British & American Investment Trust PLC

Report and accounts

31 December 2021

Investment Policy

To invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth.

Ten largest security holdings (excluding subsidiaries)

Name	Sector	%
Lineage Cell Therapeutics (USA)	Biotechnology	20.53
Dunedin Income Growth	Investment Trust	11.94
Geron Corporation (USA)	Biomedical	7.61
Aberdeen Diversified Inc&Growth	Investment Trust	4.70
ADVFN	Other Financial	0.69
AgeX (USA)	Biotechnology	0.64
Braemar Shipping Services	Transport	0.55
Relief Therapeutics (Switzerland)	Healthcare	0.55
NRX Pharmaceuticals (USA)	Healthcare	0.33
Electra Private Equity	Investment Trust	0.07
		47.61

Country Exposure

Country	£m	%
UK	2.3	37.7
USA	3.8	62.3
Total investments (exc. subsidiaries)	6.1	100.0

Value (dividends reinvested) of £100 invested in ordinary shares (source: AIC)

	£
1 year	80.9
3 year	78.2
5 year	48.7

Salient Facts

Launch Date	1996
Management	Self-managed
Year/Interim End	31 December/30 June
Capital Structure	25,000,000 Ordinary Shares of £1 (listed); 10,000,000 Convertible Preference Shares of £1 (unlisted)
Number of Holdings	16
Net Assets (£m)	6.7
Yield	14.0%
Dividend Dates	Interim dividend – December Final dividend – June
Share price (p)	25.0
NAV/share (p)	19 *(diluted)*
Premium	30.1% *(diluted)*
Ongoing charges	9.9%
Sedol Code	0065311
ISIN Code	GB000065311

Status

Eligible to be held in an ISA or Savings Scheme.

Contact

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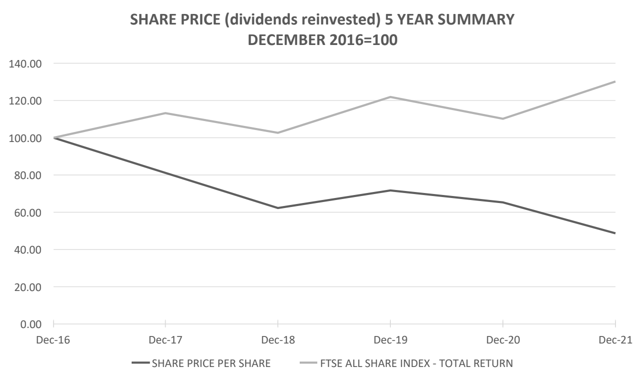
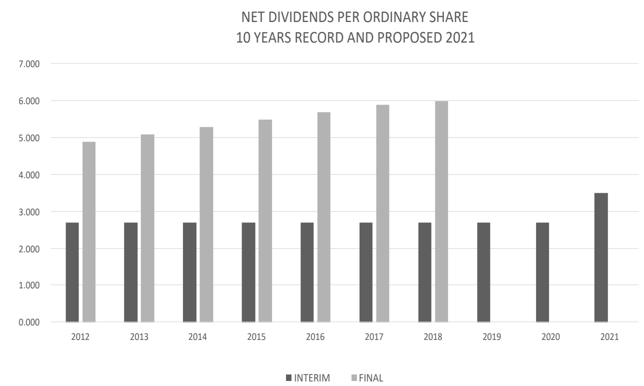
Registered in England. Registered number 00433137
VAT Reg. No. 241 1621 10





British & American Investment Trust PLC

Annual Report and Accounts

for the year ended 31 December 2021

Registered number: 00433137

Contents

Directors and officials

Directors
David G Seligman *(Chairman)*
Jonathan C Woolf *(Managing Director)*
Dominic G Dreyfus *(Non-executive and Chairman of the Audit Committee until 7 February 2022)*
Alex Tamlyn *(Non-executive and acting Chairman of the Audit Committee)*
Julia Le Blan *(Non-executive from 1 June 2022*)

Secretariat and registered office
KJ Williams ACA (Secretary)
M Silverov (Deputy Secretary)
Wessex House
1 Chesham Street
London SW1X 8ND

Registrars
Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD

Bankers
Metro Bank PLC
One Southampton Row
London
WC1B 5HA

Credit Suisse AG
Client Management UHNWI UK
WEHW
Talacker 16
8001 Zurich
Switzerland

Auditors
Hazlewoods LLP
Staverton Court
Staverton
Cheltenham
GL51 0UX

Biographical details of directors and investment policy

Chairman

David G Seligman (Age 70)

Formerly a director of S.G. Warburg & Co Ltd in corporate finance and private equity advisory. Founder of Seligman Private Equity Select, a private equity fund-of-funds. Appointed as Director 26 September 2017 and as Chairman 1 January 2018.

Managing Director

Jonathan C Woolf (Age 65)

Director of Romulus Films Limited and associated companies, formerly merchant banker with S.G. Warburg & Co Ltd. Appointed 14 July 1983.

Non-Executive

Dominic G Dreyfus (Age 65)

Formerly a director of BCI Soditic Trade Finance Ltd, formerly managing director of Soditic Limited and Membre du Directoire, Warburg Soditic SA, Geneva. Appointed 13 May 1996. Mr DG Dreyfus died on 7 February 2022.

Alex Tamlyn (Age 56)

Solicitor, partner in DLA Piper UK LLP. Appointed 1 July 2018.

Julia Le Blan (Age 67)

Formerly a partner at Deloitte. Currently a director of the Biotech Growth Trust plc and Aberforth Smaller Companies Trust plc. Appointed with effect from 1 June 2022.

Investment policy

To invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth. Full details of the company's investment policy are contained in the Business Review on page 15.

AIC

The company is a member of the Association of Investment Companies (AIC).

Chairman's statement

I report our results for the year ended 31 December 2021.

Revenue

The return on the revenue account before tax amounted to £1.0 million (2020: £0.9 million), similar to 2020 but a significantly lower level from prior years when higher levels of dividends from external investments were being received and the portfolio value was higher. In 2021, a large majority of dividend income was received from our subsidiary companies in accordance with our strategy of realising gains when available on our principal US investments for later distribution as dividends.

Gross revenues totalled £1.4 million (2020: £1.4 million). In addition, film income of £171,000 (2020: £84,000) and property unit trust income of £2,000 (2020: £14,000) was received in our subsidiary companies. This reduction in property income reflected the sale of one of our investments during the year. In accordance with IFRS10, these income streams are not included within the revenue figures noted above.

The total return before tax amounted to a profit of £1.2 million (2020: £1.0 million profit), which comprised net revenue of £1.0 million, a realised loss of £0.8 million and an unrealised gain of £1.0 million. The revenue return per ordinary share was 2.7p (2020: 2.2p) on an undiluted basis and 2.9p (2020: 2.6p) on a diluted basis.

Net Assets and Performance

Net assets at the year end were £6.7 million (2020: £6.7 million), unchanged after payment of £0.9 million in dividends to shareholders during the year. This compares to increases in the FTSE 100 and All Share indices of 14.3 percent and 14.5 percent, respectively, over the period. On a total return basis, after adding back dividends paid during the year, our net assets increased by 18.3 percent compared to increases of 18.4 percent and 18.3 percent in the FTSE 100 and All Share indices, respectively.

During this second year of significant disruption due to the Covid pandemic, when markets rallied strongly from the substantial falls of the previous year, we were able to match these gains on a total return basis while also returning cash via dividends to shareholders at more than three times the market level of return. This was made possible by a second year of substantial gains in sterling terms (over 40 percent in 2021 and 60 percent in 2020) in one of our two largest US investments, Lineage Cell Therapeutics Inc (a combination of two previously held regenerative medicine stem cell companies, Biotime Inc and Asterias Biotherapeutics Inc). This was despite losses of over 20 percent in the year in the value of our other large US investment, Geron Corporation. In addition, a periodic and independent revaluation of the feature films held in our subsidiary company, yielded a favourable upwards revaluation based on the strength and consistency of historic revenues and the buoyant market conditions in recent years for intellectual copyright content such as films and music.

More generally, equity markets in the USA and UK continued to build strongly and consistently in the second half of 2021 on the recovery seen in the first half, as reported on at length at the interim stage. The highly successful global vaccination programme initiated at the beginning of the year allowed the social and corporate disruptions of the previous year gradually to be mitigated and markets and leading economy GDPs mostly regained their pre-Covid levels, which at the time had been at all time highs, at varying stages during the year. In addition, central banks kept interest rates at their historically low levels for longer than expected and only in recent months have begun what is likely to be an extended process of returning rates closer to more normal levels.

The list of structural damage and disruption to economies and societies caused by the Covid pandemic is extremely long and widespread. It includes permanently lost production, substantially increased levels of government and private debt, increased fiscal deficits, higher taxes, significantly higher levels of inflation leading to severe cost of living pressures particularly related to energy prices, employment shortages, long-term disruption or alteration to supply lines, trade, travel, working practices and the creation of asset bubbles in sectors such as housing and natural resources.

Chairman's statement (continued)

However, all consideration of these many problems has been recently and substantially overshadowed by Russia's invasion of Ukraine in February 2022, representing an unacceptable and unprovoked challenge to the global rules-based system which has been in place since the Second World War. The immediately resulting economic and humanitarian effects have already been substantial. The unprecedentedly severe sanctions swiftly imposed by Western countries on Russia in response to limit and ultimately deter its illegal war of aggression will inevitably have substantial global consequences for a considerable period to come, whatever the final military outcome. This includes a major recalibration after many years of relative weakness in the West's defensive posture through NATO and a potential re-alignment of global alliances and operations giving rise to political, strategic, economic and social effects for years if not generations to come, even if a more wide-scale European conflict can be avoided.

Dividend

In 2021, dividends of 3.5 pence per ordinary share and 3.5 pence per preference share were paid as two interim payments during the year. This represented an increase of 30 percent for ordinary shareholders over the previous year and a yield of approximately 11 percent on the ordinary share price averaged over a period of 12 months.

It is our intention to pay further interim dividends this year as close as possible in amount and timing to the dividends paid in 2021, as and when the profitable sales of investments permit. The position regarding these investments is set out in more detail in the Managing Director's report below.

Board of Directors

On 10th February 2022, we sadly announced the untimely death of Dominic Dreyfus, non-executive director since 1995 and chairman of the Audit Committee since its formation in 2001. He had battled for some time with his illness and throughout continued to show the great sense of duty, commitment and professionalism which had marked his long and successful time on our board and as an exceptional chairman of our Audit Committee. He will be greatly missed by the board and his other colleagues.

On 27th April 2022, we were pleased to announce the appointment of Julia Le Blan as a non-executive director and chairman of the Audit Committee with effect from 1st June 2022. Julia is a chartered accountant and has worked in the financial services industry for over 30 years. She was formerly a partner at Deloitte with particular familiarity with the investment trust industry, having sat for two terms on the AIC's technical committee. Julia is currently a director of the Biotech Growth Trust plc and Aberforth Smaller Companies Trust plc.

Recent events and outlook

The long list of problems enumerated above which have piled up following two years of Covid pandemic would have provided uncertainty enough from an investment perspective, but now markets are faced with the first major war of aggression on the continent of Europe by a nuclear-armed superpower, seemingly intent on prosecuting its aims at no matter what cost to civilians, the world order, peace and indeed itself.

Even at this early stage it is evident that very little will stay the same in terms of global relationships, trade and supply lines which have formed the engine of world growth over the last decades. Recent projections from the World Trade Organisation (WTO) and the IMF, for example, cut their estimates of world trade growth for the current year by between a third and a half due to the war and are forecasting a cut to world GDP of approximately 1 percent, representing a decline of over one quarter. And there is no reason to expect that such effect on world growth will be limited to the current year given the likely long term and widespread effects of the war on so many aspects of international behaviour and endeavour.

Nevertheless, after a short and sharp reversal of up to 8 percent in February at the outbreak of the war, equity markets (except in Russia and in China for other reasons) resumed their steady climb by the end of the first quarter to regain their

Chairman's statement (continued)

pre-Covid levels in the UK if not exactly so in the USA. The continued ultra-low interest rate regimes in developed countries and a newly adopted expectation that rates may not now be raised as high or as quickly as previously thought to combat the currently high levels of inflation because of the war has contributed to this persistent strength in the markets.

Despite this seeming steadfastness in major markets in the face of these challenges, to say nothing of the fact that Covid continues to remain a strong and disruptive threat in many parts of the world, particularly in China, we cannot ignore these major challenges going forward and will continue to limit our activities and major focus to our US biopharma investments which do not tend to track general market movements and which we believe hold significant investment promise as they progress ever closer towards commercialisation of their ground-breaking and valuable technologies.

