-executive)  
The Hon. RJ Laing (Non-executive)

All of

17 Dublin Street  
Edinburgh EH1 3PG  
Telephone: 0131 558 9434  
website: [www.independentinvestmenttrust.co.uk](http://www.independentinvestmenttrust.co.uk)

#### SECRETARIES AND REGISTERED OFFICE

Baillie Gifford & Co  
Calton Square  
1 Greenside Row  
Edinburgh EH1 3AN  
Telephone: 0131 275 2000  
website: [www.bailliegifford.com](http://www.bailliegifford.com)

#### REGISTRARS

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ  
Telephone: 0370 707 1072

#### INDEPENDENT AUDITOR

Ernst & Young LLP  
25 Churchill Place  
London E14 5EY

#### SOLICITORS

Dickson Minto W.S.  
16 Charlotte Square  
Edinburgh EH2 4DF

#### COMPANY DETAILS

Incorporated in Scotland  
Company Registration No: SC210685  
ISIN: GB0000811686  
Sedol: 0081168  
Ticker: IIT