As at 25 April 2022, our net assets had decreased to £6.0 million, a decrease of 10.8 percent since the beginning of the calendar year. This is equivalent to 17.1 pence per share (prior charges deducted at fully diluted value) and 17.1 pence per share on a diluted basis. Over the same period the FTSE 100 decreased 0.1 percent, the All Share Index decreased 2.4 percent and NASDAQ decreased 18.8 percent.

David Seligman

28 April 2022

Managing Director's report

At the interim stage, this report focussed on the likely after-effects of Covid in terms of financial, fiscal, production and growth prospects in the short to medium term. Swollen government budget deficits and substantially increased debt levels when combined with rapidly increasing inflation and disruption to world trade and supply lines were in the process of creating a very unstable platform for a longer-term rebound in growth and prosperity.

The financial and social costs of combating Covid were always going to have to be reckoned with at some stage but it had been expected, and markets had supported that expectation, that these costs could be handled in a manageable way over an extended period of time. Central banks imagined that the immediate short- term consequences of considerably higher inflation could be handled through a gradual tightening of interest rates from their ultra-low levels and that the measured introduction of tax rises would address fiscal imbalances. While the major and much vaunted plans in the USA and UK for capital expenditure and ‘levelling up’ might have to wait a little, the judgement was that if well calibrated, these classic interventions would both cool down and rebalance the resurgent demand which was causing inflation, employment shortages, trade dislocations and assets bubbles without resulting in a return to recession.

Up to the end of the year, this approach was generally seen as working, despite inflation threatening to move above the higher levels of 4 to 5 percent which had been expected. Markets continued their steady recovery, as noted above, encouraged by the strong resumption of corporate activity in most sectors and the gradualist application of financial and fiscal measures. The threat of inflation getting out of control and more stringent measures having to be taken was always there in the background but, when set against the historically low short-term and indeed long-term interest rate environment, the availability of cheap money continued to support the markets.

All this changed, however, in the first quarter of 2022 with the wholly unexpected and unjustifiable invasion of Ukraine by Russia on 24th February and the unprecedentedly wide-ranging and united response by Western governments in terms of sanctions and the supply of weaponry and other support to Ukraine. All the best-laid financial and fiscal plans to return to post-Covid normality were immediately overturned as inflation moved even higher, to levels not seen for 40 years in the USA and 30 years in the UK, on the back of rocketing energy, food and fertiliser prices adding to the effects of the already existing supply chain disruptions in products such as semi-conductors, processed metals, rare earth and other natural resources. This has prompted renewed expectations of accelerated and higher interest rate rises and re-introduced significant volatility to financial markets.

Consequently, any prior visibility into the near or medium term future which might have existed at the year-end quickly dissipated. Furthermore, with the war still in its early stages and already of a size, ferocity and brutality not seen in Europe since the Second World War, it is impossible to predict how much more and substantial damage this unnecessary and criminal action by Russia’s terrorist regime will cause in the months to come to global security, society, growth, trade and markets, quite apart from the total upheaval which has already occurred in the decades-long international rules-based order. The world’s previously progressive path towards globalisation, climate change reduction and nuclear weapons stability has now been put in real jeopardy.

US Biotech Investments

For some time now, the performance of our portfolio has been closely linked to the fortunes of our major investments in US biotech companies which by their nature are volatile. 2021 was no exception to this.

Lineage Cell Therapeutics Inc (“LCTX”) achieved a second year of substantial price growth in 2021 of 40 percent. At the year end, LCTX announced an important and transformative partnership with Roche and Genentech in respect of one of its regenerative medicine treatments for ocular disease, specifically Dry Eye Age-Related Macular Degeneration (AMD), a chronic disease resulting in blindness with no approved medications and currently in Phase 2 clinical trials. Under this partnership, Roche/Genentech pay for the future development and trial costs of the treatment and LCTX receives an upfront payment of $50 million and a further up to $670 million of milestone payments together with a royalty share.

Partnerships with big and leading pharma companies such as these are fundamental to and the principal goal of independent biotech companies such as LCTX. These partnerships provide not only funding for and confirmation of the value of their technologies but also, and sometimes most importantly, validation, influence and expertise in the further development, clinical trials and eventual commercialisation of these new technologies.

These days, partnerships of this kind are typically struck at the Phase 2 or early Phase 3 clinical trial stages as the safety and efficacy of the treatments begin to be seen and when substantial funding starts to be required by the biotechs as the trials grow in size and complexity. It is at this point of partnership that a substantial increase is seen in the biotech’s share price and LCTX’s share price moved up by almost 50 percent on the news, building on the significant rises already seen over the year. It could, however, have been expected to rise considerably further given the size and prestige of the pharma companies involved in the partnership but surprisingly the price has in fact dropped in the months since to return to the levels of the beginning of 2021.

In the patent absence of any bad news, it is believed that this was a market-inspired movement based on the rumour that the company would be seeking to raise additional funds on the back of its improved share price to fund its other lines of activity, even though no such fund raising was indicated by the company itself, the company had just received a substantial cash payment and no such fundraising has materialised in the four months since the price reversal. Comments on this sort of undeserved and contrary market movement have been made in this report in the past and are made again below in greater detail in respect of our other major biotech investment, Geron Corporation.

Geron Corporation (“GERN”), languished in value in 2021, falling by 20 percent by the year end to a level recorded two years prior to that. This was despite having in 2021 commenced a second Phase 3 clinical trial in Myelofibrosis (“MF”) to add to its first Phase 3 trial in Myelodysplastic Syndrome (“MDS”) now nearing completion, both being chronic haematologic cancer diseases with poor outcomes. In addition during the year, the company (i) published continued strong results in both of its trials which substantially out-performed current best available treatments in terms of efficacy and patient survival, (ii) announced an application for fast-track consideration and approval under the UK’s new and more adaptable post-Brexit medicines licensing regime at the MRHA, (iii) announced further high calibre hirings from leading pharma companies, including its former partner Johnson and Johnson, in multiple departments including those related to clinical trials, product registration, corporate development and international marketing, indicating its confidence and that of the new appointments in the progress and eventual success of the trials and (iv) continued to maintain strong levels of cash to fund the ongoing and expanding trials.

Nevertheless, Geron’s share price has over this time disappointingly failed to match this significant progress to potential trial success and commercialisation. Comments have been made in this report a number of times in the past on the seeming dislocation between Geron’s market value and the real world progress in its activities. Over the years, there have been a number of contrary trends and movements in the share price and in addition a history of well above average amounts of short trading activity and short positions being taken in this stock. As an example, a tumultuous and most abnormal one-day trading spike occurred on 18th June 2021 with a price rise of 60 percent and volume traded of 20 times normal following which the price returned to its prior level. No reason for this was given at the time and there has been no explanation since.

Biotech companies generate little or no income in what can be long drawn out and multi-year development stages. The absence of income (which for normal trading companies provides a minimum level of share price support) together with the ongoing and growing need for funding to support that development, makes biotech and other early-stage development companies particularly prone to be the target of short selling traders and funds which can take valuable advantage of this inherent weakness and periodic vulnerability.

Managing Director's report (continued)

To illustrate this, last month Geron unexpectedly announced a secondary share issue despite having previously confirmed the availability of a sufficient cash runway through to the completion of its first Phase 3 trial in MDS, scheduled for the first quarter of 2023. Geron's share price had shown significant and consistent weakness in the months prior to the announcement of this share issue, falling by 40 percent while the Nasdaq fell by 15 percent and the Biotech index fell by 20 percent. In the weeks prior to the share issue, the short position which had been relatively steady over the previous six months grew by almost 50 percent. On 1st April 2022, Geron issued 53 million shares with warrants attached at an overall discount to the market price of over 20 percent. However, on the following day and most unusually Geron's share price rose above the issue price by over 50 percent and in the following two weeks the short position fell by over 20 percent with this higher price level being sustained since the issue. Participants in the issue thus made an immediate return of 50 percent or approximately $30 million on their commitments, plus similar future profits on the warrants and any additional gains they may have realised on closing out any short position they may have held over the prior months during which Geron's share price declined by 40 percent by taking up the issue of new shares.

While circumstantial, the above occurrences would nevertheless tend to support the widely held view that in the US market, a very lucrative and potentially unscrupulous strategy can be effected by the aggressive short selling of those stocks which are perceived to have a near-term funding need and then closing such positions through the new shares issued at a discount by the company. This sort of strategy effectively negates the positive developments built up over time by such companies which could otherwise have assisted the raising of new finance at a more realistic price level and preserved value for existing long-term shareholders (such as ourselves, for example) who see the underlying value in the company's assets, achievements and prospects. Practices of this kind can only do damage to companies seeking to develop new, useful and in the case of biotech much needed and potentially life-saving technologies and should be actively discouraged by the regulators. It would be relatively easy to prevent such damaging profiteering by, for example, prohibiting funds or traders from participating in a share issue of any company in which they or their clients hold a short position.

As a pointed coda to this, a recently announced takeover of a biotech company very closely similar to Geron illustrates how, and perhaps because of the above described market activity, Geron's share price fails to capture even a small part of its future potential. On 12th April 2022, the major British pharmaceutical company, GlaxoSmithKline, announced the takeover of Sierra Oncology for $1.9 billion. Sierra's only product, Momelotinib, is a monoclonal antibody drug in just completed Phase 3 trials for the palliative symptom relief treatment of MF. As noted above, Geron is in Phase 3 trials of its MF treatment, Imetelstat, which has actually and more powerfully demonstrated life extending and potentially disease modifying (curative) effects on MF in its trials. The price paid for Sierra is based on estimated peak annual sales of $750 million. In their most recent quarterly results presentation this month, Geron's management estimated potential peak annual sales of £3 billion for its combined treatments of MF and the closely-related MDS diseases, both in Phase 3 trials, with the MDS trial being less than 12 months behind Sierra's MF trial. On a comparable basis and without any discount for uncertainty, this would value Geron at $4.5 billion which is approximately 8 times its current market capitalisation. It represents a share price of $11.50, which is considerably in excess of even the high end of the price target range of $4.00 to $7.00 which leading industry brokers have maintained on Geron for some time and compares to a current share price of $1.50.

The proper realisation by the market of the true potential and therefore value of our major US biotech investments plays a significant part in our own ongoing dividend distribution policy. Levels of income reserves available to us for distribution to shareholders have reduced in recent years following the Covid pandemic when overall market income returns diminished significantly. Additionally, the portfolio size on which we generate income is now much smaller following the high and above market levels of distributions made to shareholders over many years and the erratic

Managing Director's report (continued)

capital performance of our US investments, as described above. Going forward we have positioned ourselves to take advantage of the capital growth we expect in these investments to fund a major part of our future dividends.

Film Library Valuation

As noted in the Chairman's statement above, we have conducted a 5 year periodic review of the value of the revenue earning feature films owned by our group subsidiary company, including Oliver!, The Day of the Jackal and The Odessa File.

This review has been based on an updated financial calculation of the discounted future estimated cash flows projected to be generated by the films over the full period of copyright (previously only for 10 years), adjusted for recent trends in revenue receipts and long-term interest rates. In addition, an independent valuation by an industry professional has been received, taking into account the nature of the rights held, the periods of copyright, the quality and long-term marketability of the films and current values achieved in the film distribution and media rights acquisition markets.
As a result of this combined review, the valuation of the films has been increased by 170 percent to £2 million.

Jonathan Woolf
28 April 2022

Financial highlights

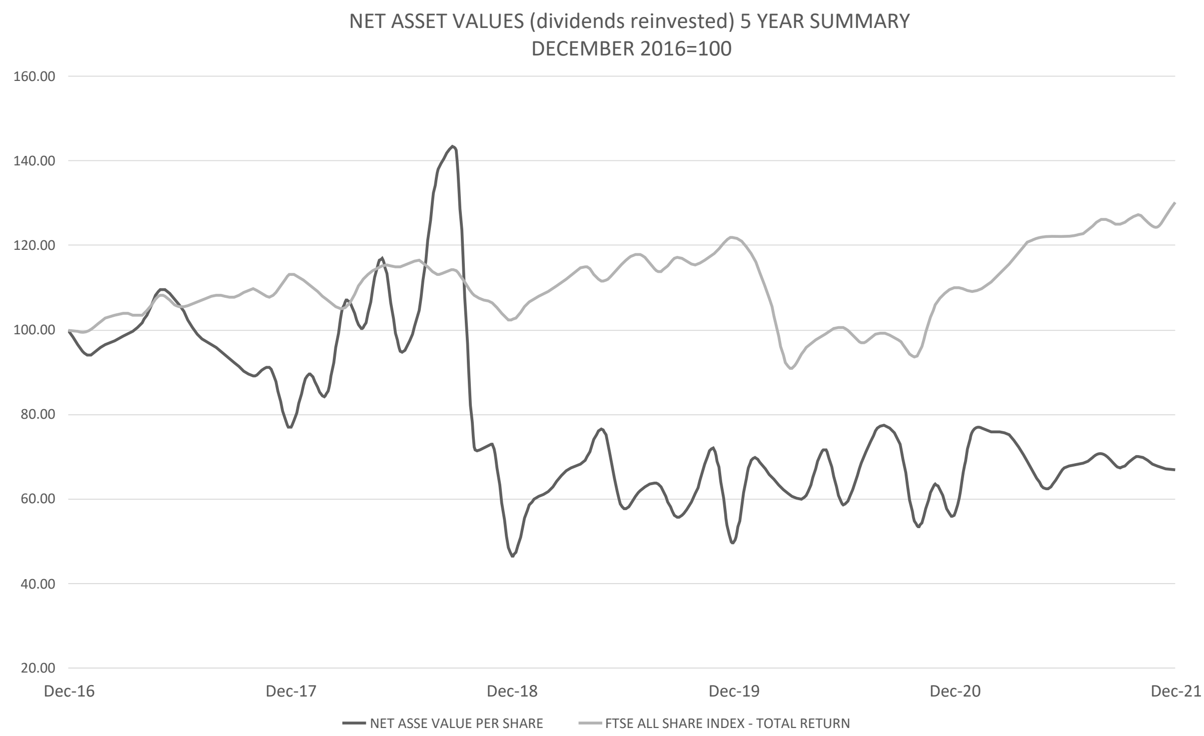
For the year ended 31 December 2021

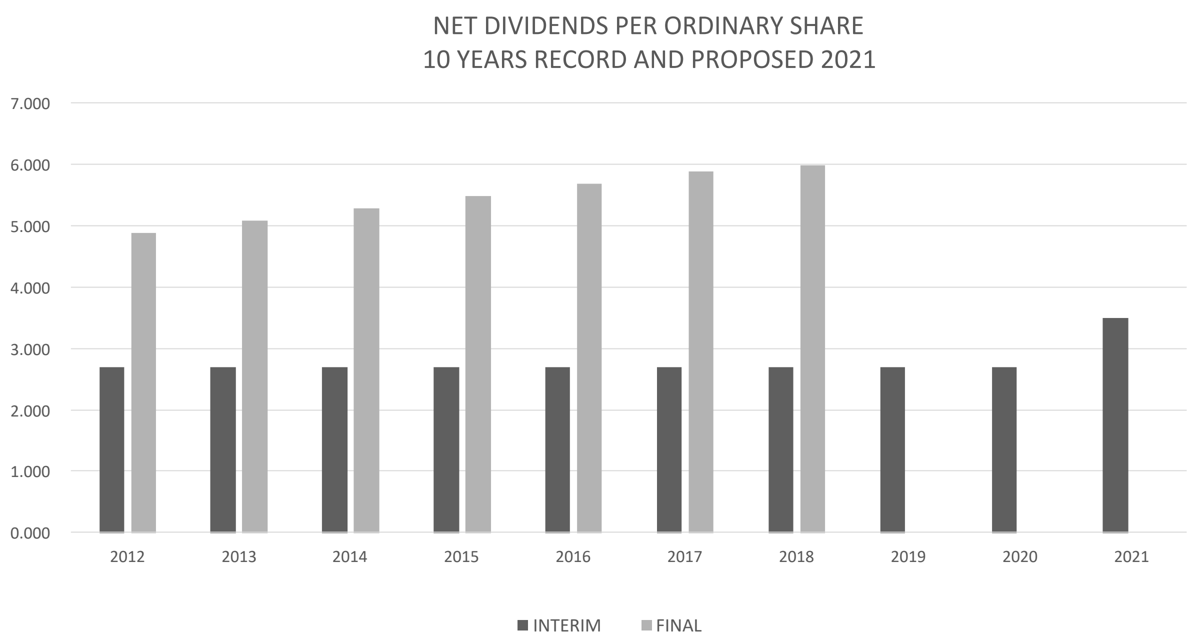
	2021			2020		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Profit/(loss) before tax – realised	978	(810)	168	879	(1,230)	(351)
Profit before tax – unrealised	–	1,028	1,028	–	1,388	1,388
Profit before tax – total	978	218	1,196	879	158	1,037
Earnings per £1 ordinary share – basic	2.66p	0.87p	3.53p	2.23p	0.63p	2.86p
Earnings per £1 ordinary share – diluted	2.90p	0.62p	3.52p	2.59p	0.45p	3.04p
Net assets			6,727			6,720
Net assets per ordinary share						
– deducting preference shares at fully diluted net asset value*			19p			19p
– diluted			19p			19p
Diluted net asset value per ordinary share at 25 April 2022			17p			

	2021	2020
Dividends declared or proposed for the period:		
per ordinary share – interim paid	3.5p	2.7p
– final proposed	0.0p	0.0p
per preference share	3.5p	1.75p

*Basic net assets are calculated using a value of fully diluted net asset value for the preference shares.

Net asset and dividend growth





Distribution of investments and cash

Distribution of investments and cash balances:

	At valuation		
	25 April 2022 £000	31 December 2021 £000	31 December 2020 £000
Biotechnology	1,634	2,723	2,054
Investment Trusts (equities)	1,854	2,144	2,233
Biomedical – USA	1,319	977	1,935
Healthcare	57	113	45
Other Financial	91	88	23
Transport	53	71	71
Pharmaceuticals	22	6	4
Financial services	1	1	3
Food retail	–	–	41
Media	–	–	26
Total quoted equities	5,031	6,123	6,435
Unquoted - Biotechnology	1	1	1
Unquoted subsidiaries*	6,791	6,707	5,719
	11,823	12,831	12,155
Balances at banks and stockbrokers	92	83	394
	11,915	12,914	12,549

This represents gross assets and therefore excludes bank loans and the guarantee of subsidiary obligations by the parent.

*The majority of the above value of unquoted subsidiaries comprises £3.4 million overseas quoted investments, £2.0 million fair value of film rights and net loans due of £1.3 million.

Investment portfolio

At 31 December 2021

Company	Nature of business	Company Valuation £000	Subsidiaries Valuation £000	Total group Valuation £000	Total group % of Portfolio
Lineage Cell Therapeutics (USA)	Biotechnology	2,634	1,474	4,108	41.32
Geron Corporation (USA)	Biomedical	977	2,300	3,277	32.96
Dunedin Income Growth	Investment Trust	1,532	–	1,532	15.41
Aberdeen Diversified Income & Growth	Investment Trust	603	–	603	6.07
ADVFN	Other Financial	88	–	88	0.89
AgeX (USA)	Biotechnology	82	–	82	0.82
Braemar Shipping Services	Transport	71	–	71	0.72
Relief Therapeutics (Switzerland)	Healthcare	71	–	71	0.72
NRX Pharmaceuticals (USA)	Healthcare	42	–	42	0.42
Electra Private Equity	Investment Trust	9	–	9	0.09
Proteome Sciences	Pharmaceuticals	6	–	6	0.06
Reneuron Group	Biotechnology	4	–	4	0.04
Northwest Biotherapeutics (USA)	Biotechnology	3	2	5	0.05
Sherborne	Financial services	1	–	1	0.01
Sarossa Capital (unlisted)	Biotechnology	1	–	1	0.01
M&G Securities	Unit Trust	–	19	19	0.19
Vodafone	Telecommunications	–	22	22	0.22
Investment portfolio		6,124	3,817	9,941	100.00

Holdings in other investment companies

It is the company's stated policy to have an unlimited percentage of its gross assets in other listed investment companies. In accordance with the Listing Rules, the company will restrict any future investments in listed investment companies, which themselves do not have a policy of restricting their investments in other listed investment companies to 15% (or less) of their gross assets, to 10% of its gross assets at the time of the investment. As at 31 December 2021, nil% of the company's total assets were invested in the securities of other UK listed investment companies which themselves do not have a policy of restricting their investments to the 15% mentioned above.

Five year record

Capital

At 31 December	Equity shareholders' funds £000	Net asset value per share (diluted) pence	Share price pence	Premium (diluted) %
2017	15,534	44.4	70.0	57.7
2018	7,919	22.6	47.5	110.2
2019	6,504	18.6	44.5	139.5
2020	6,720	19.2	34.5	79.7
2021	6,727	19.2	25.0	30.1

Revenue

Year to 31 December	Total income £000	Profit after tax £000	Earnings per ordinary share (diluted) pence	Ongoing charges %	Dividend per ordinary share (net) pence
2017	2,732	2,245	6.41	4.18	8.60
2018	3,056	2,520	7.21	5.92	8.70
2019	1,243	914	2.61	8.64	2.70
2020	1,372	908	2.59	9.71	2.70
2021	1,439	1,014	2.90	9.89	3.50

Earnings per ordinary share (diluted) is based on the revenue column of the 'Profit/(loss) for the period' in the Income statement and on 35,000,000 ordinary and convertible preference shares in issue.

Ongoing charges is based on the ratio of total expenses to average shareholders' funds. The increase in 2021 is mainly due to the decrease in shareholders' funds at the end of the year 2021 as opposed to any substantial increase in costs. The absolute level of total expenses has increased by 3.6% in 2021 compared to the prior financial year.

Cumulative performance (2016=100)

Year to 31 December	Net asset value total return	AIC NAV Sector return	Share price total return	AIC Share price Sector return	FTSE All Share total return
2016	100	100	100	100	100
2017	77	113	81	113	113
2018	47	105	62	107	102
2019	50	127	72	130	122
2020	58	117	60	122	110
2021	68	140	49	142	130

Business review

Business and status

The activities of the company and its subsidiary undertakings during the accounting year were as follows:

Company	Activities
British & American Investment Trust PLC (the 'company')	Investment trust
BritAm Investments Limited	Investment holding
Second BritAm Investments Limited	Investment holding
British & American Films Limited	Film investment company

All subsidiaries are incorporated in the United Kingdom and have their registered office as that of British & American Investment Trust PLC, which can be found on page 1 of the report.

The company is an investment company under section 833 of the Companies Act 2006.

The company has obtained approval as an investment trust from HM Revenue & Customs for all accounting periods commencing on or after 1 January 2012 and has continued to conduct its affairs in compliance with the ongoing requirements of section 1158 of the Corporation Tax Act 2010.

S172 Statement

The directors of the company act in a way that they consider to be:

• in good faith,

• likely to promote the success of the company and;

• to the benefit of its members as a whole.

The board considers that all the directors have regard for the long term objectives of the company, meet at regular intervals throughout the year to discuss these objectives, and ensure that they remain on track. The directors aim to maintain a reputation for conducting business at a high standard and maintaining that standard for future years.

Future prospects

The future prospects of the company are explained in the Chairman's Statement on pages 3 to 5 and in the Managing Director's Report on pages 6 to 9.

Investment policy

The company's stated investment policy, as approved at the Annual General Meeting held on 27 June 2017, is to invest 'predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth'.

In fulfilling this policy, the company acts as a long-only investment vehicle and in recognition of its status as an authorised investment trust and parent of a group of companies comprising two other investment companies and a film investment company. The company does not normally utilise gearing in its portfolio but will from time to time be temporarily modestly geared to facilitate re-alignment of the investment portfolio. The company does on occasion make use of derivative instruments to hedge exposures to particular investments or markets. The company may write options on shares held within the investments portfolio where such options are priced attractively relative to longer term expectations of the relevant share prices.

Investment Policy

To invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth.

Asset Allocation

Equities

The majority of the UK equity element of the portfolio will be invested in listed investment trusts, unit trusts and other collective investment schemes, the balance being invested in other UK listed companies and unquoted investments, the latter subject to a maximum of 5% of the portfolio.

The majority of the US equity element of the portfolio will be invested in listed stocks in the biotechnology, biopharma and pharmaceutical sectors, the balance being invested in listed companies in other sectors.

Fixed Interest

Fixed interest holdings may be held for yield enhancement purposes and may account for up to 50 percent of the total portfolio if market conditions are considered appropriate.

Risk Diversification

Risk is managed through diversification of holdings, investment limits set by the board and appropriate financial or other controls relating to the administration of assets.

The company maintains a diversified portfolio of investments, typically comprising around 20 holdings, but without restricting the company from holding a more or less concentrated portfolio from time to time as circumstances require.

The maximum exposure at time of investment to any one entity is 15% of total assets.

Derivative instruments are used in certain circumstances, and with the prior approval of the board, for hedging purposes.

Gearing

Liquidity and borrowings are managed with the aim of increasing returns to shareholders. The company's net gearing range may fluctuate between 0% and 20% based on the current balance sheet structure with an absolute limit of 40%.

Portfolio Investment Level

As a general rule, it is the board's intention that the portfolio should be reasonably fully invested. An investment level of 90% of shareholder funds (net of short term cash held for dividend payments) is regarded as a guideline minimum level, although lower levels of investment may be considered appropriate for a period of time in the event of unusual market conditions.

Investment strategy and Business model

The company's objective is to achieve a balance to investors of growth in income and capital in order to sustain a progressive dividend policy. The policy of the investment portfolio is to invest predominantly in investment trusts and other leading UK and US-quoted companies.

Investments are self-managed. The portfolio currently consists of a diversified list of around 8 UK quoted companies, investment in subsidiaries (52.3% of the portfolio), 7 overseas quoted companies and one UK unquoted holding.

Historically, investments in other investment trusts have accounted for approximately 50 (currently 17) percent of the total portfolio with the balance being invested in a selection of leading quoted companies and other investments to provide opportunities for capital growth and income generation. Currently, these individual exposures are in US biomedical (7.6%) and biotechnology (21.2%). The other investments have often been concentrated in a small number of companies, typically in the finance, software and computer services, media, transport, healthcare and support services.

The implementation of portfolio strategy includes some purchases of investee stocks after the announcement of a dividend and, consequently, some of the revenue income may have a corresponding capital loss, on the subsequent disposal of these investments.

The company currently does not hedge against currency fluctuations.

At 31 December 2021 the company's current liabilities included a bank loan of £619,000 (2020 – £687,000) and trade and other payables of £2,129,000 (2020 – £3,003,000).

Business review (continued)

At 31 December 2021 the company's net gearing was 7.97% (2020 – 4.36%).

Whenever total investment in UK listed investment companies, which have not declared an investment policy to invest less than 15% of their gross assets in other UK listed investment companies, exceeds 10% of gross assets, no further investments in such companies are made until the total investments in such companies returns below 10% of gross assets. Currently these investments amount to nil% of company gross assets.

Portfolio performance in capital and income is measured and reported against the benchmark FTSE All Share Index and relative performance against AIC peer group members is monitored. There is a recognition that at times, particularly when foreign or foreign currency denominated investments form a significant element of the portfolio, a certain degree of performance mismatch to the benchmarks is likely to occur.

Performance

The directors consider a number of performance measures to assess the company's success in achieving its objectives.

The key performance indicators (KPIs) used to measure the performance of the company over time are the following established industry measures:

- the movement in net asset value per ordinary share (after deducting preference shares at fully diluted net asset value) compared to the benchmark FTSE All Share Index;
- share price total return;
- the discount/premium (after deducting preference shares at fully diluted net asset value);
- the ongoing charges;
- earnings per share; and
- dividend per share.

A historical record of these measures is shown on pages 10, 11 and 14.

The board also considers peer group comparative performance.

The review of the business is included in the Chairman's Statement on pages 3 to 5 and Managing Director's Report on pages 6 to 9. Information on movements in the NAV and on investments since the year end is included on pages 10 and 12 respectively.

Discount/premium

The discount or premium, in absolute terms and relative to other similar investment trust companies, and the composition of the share register is monitored by the board. While there is no discount target or management policy the board is aware that discount volatility is unwelcome to many shareholders and that share price performance is the measure used by most investors. The board seeks to provide effective communication to existing and potential shareholders and maintain the profile of the company.

Principal risks and uncertainties

The principal risks facing the company relate to its investment activities and include market risk (other price risk, interest rate risk and currency risk), liquidity risk, gearing risk and credit risk. An explanation of these risks and how they are managed is contained in note 19 to the accounts on pages 53 to 57. The other principal risks to the company are loss of investment trust status and operational risk. Operational risk is the risk of inadequate or failed processes or systems. The main potential risk relates to systems for holding and administering investments. There is a framework in place to manage this risk which is monitored and reviewed by the board twice a year.

The board has carried out a robust assessment of the risks, which include those that would threaten its business model, future performance, solvency and liquidity, and mitigating actions it has taken.

Business review (continued)

Financials
The financial highlights for the year under review are as follows: the net asset value per share assuming conversion of the preference shares increased by 0.1% on a diluted basis during the year, compared to an increase in the benchmark (FTSE All Share) of 14.6%, ordinary share dividends increased to 3.5p per share and the premium of the share price over the net asset value per share assuming conversion of the preference shares moved from 79.7% to 30.1% at the year end.

Political Risk
The Brexit transition period of the UK's withdrawal from the EU ended on 31 December 2020, terminating British membership of the EU single market and customs union. The impact of leaving the EU single market is being closely monitored and considered by the board not likely to have practical consequences for the company. The Board continues to monitor the political situation in Ukraine and shares global concern about the Russian aggression in Ukraine, however the company's portfolio has no direct exposure to Russia or Ukraine.

Board Diversity
The Board recognises the importance of having a range of skilled, experienced individuals with the appropriate knowledge in order to allow the Board to fulfil its obligations. At 31 December 2021, the Board consisted of four men. The Board's statement on diversity is set out in the Statement of Corporate Governance on page 62.

Viability Statement
In making its assessment, the board is aware that there are other matters that could have an impact on the Company's viability in the future, including a greater than anticipated economic impact of the spread of the Coronavirus.

In accordance with provision 31 of the UK Corporate Governance Code, published by the Financial Reporting Council in July 2018, the directors have assessed the viability of the company over a period of three years, taking account of the company's current position and the potential impact of the principal risks and uncertainties. The directors believe this period to be appropriate as it reflects the longer term investment strategy of the company in terms of both investment prospect and income growth.

In considering the viability of the company, the directors have conducted a thorough assessment of each of the principal risks and uncertainties and in particular the impact of market risk where a significant fall in global equities markets would adversely impact the value of the investment portfolio. The directors have also considered the company's income and expenses and dividend policy having undertaken a review of revenue projection and its liquidity in the context of the majority of its investments being listed equities which are readily realisable and so capable of being sold to provide funding if required. The company also considered how the forecast income stream and levels of reserves could impact on the company's ability to pay dividends to shareholders over that period in line with its dividend policy.

The directors currently support the continuation of the company and expect that the company will continue to exist for the foreseeable future, at least for the period of the assessment. 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 year period.

Employee, social, human rights, economic and environmental responsibility
The company, with the support of the Board, takes environmental, social and governance factors and human rights issues into consideration with regard to investment decisions made on behalf of the company.

Details of the company's policy on socially responsible investment can be found under Corporate governance and Stewardship on pages 63 and 64.

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. The company considers its supply chains, dealing with professional

Business review (continued)

Employee, social, human rights, economic and environmental responsibility (continued)

advisers and service providers in the financial services industry, to be low risk. The number of directors and employees during the year were 11 (2020 – 11).

	2021		2020	
	Male	Female	Male	Female
Directors (non-executive)	3	0	3	0
Directors (executive)	1	0	1	0
Employees	1	6	1	6

ISAs

The company has conducted its investment policy so as to remain a qualifying investment under the ISA regulations. It is the intention of the directors to continue to satisfy these regulations.

Common Reporting Standards

Shareholders may receive requests for personal information to comply with legal obligations introduced to reduce tax evasion by a piece of legislation, The OECD Common Reporting Standard for Automatic Exchange of Financial Account Information ('The Common Reporting Standard'), which came into effect from 1 January 2016. The legislation requires investment trust companies to provide personal information to HMRC on certain investors who purchase shares in investment trusts. The company will in certain circumstances provide information annually to the local tax authority 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 came on to the share register with effect from 1 January 2021 have been sent a certification form for the purposes of collecting the information. While it is not compulsory that shareholders complete and return these requests we are required by law to make these requests and to report on the responses received.

Please note that only a small number of our shareholders fall into the category where we have to make these requests and only those shareholders will receive the request.

Dividend Tax Allowance

For dividends paid on or after 6 April 2018 the dividend tax-free allowance of £5,000 was reduced by £3,000 to £2,000. Above this amount, individuals will pay tax on their dividend income at a rate dependent on their income tax bracket and personal circumstances. Our registrars will continue to provide registered shareholders with a confirmation of the dividends paid by British & American Investment Trust PLC and this should be included with any other dividend income received when calculating and reporting total dividend income received. It is the shareholder's responsibility to include all dividend income when calculating tax requirements.

Suitable for Retail Investors

The company currently conducts its affairs so that the Ordinary shares can be recommended by Financial Advisers to ordinary retail investors in accordance with FCA's rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future.

The directors have considered the Annual Report and Accounts and believe that taken as a whole it is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's position and performance, business model and strategy.

The Strategic report, which includes pages 3 to 19, was approved by the board and signed on its behalf by:

J C Woolf
Director
28 April 2022

Directors' report

The directors present their annual report on the affairs of the company together with the financial statements and auditors' report for the year ended 31 December 2021.

Basis of reporting the financial statements

Shareholders should note that, we are presenting single company accounts under IFRS (International Financial Reporting Standards). In accordance with IFRS 10, the group is not permitted to consolidate its subsidiaries and therefore instead of preparing group accounts it prepares a separate financial statement for the parent entity only.

IFRS 10 'Consolidated Financial Statements' became effective from 1 January 2014. Under the initial standard (and also the subsequent revisions) the company is classified as an investment entity and is therefore required to value any investment in a subsidiary at its fair value through profit or loss in accordance with IFRS 9 'Financial Instruments: Recognition and Measurement' unless the subsidiary provides services that relate directly to the company's investment activities.

In December 2014 further amendments were made to IFRS 10 such that if a subsidiary is itself an investment entity then it must not be consolidated. We reviewed all the activities of our subsidiaries and their classification as investment entities and concluded that all of the company's subsidiaries should be valued at fair value through profit or loss, and not be consolidated.

The financial statements on pages 33 to 57 therefore comprise the results of the company only.

A review of the company's activities is given in the Strategic Report on pages 3 to 19. This includes the overall strategy of the business of the company and its principal activities, main risks and uncertainties and future prospects.

Financial statements

The financial statements will be presented for approval at the seventy fourth Annual General Meeting of the company to be held on Tuesday 28 June 2022.

Results and dividends of the company for the year

The directors set out below the results and dividends of the company for the year ended 31 December 2021.

	Revenue	Capital	Total
	£000	£000	£000
Profit before tax	978	218	1,196
Tax	36	–	36
Profit after tax	1,014	218	1,232

Dividends	Pence per share	£000
First interim per £1 ordinary share (paid 24 June 2021)	2.7	675
3.5% preference share paid (paid 24 June 2021)	1.75	175
Second interim per £1 ordinary share (paid 9 December 2021)	0.8	200
3.5% preference share paid (paid 9 December 2021)	1.75	175
Final per £1 ordinary share (proposed)	–	–
		1,225

Directors and their interests

The present directors of the company are as set out on page 1. Mr DG Dreyfus died on 7 February 2022.

The directors during the year ended 31 December 2021 had interests in the shares of the company as follows:

	2021		2020	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Ordinary shares of £1				
JC Woolf	460,812	15,771,562	460,812	15,771,562
DG Dreyfus (died on 7 February 2022)	5,000	–	5,000	–
DG Seligman	–	–	–	–
A Tamlyn	–	–	–	–
Non-voting convertible preference shares of £1 each				
JC Woolf	–	10,000,000	–	10,000,000

Included in the non-beneficial interest in the ordinary shares of £1 each referred to above, are 6,902,812 (27.6%) (2020 – 6,902,812 (27.6%)) ordinary shares held by Romulus Films Limited, 7,868,750 (31.5%) (2020 – 7,868,750 (31.5%)) ordinary shares held by Remus Films Limited and 1,000,000 (4.0%) (2020 – 1,000,000 (4.0%)) ordinary shares held by PKL Pictures Limited. Romulus Films Limited also holds 10,000,000 cumulative convertible preference shares (2020 – 10,000,000). Mediterranean Holdings Ltd has also notified an interest in all the holdings of Romulus Films Limited and Remus Films Limited.

Except in the ordinary course of business no director had an interest in any contract in relation to the company's business at any time during the year.

Other information

In addition to the directors’ interests in shares detailed above, at 28 April 2022 the directors had been notified of the following interests of 3% or more of either class (these interests relate to the ordinary shares of the company):

	Number of shares held 28 April 2022	%	Number of shares held 31 December 2021	%
Lady Lever of Manchester	1,186,562	4.7	1,186,562	4.7

Share Capital

Capital Structure

The company's capital comprises £35,000,000 (2020 – £35,000,000) being 25,000,000 ordinary shares of £1 (2020 – 25,000,000) and 10,000,000 non-voting convertible preference shares of £1 each (2020 – 10,000,000).

Dividends

The ordinary shares carry a right to receive dividends. Interim dividends are approved by the directors and the proposed final dividend is subject to shareholder approval.

The preference shares have a 3.5% fixed cumulative preferential dividend payable half yearly in equal amounts.

The company's Articles of Association specifies the preference rate of dividend and provides that, if at any dividend date the profits available for distribution are insufficient to pay the ordinary and preference shareholders at the 3.5% rate then the dividend will be paid to all shareholders pari passu.

Further, any arrears of preference dividend cannot be paid in any year unless the ordinary shares have received a 3.5% dividend, on par.

Finally, no dividends on ordinary shares may be paid (above the rate of 3.5% per annum) if there are unpaid arrears of the preference shares dividend.

Capital entitlement

On a winding up, after meeting the liabilities of the company the surplus assets will be distributed as follows:

(i) firstly, any arrears of preference shares fixed rate dividend

(ii) secondly, an amount equal to the nominal value of the ordinary and preference shares to be paid pari passu

(iii) lastly, the balance of surplus assets to be paid rateably to the ordinary shares.

Voting

The preference shares shall not have any right to vote unless the business of the meeting includes consideration of any resolution for the winding up of the company, purchase by the company of any of its own shares, or a reduction of the capital, or a varying of the rights of the preference shares.

On a show of hands, every ordinary shareholder (or preference shareholder in the situations described in the above paragraph) present in person (or, being a corporation, by a representative) has one vote and upon a poll every shareholder present has one vote for every share, and a proxy has one vote for every share. Information on the deadlines for proxy appointment is shown on page 70.

Conversion

At any time, during the period from 1 January 2006 to 31 December 2025 (both dates inclusive), and, if published audited annual accounts showing company shareholders' funds are £50 million or more, preference shareholders have the right to convert all or any of their shares on a one for one basis to new ordinary shares.

Purchase of shares

The company does not have a buy-back authority and no present intention to seek shareholders' approval for one.

Directors’ & officers’ liability insurance cover

Directors’ & officers’ liability insurance cover has been maintained by the board during the year ended 31 December 2021 and it is intended that this policy will continue for the year ended 31 December 2022 and subsequent years.

Directors’ indemnities

As at the date of this report, indemnities are in force between the company and each of its directors under which the company has agreed to indemnify each director, to the extent permitted by law, in respect of certain liabilities incurred as a result of carrying out his role as a director of the company. The directors are also indemnified against the costs of

Directors' indemnities (continued)

defending any criminal or civil proceedings or any claim by the company or a regulator as they are incurred provided that where the defence is unsuccessful the director must repay those defence costs to the company. The indemnities are qualifying third party indemnity provisions for the purposes of the Companies Act 2006. A copy of each deed of indemnity is available for inspection at the company's registered office during normal business hours.

Directors' remuneration report

The Directors' remuneration report is set out on pages 65 to 69. An ordinary resolution to approve the report will be put to shareholders at the company's next Annual General Meeting.

Corporate Governance

The Corporate Governance Statement on pages 58 to 64 (which forms part of this directors' report) and the contents of the directors' report constitutes the statement on the application by the company of the principles of the UK Corporate Governance Code.

Greenhouse gas emissions

As an investment company the company has no greenhouse gas emissions to report from its operations for the year ended 31 December 2021 (2020 – same) nor does it have responsibility for any other emissions producing sources. The company does not purchase electricity, heat, steam or cooling for its own use. It is located in serviced offices and it would not be practical for the company to obtain this information.

Bribery Act 2010

The Bribery Act came into force on 1 July 2011. The company has a zero tolerance policy towards bribery and is committed to carrying out business fairly, honestly and openly.

Statement of disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information (as defined by section 418(3) of the Companies Act 2006) of which the company's auditors are unaware, and each member has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors' responsibility statement

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations. The directors confirm that to the best of their knowledge the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the company taken as a whole and that the Strategic Report includes a fair review of the information required by rules 4.1.8R to 4.1.11R of the FCA's Disclosure and Transparency Rules.

Auditors

A resolution to reappoint Hazlewoods LLP as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Jonathan Woolf
Managing Director

Wessex House
1 Chesham Street
London SW1X 8ND
28 April 2022

Statement of Directors' responsibilities in respect of the Annual Report and Financial Statements

The directors are responsible for preparing the Strategic Report, the Directors' Report, the Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare a company's financial statements for each financial year. Under that law the directors have chosen to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs).

Under section 393 of the Companies Act 2006, 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 and 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 IFRSs have been followed, subject to any material departures disclosed and explained in these financial statements;
- 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 and the Directors' Remuneration Report comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Directors' Report and a Strategic Report that complies with the law and those regulations.

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

The maintenance and integrity of the British & American Investment Trust PLC website is the responsibility of British & American Investment Trust PLC; the work carried out by the auditors does not involve consideration of these matters and accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Independent auditor's report to the members of British & American Investment Trust PLC

Opinion

We have audited the company financial statements of British & American Investment Trust PLC (the ‘Company’) for the year ended 31 December 2021, which comprise the income statement, statement of changes in equity, balance sheet, statement of cash flows, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Financial Reporting Standards (IFRSs).

In our opinion, the financial statements:

• give a true and fair view of the state of the company’s affairs as at 31 December 2021 and of its profit for the year then ended;
• have been properly prepared in accordance with UK adopted IFRSs; and
• have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

An overview of the scope of our audit

Our audit approach was based on a thorough understanding of the company’s business and is risk-based. The day-to-day management of the company’s investment portfolio and the maintenance of the company’s accounting records is managed internally, with the custody of its investments outsourced to third-party service providers. Accordingly, our audit work is focused on obtaining an understanding of, and evaluating, internal controls at the company and inspecting records and documents held by the third-party service providers. We undertook substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls over individual systems and the management of specific risks.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

In making this assessment we have considered the directors’ procedures for overseeing the activities of the Company and reviewing its results and forecasts. The application of those procedures has been supported by us reviewing Board minutes and other accessible documentation which confirm that the directors regularly benchmark key performance indicators which include but is not restricted to, comparing performance against the FTSE Small Cap, FTSE 250 and FTSE 100 markets, frequent monitoring of available funds, anticipated cash outflows and financial headroom.

In conjunction with the evaluation of management’s assessment of going concern, we have observed that resources are carefully planned and managed with the intention of ensuring that the Company has sufficient resources available and accessible to ensure that the Company’ commitments and obligations are capable of being met as they fall due.

In relation to the Company’s reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors’ statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our approach to the audit

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified as valuation, ownership and existence of investments; valuation of unquoted investments; completeness and accuracy of related party transactions disclosure; and investment trust status. Revenue recognition and management override of controls are always deemed risks in our audit.

Audit risk	How we responded to the risk
Management override of controls Under ISA 240 there is a presumption that the risk of management override of controls is always present.	Our audit work included, but was not restricted to: • Reviewing material estimates, judgements and decisions made by management; and • Journal testing on all material manual journals. The company's accounting policies in respect of material estimates and judgements are set out in note 1(a).
Revenue recognition Under ISA 240 there is always a presumed risk that revenue may be misstated due to the improper recognition of revenue. In particular we identified completeness and occurrence of investment income as a risk that requires particular audit attention.	Our audit work included, but was not restricted to: • Obtaining an understanding of management's process to recognise revenue in accordance with the stated accounting policy; • Testing income transactions by comparing dividends during the year obtained from an independent source with those recognised by the company; • Testing gains and losses on investments to third party contracts; • Performing cut-off testing of dividend income around the year end; and • Checking the classification of special dividends as either revenue or capital receipts. For income from unquoted investments our audit work included, but was not restricted to: • Checking the investment income that the company was entitled to during the year directly with the underlying investment entities.

The accounting policy on income, including its recognition, is shown in note 1(d) to the financial statements and the components of that income are included in note 2.

Valuation, ownership and existence of quoted investments

The company's business is investing predominantly in investments trusts and other leading quoted and unquoted companies to achieve a balance of income and growth. Accordingly, the investment portfolio is a significant, material balance in the financial statements. We therefore identified the valuation, ownership and existence of the investment portfolio as a risk that requires particular audit attention.

Our audit work included, but was not restricted to:

- Understanding management's process to recognise and measure quoted investments;
- Assessing whether the company's accounting policy for valuation of quoted investments is in accordance with IFRS 9;
- Comparing quoted investment valuations to an independent source of market prices;
- Testing investment additions and disposals to contracts and bank statements; and
- Confirming investment holdings to either third party confirmations, direct investee confirmations or share certificates.

The company's accounting policy on valuation of investments is shown in note 1(c) to the financial statements and related disclosures are included in note 9. The Audit Committee identified the valuation and ownerships of investments as a significant issue in its report on page 60, where the Committee also described the action that it has taken to address this risk.

Valuation of unquoted investments

Investments in subsidiary companies are held at the fair value of the underlying assets and liabilities. One of the subsidiaries has a long-held investment in film rights for certain classic films. The valuation of the underlying film rights involves significant accounting estimates and the fair value is a significant, material balance in determining the fair value of the investment in that company. We therefore identified the valuation of investment in subsidiaries, including the film rights, as a risk that requires particular audit attention.

Our audit work included, but was not restricted to:

- The valuation of unquoted investments involves significant judgements and estimates. In particular, we look at where the directors made subjective judgements in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.
- We obtained an understanding of how the valuations were performed and considered whether the method chosen was in accordance with published guidance and reviewed and challenged the assumptions applied to the valuation inputs.
- We verified and benchmarked key inputs and estimates to independent information from our own research and against metrics from the investments.

- Where appropriate, we have performed sensitivity analysis on the valuation calculations.
- Alternative valuation methods were considered and discussed with management to provide alternative views on the value of the investments.
- Further, we also considered the economic environment in which the investments operate to identify factors that could impact the investment valuation.

The company's accounting policy on valuation of investments in subsidiaries is shown in note 1(c) to the financial statements and related disclosures are included in note 9. The Audit Committee identified the valuation and ownership of investments as a significant issue in its report on page 60, where the Committee also described the action that it has taken to address this matter.

Investment Trust status

In order to remain tax exempt the criteria of an investment trust must be met. This includes a 15% limit on retention of revenue income after dividends and revenue expenses and a minimum of 35% of its shares must be publicly traded on a recognised stock exchange.

Our audit work included, but was not restricted to:

- Reviewing calculations to ensure of that no more than 15% of revenue income was retained after dividends and revenue expenditure;
- Reviewing the shareholders' register to ensure that at least 35% of the shares were not held by a related party; and
- Obtaining an Audit Representations Letter from the company's directors confirming that they complied with the applicable rules.

The company's consideration of dividends for the purposes of investment trust status are set out in Note 8, page 45.

Completeness and accuracy of related party transactions disclosure

As disclosed in Note 17 on pages 51 and 52 in the financial statements, the company enters into various related party transactions to achieve its business objectives. There is a risk that the company might fail to identify and/or disclose related party transactions and balances in the financial statements. We therefore identified the completeness and accuracy of related party transaction disclosure as a significant risk that requires special audit attention.

Our audit work included, but was not restricted to:

- Performing a search for additional related parties by inspecting the company's journal entry records;
- Considering whether transactions which were the subject of our audit procedures were with related parties; and
- Agreeing related party disclosures to the company's records.

The company's disclosures of related party transactions are included in Note 17 to the financial statements.

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in evaluating the effect of any identified misstatements and in forming our opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements or related disclosures that would make it probable that the judgement of a reasonable person, relying on the information, would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we use to determine the extent of testing needed, to reduce to an appropriately low-level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

We established materiality for the financial statements as a whole to be £123,000, which is 1.0% of the value of the company's total assets (excluding intercompany balances). For income and expenditure items we determined that misstatements of lesser amounts than materiality for the financial statements as a whole would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. Accordingly, we established materiality for revenue items within the income statement to be £73,000, which is 10% of the company's net return on ordinary activities before taxation, excluding gains on investments at fair value.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

• Fair, balanced and understandable - the statement given by the directors that they consider 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 performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or

• Audit committee reporting – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or

• Directors' statement of compliance with the UK Corporate Governance Code - the parts of the directors' statement required under the Listing Rules relating to the company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditors in accordance with Listing Rule 9.8.10R (2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

• the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;

• the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements and those reports have been prepared in accordancewith applicable legal requirements;

• the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements; and

• information about the Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following:

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

• adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

• the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or

• certain disclosures of Directors' remuneration specified by law are not made; or

• we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review:

• the parts of the statement on corporate governance relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for review; and

• certain elements of the report to shareholders by the Board on directors' remuneration.

Corporate governance statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the company's compliance with the provisions of the UK Corporate Governance Statement specified for our review.

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to:

• the disclosures in the annual report that describe the principal risks and explain how they are being managed or mitigated;

• the directors' confirmation in the annual report that they 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;

• the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;

• whether the directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R (3) is materially inconsistent with our knowledge obtained in the audit; or

• the directors' explanation in the annual report as to how they have assessed the prospects of the company, 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 company will be able to continue in operation and meet its liabilities as they fall due over the period of the assessment, including any related disclosure drawing attention to any necessary qualifications or assumptions.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 24, the directors are responsible for the; preparation of the financial statements and for being satisfied that they give a true and fair view, and. for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going Concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

The audit evidence available in relation to the investment portfolio and associated returns are publicly available and considered to be strong sources of audit evidence. Ownership has been verified against custodian documentation and confirmations.

The nature of the company's activities means that overheads are generally consistent and predictable and where unexpected variances occur, adequate evidence is available.

Our audit work, which utilises the above audit evidence along with the audit procedures outlined in our description of our approach to the audit above, provides us with a reasonable assurance that our audit procedures will detect irregularities, including fraud.

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

Other matters which we are required to address

We were appointed by the Audit Committee on 27 June 2017. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is four years.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting our audit.

Other than those disclosed in the corporate governance report, we have provided no non-audit services to the Company in the period from 1 January 2021 to 31 December 2021.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

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 auditors' 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.

Scott Lawrence
Senior Statutory Auditor
For and on behalf of Hazlewoods LLP
Statutory Auditor
Cheltenham
28 April 2022

BRITISH & AMERICAN INVESTMENT TRUST PLC 32

Income statement

For the year ended 31 December 2021

		2021			2020		
	Notes	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Investment income	2	1,439	–	1,439	1,372	–	1,372
Holding gain on investments at fair value through profit or loss	9	–	1,028	1,028	–	1,388	1,388
Losses on disposal of investments at fair value through profit or loss*	9	–	(585)	(585)	–	(960)	(960)
Foreign exchange gains/(losses)		(4)	22	18	(44)	(13)	(57)
Expenses	3	(422)	(243)	(665)	(400)	(242)	(642)
Profit before finance costs and tax		1,013	222	1,235	928	173	1,101
Finance costs		(35)	(4)	(39)	(49)	(15)	(64)
Profit before tax		978	218	1,196	879	158	1,037
Tax	6	36	–	36	29	–	29
Profit for the year		1,014	218	1,232	908	158	1,066
Earnings per share							
Basic - ordinary shares	7	2.66p	0.87p	3.53p	2.23p	0.63p	2.86p
Diluted - ordinary shares	7	2.90p	0.62p	3.52p	2.59p	0.45p	3.04p

The company does not have any income or expense that is not included in the profit/(loss) for the year. Accordingly, the ‘Profit for the year’ is also the ‘Total Comprehensive Income for the year’ as defined in IAS 1 (revised) and no separate Statement of Comprehensive Income has been presented.

The total column of this statement represents the company's Income Statement, prepared in accordance with IFRS. The supplementary revenue return and capital return columns are both prepared under guidance published by the Association of Investment Companies. All items in the above statement derive from continuing operations.

All profit and total comprehensive income is attributable to the equity holders of the company.

The notes on pages 37 to 57 form part of these financial statements.

*Losses on disposal of investments at fair value through profit or loss include Losses on sales of £270,000 (2020 – £613,000 losses) and Losses on provision for liabilities and charges of £315,000 (2020 – £347,000 losses).

Statement of changes in equity

For the year ended 31 December 2021

	Notes	Share capital £000	Capital reserve £000	Retained earnings £000	Total £000
Balance at 31 December 2019		35,000	(28,606)	110	6,504
Changes in equity for 2020					
Profit for the period		–	158	908	1,066
Ordinary dividend paid	8	–	–	(675)	(675)
Preference dividend paid	8	–	–	(175)	(175)
Balance at 31 December 2020		35,000	(28,448)	168	6,720
Changes in equity for 2021					
Profit for the period		–	218	1,014	1,232
Ordinary dividend paid	8	–	–	(875)	(875)
Preference dividend paid	8	–	–	(350)	(350)
Balance at 31 December 2021		35,000	(28,230)	(43)	6,727

Balance sheet

31 December 2021

Registered number: 00433137

	Notes	2021	2020
		£000	£000
Non - current assets			
Investments - fair value through profit or loss	9	6,124	6,436
Subsidiaries - fair value through profit or loss	9	6,707	5,719
		12,831	12,155
Current assets			
Receivables	11	535	1,605
Cash and cash equivalents		83	394
		618	1,999
Total assets		13,449	14,154
Current liabilities			
Trade and other payables	12	2,129	3,003
Bank loan	12	619	687
		(2,748)	(3,690)
Total assets less current liabilities		10,701	10,464
Non - current liabilities	13	(3,974)	(3,744)
Net assets		6,727	6,720
Equity attributable to equity holders			
Ordinary share capital	14	25,000	25,000
Convertible preference share capital	14	10,000	10,000
Capital reserve	15	(28,230)	(28,448)
Retained revenue earnings	15	(43)	168
Total equity		6,727	6,720

The notes on pages 37 to 57 form part of these financial statements.

The financial statements on pages 33 to 57 were approved by the board of directors on 28 April 2022.

Jonathan Woolf

Managing Director

Cash flow statement

For the year ended 31 December 2021

	2021	2020
	£000	£000
Cash flow from operating activities		
Profit before tax	1,196	1,037
Adjustment for:		
Gains on investments	(443)	(428)
Dividends in specie	(78)	–
Proceeds on disposal of investments at fair value through profit or loss	1,708	2,619
Purchases of investments at fair value through profit or loss	(1,610)	(2,415)
Interest paid	39	64
Operating cash flows before movements in working capital	812	877
Decrease in receivables	551	34
Decrease in payables	(549)	(192)
Net cash from operating activities before interest	814	719
Interest paid	(7)	(31)
Net cash flows from operating activities	807	688
Cash flows from financing activities		
Dividends paid on ordinary shares	(875)	(675)
Dividends paid on preference shares	(175)	(175)
Bank loan	(68)	(1,948)
Net cash used in financing activities	(1,118)	(2,798)
Net decrease in cash and cash equivalents	(311)	(2,110)
Cash and cash equivalents at beginning of year	394	2,504
Cash and cash equivalents at end of year	83	394

Purchases and sales of investments are considered to be operating activities of the company, given its purpose, rather than investing activities.

1 Accounting policies

A summary of the principal accounting policies is set out below.

a) Basis of preparation and statement of compliance
The company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which comprise standards and interpretations approved by the IASB and International Accounting Standards and Standing Interpretations Committee interpretations approved by the IASC that remain in effect, and to the extent they have been adopted by the UK.

Until 2014 the company published group accounts for British & American Investment Trust PLC Group which were prepared under IFRS. Following an amendment introduced in IFRS 10 in 2014, the parent is not required to consolidate its subsidiaries and therefore instead of preparing group accounts it now prepares separate financial statements for the parent entity only.

The financial statements have been prepared on a going concern basis adopting the historical cost convention except for the measurement at fair value of investments, derivative financial instruments, and subsidiaries.

IFRS 10 Consolidated Financial Statements was introduced and became effective from 1 January 2014. Under IFRS 10, entities that meet the definition of an investment entity shall not consolidate their subsidiaries or apply IFRS 3 when they obtain control of another entity. Instead, an investment entity shall measure an investment in a subsidiary at fair value through profit or loss in accordance with IFRS 9. The criteria which define an investment entity are as follows:

(a) An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
(b) An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
(c) An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.

The directors have concluded that the company qualifies as an investment entity under IFRS 10 meeting all the criteria defined above.

An amendment to IFRS 10 was published in December 2014 which clarifies that, if an investment entity has a subsidiary that provides investment-related services or activities, and it is not itself regarded as an investment entity, it shall consolidate that subsidiary. Having reviewed the activities of the subsidiaries, the directors have concluded that all the subsidiaries under the company are themselves investment entities and accordingly all the subsidiaries within the Group have been valued at fair value through profit or loss.

Where presentational guidance set out in the Statement of Recommended Practice (SORP) for investment trusts issued by the Association of Investment Companies (AIC) in October 2019 is consistent with the requirements of IFRS, the directors have sought to prepare the financial statements on a basis compliant with the recommendations of the SORP.

Critical Accounting Estimates and Judgements
The preparation of the financial statements may require the directors to make estimations where uncertainty exists. It also requires the Directors to make judgements, estimates and assumptions, in the process of applying the accounting policies. The company's other significant accounting policies are set out below, together with the judgements made by management in applying these policies, which have the most significant effect on the amounts recognised in the financial statements, apart from those involving estimations that are dealt with separately below. These accounting policies have been applied consistently to all periods presented in these company financial statements.

These financial statements are presented in pounds sterling being the currency of the primary economic environment within which the company operates. There are no foreign operations.

1 Accounting policies (continued)

Future standards in place but not yet effective.

The following new and revised Standards and Interpretations are applicable in the current year. Their application has not had any significant impact on the amounts reported in these financial statements.

• IFRS 4, 7, 9 and 16 Amendments

The following new and revised Standards and Interpretations are effective 1 January 2022. Their application will not have any significant impact on the financial statements in 2022.

• Amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards—Subsidiary as a First-time Adopter
• Amendment to IFRS 9 Financial Instruments—Fees in the '10 per cent' Test for Derecognition of Financial Liabilities
• Amendment to IFRS 3 Business Combination - Reference to the Conceptual Framework
• Annual Improvements to IFRS Standards 2018–2020
• Amendment to IAS 16 Property, Plant and Equipment - Proceeds before Intended Use
• Amendment to IAS 37 Provisions, Contingent Liabilities and Contingent Assets - Onerous Contracts—Cost of Fulfilling a Contract

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not been applied in these financial statements, were in issue but not effective (and in some cases had not yet been adopted).

• IAS 1 Amendments: Classification of Liabilities as Current or Non-Current; Disclosure of Accounting Policies

• IAS 8 Amendments: Definition of Accounting Estimates.

The company does not believe that there is a material impact on the financial statements from the adoption of these standards.

b) Presentation of income statement

In order better to reflect the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the income statement between items of a revenue and capital nature has been presented alongside the income statement.

c) Valuation of investments

As the company's business is investing in financial assets with a view to profiting from their total return in the form of interest, dividends or increases in fair value, non-current investments are designated as fair value through profit or loss on initial recognition. The company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy, and information about the investments is provided internally on this basis to the company's directors.

Investments held at fair value through profit or loss, including derivatives held for trading, are initially recognised at fair value.

All purchases and sales of investments are recognised on the trade date.

After initial recognition, investments, which are designated at fair value through profit or loss, are measured at fair value. Gains or losses on investments designated at fair value through profit or loss are included in profit or loss as a capital item, and material transaction costs on acquisition or disposal of investments are expensed and included in the capital column of the income statement. For investments that are actively traded in organised financial markets, fair value is determined by reference to official quoted market closing prices or last traded prices, depending upon the convention of the exchange on which the investment is quoted. Investments in units of unit trusts or shares in OEICs are valued at the closing price released by the relevant investment manager.

1 Accounting policies (continued)

Profit or loss on disposals of investments are recognised as sales proceeds less the opening carrying value or later cost.

Revaluation gains or losses are recognised as being the closing carrying value less the opening carrying value or later costs.

Exchange traded stock options are, until disposal, included under current assets or current liabilities, and valued in accordance with the above fair value policy.

Gains or losses on disposals and revaluation of such options are included in profit or loss as a capital item.

In respect of unquoted instruments, or where the market for a financial instrument is not active, fair value is established by using an appropriate valuation technique, determined by the directors, based upon latest dealing prices, net asset values and other information.

Investments of the company in subsidiary companies are held at the fair value of their underlying assets and liabilities.

This includes the valuation of film rights in British & American Films Limited and thus the fair value of its immediate parent BritAm Investments Limited. In determining the fair value of the film rights, estimates are made, including future film revenues, which are estimated by the management. Estimations made have taken into account historical results, current trends and other relevant factors.

Where a subsidiary has negative net assets it is included in investments at nil value and an allowance for doubtful debt is made for any amounts owed to the company by that subsidiary undertaking. A provision is also made on the balance sheet where the company has made guarantees to pay liabilities of that subsidiary if they fall due.

d) Income
Dividend income from investments is recognised as revenue when the shareholders' rights to receive payment has been established, normally the ex-dividend date.

Interest income on fixed interest securities is recognised on a time apportionment basis so as to reflect the effective interest rate of the security.

When special dividends are received, the underlying circumstances are reviewed on a case by case basis in determining whether the amount is capital or revenue in nature. Amounts recognised as revenue will form part of the company's distribution. Any tax thereon will follow the accounting treatment of the principal amount.

e) Pension costs
Employer contributions to a defined contribution pension scheme (sponsored by a related party undertaking - see note 17) for staff are charged against revenue, on an accruals basis.

f) Expenses

- transaction costs which are incurred on the purchase or sale of an investment designated as fair value through profit or loss are included in the capital column of the income statement and disclosed in note 9;
- expenses are split and presented partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated, and accordingly investment management and related costs have been allocated 50% (2020 - 50%) to revenue and 50% (2020 - 50%) to capital, in order to reflect the directors' long-term view of the nature of the expected investment returns of the company.

g) Bank borrowings and finance charges
The interest-bearing bank loan is recorded at the proceeds received. Finance charges are accounted for on an accrual basis in the income statement. Finance charges are primarily charged to revenue unless borrowings have been made

1 Accounting policies (continued)

specifically to acquire investments and can be identified as such in which case the relevant finance charges are allocated between capital and revenue in accordance with the Board's expected long-term split of returns, in the form of capital gains and income respectively from the relevant investments.

h) Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the income statement is the 'marginal basis'. Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue column of the income statement, then no tax relief is transferred to the capital column.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Investment trusts which have approval under sections 1158 and 1159 of the Corporation Tax Act 2010 are not liable for taxation on capital gains.

i) Foreign currency

Transactions in currencies other than sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items and non-monetary assets and liabilities that are fair valued and are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in net profit or loss for the period where investments are classified at fair value through profit or loss and presented as revenue or capital as appropriate.

j) Hedge Accounting

During the year 2020, the company created a currency hedge for its US$ loan position. The relationship between the hedging instrument, being amounts owed by subsidiary undertakings, and the hedged item, being US$ bank loans, along with its risk management objectives of managing currency exposures arising from the translation of balances at the period end to pounds sterling, was formally documented on 18 March 2020 with the additional condition (Sources of ineffectiveness) documented on 10 June 2020. Since this date and on an ongoing basis, the company was documenting whether the hedging instrument is highly effective in offsetting changes in fair values of the hedged item arising from foreign exchange differences. The foreign exchange gain or loss on the hedging instrument was taken to the income statement and offset against the foreign exchange gain or loss on the hedged item. The net gain or loss was allocated between capital and revenue in line with the accounting policy set out above for bank borrowings and finance charges. The repayment of $2,500,000 of the loan during the year 2020 led to hedge ineffectiveness in offsetting changes in fair values of the hedged item arising from foreign exchange differences and as a result hedge accounting was discontinued and the net gains and losses arising on amounts owed by subsidiary undertakings followed the treatment of the underlying instrument and have been recognised within the company's capital reserve.

1 Accounting policies (continued)

k) Distributable reserves

Distributable reserves comprise revenue earnings and the capital reserve. Gains and losses on disposal of investments, changes in fair value of investments held and capitalised expenses are dealt with in the capital reserve. Unrealised gains and losses on quoted investments are included in the calculation of capital reserves. However, in the interests of prudence the directors do not consider these unrealised gains to be distributable.

l) 3.5% cumulative convertible non-redeemable preference shares

The 3.5% cumulative convertible non-redeemable preference shares issued by the company are classified as equity instruments in accordance with IAS 32 ‘Financial Instruments - Presentation’ as the company has no contractual obligation to redeem the preference shares for cash or pay preference dividends unless similar dividends are declared to ordinary shareholders.

m) Segmental reporting

The directors are of the opinion that the company is engaged in a single segment of business, being investment business.

2 Income

	2021	2020
Income from investments	£000	£000
UK dividends	391	221
Dividend from subsidiary	907	1,066
	1,298	1,287
Other income	141	85
Total income	1,439	1,372
Total income comprises:		
Dividends	1,298	1,287
Other interest	71	85
Other	70	–
	1,439	1,372
Income from investments:		
Listed investments	391	221
Unlisted investments	907	1,066
	1,298	1,287

2 Income (continued)

Of the £1,298,000 (2020 – £1,287,000) dividends received, £204,000 (2020 – £90,000) related to special and other dividends received from investee companies that were bought after the dividend announcement. There was a corresponding capital loss of £249,000 (2020 – £324,000), on these investments.

Under IFRS 10 the income analysis is for the parent company only rather than that of the consolidated group. Thus film revenues of £171,000 (2020 – £84,000) received by the subsidiary British & American Films Limited and property unit trust income of £2,000 (2020 – £14,000) received by the subsidiary BritAm Investments Limited are shown separately in this paragraph.

3 Administrative expenses	2021 £000	2020 £000
Staff costs – including executive director (Notes 4 and 5)	470	467
Non-executive directors fees (Note 4)	57	57
Auditors' remuneration:		
audit of the company's financial statements	32	33
audit of the subsidiary's financial statements	2	2
taxation compliance	–	4
other non-audit services	5	5
Other	85	62
Irrecoverable VAT	14	12
	665	642

4 Directors' remuneration

Directors' remuneration is disclosed in the Directors' remuneration report on page 65.

The directors do not receive any performance related pay or any benefits in kind. None of the directors has any share options and no pension contributions are paid on their behalf. There are no long-term incentive schemes for any directors.

5 Staff costs

	2021 £000	2020 £000
Wages and salaries	366	361
Social security costs	49	49
Pensions and post-retirement benefits	55	57
	470	467

The average number of persons (including the executive director) employed during the year was 8 (2020 – 8).

	2021 Number	2020 Number
Investment	2	2
Administration	6	6
	8	8

6 Tax

The tax credit for the year is £36,000 (2020 – £29,000) being losses surrendered to the company's subsidiaries at 19%. Allowable expenses of the company exceed taxable income.

Corporation tax is calculated at 19% (2020 – 19%) of the estimated assessable loss for the year.

Profits of the company's subsidiaries are chargeable to the UK corporation tax at the main rate of 19% (2020 – 19%). Therefore part of the excess of management expenses of the company is surrendered as group relief against profits in the subsidiaries at their 19% tax rate.

6 Tax (continued)

The credit for the year can be reconciled to the profit/(loss) per the income statement as follows:

	2021			2020		
	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Total profit before tax	978	218	1,196	879	158	1,037
Tax at the UK corporation tax rate of 19% (2020 - 19%)	(186)	(41)	(227)	(167)	(30)	(197)
Tax effect of non-taxable and dividends in specie	247	–	247	245	–	245
Free group relief	(25)	(43)	(68)	–	–	–
Gains on investments that are not taxable	–	84	84	–	81	81
Adjustments arising on the difference between taxation and accounting treatment of expenses	–	–	–	51	(51)	–
Unrelieved tax losses	–	–	–	(100)	–	(100)
Tax credit	36	–	36	29	–	29

It is unlikely the company will generate sufficient taxable profits in the future as it normally generates taxable losses which are usually offset by the taxable profits generated by subsidiary companies, to recover cumulative management expenses and non-trade loan relationship deficit which will generate a tax asset of £355,757 (2020 – £355,757) which has not been recognised in the year or prior years.

7 Earnings per ordinary share

The calculation of the basic (after deduction of preference dividend) and diluted earnings per share is based on the following data:

	2021			2020		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Earnings:						
Basic	664	218	882	558	158	716
Preference dividend	350	–	350	350	–	350
Diluted	1,014	218	1,232	908	158	1,066

Basic revenue, capital and total return per ordinary share is based on the net revenue, capital and total return for the period after tax and after deduction of dividends in respect of preference shares and on 25 million (2020 – 25 million) ordinary shares in issue.

The diluted revenue, capital and total return is based on the net revenue, capital and total return for the period after tax and on 35 million (2020 – 35 million) ordinary and preference shares in issue.

8 Dividends

	2021	2020
	£000	£000
Amounts recognised as distributions to ordinary shareholders in the period		
Dividends on ordinary shares:		
Final dividend for the year ended 31 December 2020		
of 0.0p (2019 – 0.0p) per share	–	–
First interim dividend for the year ended 31 December 2021		
of 2.7p (2020 – 2.7p) per share	675	675
Second interim dividend for the year ended 31 December 2021		
of 0.8p (2020 – 0.0p) per share	200	–
	875	675

Proposed final dividend for the year ended 31 December 2021		
of 0.0p (2020 – 0.0p) per share	–	–

	2021	2020
	£000	£000
Dividends on 3.5% cumulative convertible preference shares:		
Preference dividend for the 6 months ended 31 December 2020		
of 0.00p (2019 – 0.00p) per share	–	–
Preference dividend for the 6 months ended 30 June 2021		
of 1.75p (2020 – 1.75p) per share	175	175
Preference dividend for the 6 months ended 31 December 2021		
of 1.75p (2020 – 0.00p) per share	175	–
	350	175

We have set out below the total dividend payable in respect of the financial year, which is the basis on which the retention requirements of section 1158 of the Corporation Tax Act 2010 are considered.

Dividends proposed for the period:

	2021	2020
	£000	£000
Dividends on ordinary shares:		
First interim dividend for the year ended 31 December 2021		
of 2.7p (2020 – 2.7p) per share	675	675
Second interim dividend for the year ended 31 December 2021		
of 0.8p (2020 – 0.0p) per share	200	–

8 Dividends (continued)

Proposed final dividend for the year ended 31 December 2021 of 0.0p (2020 – 0.0p) per share	–	–
	875	675
Dividends on 3.5% cumulative convertible preference shares:		
Preference dividend for the year ended 31 December 2021 of 1.75p (2020 – 1.75p) per share	175	175
Preference dividend for the year ended 31 December 2021 of 1.75p (2020 – 0.00p) per share	175	–
	350	175

The non-payment in December 2019 and in December 2020 of the dividend of 1.75 pence per share on the 3.5% cumulative convertible preference shares, consequent upon the non-payment of a final dividend on the ordinary shares for the year ended 31 December 2019 and for the year ended 31 December 2020, has resulted in arrears of £350,000 on the 3.5% cumulative convertible preference shares. These arrears will become payable in the event that the ordinary shares receive, in any financial year, a dividend on par value in excess of 3.5%.

1st interim dividend declared for the year ended 31 December 2021 of 2.7 pence per ordinary share was paid on 24 June 2021 to shareholders on the register at 11 June 2021. A preference dividend of 1.75 pence was paid to preference shareholders on the same date.

2nd interim dividend declared for the year ended 31 December 2021 of 0.8 pence per ordinary share was paid on 9 December 2021 to shareholders on the register at 12 November 2021. A preference dividend of 1.75 pence payable to preference shareholders on the same date.

The 2nd interim dividend declared and paid in the second half of 2021 was paid from available distributable reserves shown in the published interim accounts of 30 June 2021.

9 Investments – fair value through profit or loss

	2021 £000	2020 £000
Investments quoted on a recognised investment exchange	6,124	6,436
Unquoted investments		
– Subsidiary undertakings (Note 10)	6,707	5,719
	12,831	12,155

BritAm Investment Limited, being the subsidiary of the company, owns 100% of British & American Films Limited. British & American Films Limited owns film rights to four longstanding commercially released films which generate royalty income (see note 2 on page 42). Film rights are valued at fair value £2,000,000 (2020 – £726,512).

9 Investments – fair value through profit or loss (continued)

December 2020	Quoted in UK £000	Quoted overseas £000	Unlisted* £000	Total £000
Opening cost	2,401	10,060	6,996	19,457
Investment holding (losses)/gains	778	(6,535)	(1,661)	(7,418)
Opening fair value at 1 January 2020	3,179	3,525	5,335	12,039
Purchases at cost	2,353	62	–	2,415
Sales – proceeds	(2,549)	(525)	–	(3,074)
– losses on sales	(469)	(144)	–	(613)
Decrease/(increase) in investment holding (losses)/gains	(109)	1,113	384	1,388
Closing fair value	2,405	4,031	5,719	12,155
Closing cost	2,064	8,517	6,996	17,577
Investment holding (losses)/gains	341	(4,486)	(1,277)	(5,422)
Closing fair value at 31 December 2020	2,405	4,031	5,719	12,155

December 2021	Quoted in UK £000	Quoted overseas £000	Unlisted* £000	Total £000
Opening cost	2,064	8,517	6,996	17,577
Investment holding (losses)/gains	341	(4,486)	(1,277)	(5,422)
Opening fair value at 1 January 2021	2,405	4,031	5,719	12,155
Purchases at cost	1,198	1,733	–	2,931
Sales – proceeds	(1,301)	(1,712)	–	(3,013)
– losses on sales	(177)	(93)	–	(270)
(Increase)/decrease in investment holding (losses)/gains	189	(149)	988	1,028
Closing fair value	2,314	3,810	6,707	12,831
Closing cost	1,606	6,956	6,996	15,558
Investment holding (losses)/gains	708	(3,146)	(289)	(2,727)
Closing fair value at 31 December 2021	2,314	3,810	6,707	12,831

*Level 3 investments

(Losses)/gains on investments designated at fair value through profit or loss are net of transaction costs incurred on both the purchase and sale of those assets, in the amount of £13,134 (2020 – £21,168) being £9,137 (2020 – £18,723) on purchases and £3,997 (2020 – £2,445) on sales.

9 Investments – fair value through profit or loss (continued)

(Losses)/gains on investments

	2021	2020
	£000	£000
Losses on disposal	(1,937)	(1,221)
Losses on disposal recognised in prior years	1,667	608
	(270)	(613)
Losses for provision for liabilities and charges	(315)	(347)
	(585)	(960)
Investment holding (losses)/gains in the year	1,028	1,388
	443	428

10 Subsidiary undertakings

The company has the following subsidiary undertakings:

Name of undertaking	Description of shares held	Proportion of nominal value of issued shares and voting rights held by:	
		Company (%)	Group (%)
BritAm Investments Limited	Ordinary £1	100	100
British & American Films Limited	Ordinary £1	–	100
Second BritAm Investments Limited	Ordinary £1	100	100

BritAm Investments Limited and Second BritAm Investments Limited are investment holding companies. British & American Films Limited is a film distribution company. All are incorporated in Great Britain.

The directors have concluded that the company meets the criteria set under IFRS 10. In that:

a) The company obtains funds from more than one investor for the purpose of providing those investors with investment management services;

b) The company commits to its investors that its business purpose is to invest funds solely for return from capital appreciation and investment income; and

c) The company measures and evaluates the performance of substantially all of its investments on a fair value basis.

Under IFRS 10, an entity that meets the definition of an investment entity shall not consolidate its subsidiaries or apply IFRS 3 when it obtains control of another entity. Instead, an investment entity shall measure an investment in a subsidiary at fair value through profit or loss in accordance with IFRS 9.

IFRS10.28 explicitly states that the absence of any of the typical characteristics does not necessarily disqualify an entity from being an investment entity. In addition, IFRS10.B85A emphasises that an entity that possesses the three elements described in IFRS10.27 is an investment entity. The subsidiary entities do not have unrelated investors, however the subsidiary companies are set up in such a way that the investments made are intended to support the overall objectives of the group and the members of the group would not obtain benefits other than capital appreciation or investment income. Therefore we believe the subsidiary entities qualify as investment entities even though all of its investors are related parties.

Details of intercompany balances with subsidiaries are included in notes 11 and 12. Details of financial support given to Second BritAm Investments Limited are shown in note 13.

11 Receivables

	Note	2021	2020
		£000	£000
Amount owed by subsidiary undertakings		3,316	4,369
Amounts due by related parties		103	39
Prepayments and accrued income		18	16
Other debtors		21	19
		3,458	4,443
Allowance for doubtful debt	13	(2,923)	(2,838)
		535	1,605

The directors consider that the carrying amount of other debtors approximates to their fair value.

12 Current liabilities

(a) Trade and other payables

	2021	2020
	£000	£000
Other taxes and social security	7	5
Other payables	213	630
Amounts due to related parties	397	276
Amounts owed to subsidiary undertakings	1,463	2,044
Accruals and deferred income	49	48
	2,129	3,003

The directors consider that the carrying amount of other payables approximates to their fair value.

(b) Bank loan

	2021	2020
	£000	£000
	619	687

At 31 December 2021 the company has drawn down the sterling equivalent of £619,000 (2020 – £687,000) at an annual rate of 1.00 percent above either the Swiss Average Rate Overnight (SARON) or the bank's cost of funds for that period and for the relevant currency. The loan facility does not have a maturity date. At 31 December 2021 investments with a fair value of £4,731,969 (2020 – £5,482,521) have been deposited with Credit Suisse as collateral.

13 Non - current liabilities

Guarantee of subsidiary liability

	2021	2020
	£000	£000
Opening provision	3,744	3,375
Increase in period	315	347
Transfer (to)/from allowance for doubtful debt	(85)	22
Closing provision	3,974	3,744

13 Non - current liabilities (continued)

The provision is in respect of a guarantee made by the company for the liabilities of Second BritAm Investments Limited to the company's wholly owned subsidiaries, BritAm Investments Limited and British & American Films Limited. The guarantee is to pay out the liabilities of Second BritAm Investments Limited if they fall due. There is no current intention for these liabilities to be called.

During 2019 as part of a transaction to hedge the company against exchange effects of the foreign currency loan (note 12(b)), an amount corresponding to the $USD value was loaned by British & American Investment Trust PLC to Second BritAm Investments Limited. As a result of this, and other related intercompany transactions, £2,860,000 of amounts previously guaranteed became an asset of the company, as shown in note 11, and the provision brought forward against this was transferred to become an allowance against doubtful debt.

14 Share capital

	2021 £000	2020 £000
Authorised:		
25,000,000 ordinary shares of £1 each	25,000	25,000
10,000,000 non-voting 3.5% cumulative convertible non-redeemable preference shares of £1 each	10,000	10,000
Allotted, called-up and fully-paid:		
25,000,000 ordinary shares of £1 each	25,000	25,000
10,000,000 non-voting 3.5% cumulative convertible non-redeemable preference shares of £1 each	10,000	10,000
	35,000	35,000

The principal rights attached to the preference shares are any arrears of preference dividend cannot be paid in any year unless the ordinary shares have received a 3.5% dividend, on par and at any time, during the period from 1 January 2006 to 31 December 2025 (both dates inclusive) and, if published, audited annual accounts showing company shareholders' funds are £50 million or more, preference shareholders have the right to convert all or any of their shares on a one for one basis to new ordinary shares, further details are included in the 'Share Capital' section of the Directors' report on page 22.

15 Retained earnings and capital reserves

	Capital reserve £000	Retained earnings £000
1 January 2020	(28,606)	110
Allocation of profit for the year	158	908
Ordinary and preference dividends paid	–	(850)
31 December 2020	(28,448)	168
1 January 2021	(28,448)	168
Allocation of profit for the year	218	1,014
Ordinary and preference dividends paid	–	(1,225)
31 December 2021	(28,230)	(43)

The capital reserve includes £2,727,000 of investment holding losses (2020 – £5,422,000 losses) (see note 9 on page 47).

16 Net asset values

	Net asset value per ordinary share	
	2021	2020
Ordinary shares	£	£
Diluted	0.19	0.19
Undiluted	0.19	0.19

	Net assets attributable	
	2021	2020
	£000	£000
Total net assets	6,727	6,720
Less convertible preference shares at fully diluted value	(1,922)	(1,920)
Net assets attributable to ordinary shareholders	4,805	4,800

The undiluted and diluted net asset values per £1 ordinary share are based on net assets at the year end and 25 million (undiluted) ordinary and 35 million (diluted) ordinary and preference shares in issue.

17 Related party transactions

Romulus Films Limited and Remus Films Limited are companies that have significant shareholdings in the company (see page 21) and of which Mr JC Woolf is a director. There is no ultimate controlling party.

The company rents its offices from Romulus Films Limited, and is also charged for its office overheads. During the year the company paid £29,520 (2020 – £29,998) in respect of those services.

The salaries and pensions of the company's employees, except for the three (2020 – three) non-executive directors and one employee (2020 – one), are paid by Remus Films Limited and Romulus Films Limited and are recharged to the company. Amounts charged by these companies in the year to 31 December 2021 were £391,189 (2020 – £384,925) in respect of salary costs and £40,533 (2020 – £42,604) in respect of pensions. During the year the company made a recharge of £5,000 (2020 – £5,000) of director's salary to BritAm Investments Limited and £7,500 (2020 – £5,000) to British & American Films Limited.

The compensation of key management personnel has been disclosed in the Directors' remuneration report.

At the year end the amount of £397,341 (2020 – £275,674) was due to Remus Films Limited and the amount of £102,933 (2020 – £38,782) was due from Romulus Films Limited. At the year end Other payables included amounts of £175,000 (2020 – £359,688) and £nil (2020 – £212,456) due to Romulus Films Limited and Remus Films Limited respectively relating to the second interim dividend payable.

During the year BritAm Investments Limited paid dividends of £907,000 (2020 – £1,066,000) to the parent company, British & American Investment Trust PLC.

As disclosed in note 13 on page 49, British & American Investment Trust PLC has guaranteed the liabilities of £4,373,688 (2020 – £4,500,769) of Second BritAm Investments Limited to its fellow subsidiaries if they should fall due. Additionally a provision has been made of £2,922,323 (2020 - £2,838,061) for amounts due from Second BritAm Investments Limited to British & American Investment Trust PLC.

17 Related party transactions (continued)

During the year the company paid interest of £32,000 (2020 – 34,000) on the loan due to BritAm Investments Limited and which is included in the balance at 31 December 2021.

During the year the company received interest of £14,000 (2020 – £26,000) from British & American Films Limited and £57,000 (2020 – £59,000) from Second BritAm Investments Limited.

During the year the company entered into investment transactions to sell stock for £772,000 (2020 – £nil) to British & American Films Limited and for £532,000 (2020 - £455,000) to BritAm Investments Limited.

During the year the company entered into the investment transaction to purchase stock for £1,243,000 (2020 – £nil) from BritAm Investments Limited.

During the year the company surrendered group tax relief of £23,000 (2020 – £17,000) to British & American Films Limited and £12,000 (2020 – £12,000) to BritAm Investments Limited. These amounts are included as part of amounts owed by subsidiary undertakings in note 11 on page 49.

At the year end the related party receivables and payables were as follows:

	2021 £000	2020 £000
Name of the related party		
Receivables:		
British & American Films Limited	96	1,269
British & American Films Limited (Group Relief)	163	140
Second BritAm Investments Limited	2,923*	2,838*
BritAm Investments Limited (Group Relief)	134	122
Total	3,316	4,369
Payables:		
BritAm Investments Limited	1,463	2,044
Total	1,463	2,044

All transactions with subsidiaries were made on an arm's length basis.

*The amount owed by Second BritAm Investments Limited of £2,923,000 (2020 – £2,838,000) has been provided for as a doubtful debt explained in note 13.

18 Deferred taxation

A deferred tax asset of £355,757 (2020 – £355,757) has not been recognised in respect of excess management expenses and non-trade loan relationship deficit as there is insufficient evidence that the asset will be recovered. The asset would be recovered if the company made sufficient future taxable profits.

19 Risk management and other financial instruments

The company's financial instruments primarily comprise equity investments, cash and other items arising from its operations.

The company's investing activities undertaken in pursuit of its investment objective as set out on page 2 involve certain inherent risks.

The main risks arising from the company's financial instruments are market risk (comprising other price risk, interest rate risk, currency risk), liquidity risk, gearing risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below. The policies have remained unchanged throughout the year.

As an investment trust, the company invests in securities for the long term. The company's stated investment policy is to invest predominantly in investment trusts and other leading UK and US-quoted companies to achieve a balance of income and growth. The company may write options on shares held within the investments portfolio where such options are priced attractively relative to longer term expectations of the relevant share prices. This applies, in particular, to one of our largest investment, Geron Corporation, due to the short to mid term volatility in its share price.

Other price risk

The company's exposure to other price risk arises mainly from uncertainty about future prices of financial instruments held. It represents the potential loss the company might suffer through holding positions in the face of unfavourable market price movements. The board has established investment parameters to adequately monitor the investment performance, status of the business and the inherent risk in managing a portfolio of investments. The board receives financial information monthly, meets generally on four scheduled occasions each year and reviews annually the aforesaid investment parameters. The company’s exposure to other changes in market prices at 31 December on its quoted and unquoted investments was:

	2021	2020
	£000	£000
Investments held at fair value through profit or loss	12,831	12,155
deduct Investment in subsidiary companies	(6,707)	(5,719)
	6,124	6,436

19 Risk management and other financial instruments (continued)

Details of the company investment portfolio at the year end are shown on page 13.

Other price risk sensitivity

A 10% increase in company portfolio valuations at 31 December 2021 would result in an increase of £612,000 (2020 – £644,000) in net asset value and profit for the year. A decrease of 10% would have had an equal but opposite effect.

Financial assets and liabilities - interest rate risk

The majority of the company's financial assets are equity shares 99.3% (2020 – 96.9%) or other investments which pay dividends rather than interest and do not have a maturity date.

Financial liabilities consist of bank loans.

Interest bearing investments, including cash deposits, comprise 0.7% (2020 – 3.1%) of the company's financial assets, of which 0.0% are at fixed rate and 0.7% are at floating rate.

Interest rate movements may directly affect the fair value of fixed rate securities and the level of interest receivable on floating rate cash deposits. Interest rate movements may also affect the general equity markets and thus indirectly affect the securities value of the company's investment portfolio by impacting the value of equity investments. The potential effects of these direct and indirect movements are considered when making investment decisions.

The board regularly reviews the level of investments in cash, floating and fixed income securities and the attendant level of interest receivable.

The interest rate risk profile of the financial assets and liabilities of the company at 31 December 2021 is shown below.

	2021		2020	
	Fair Value	Maturity	Fair Value	Maturity
Assets	£000		£000	
Floating rate				
Cash	83		394	
Total assets	83		394	
Weighted average interest rate	0.0%		0.0%	
(on fair value)				
Liabilities				
Bank loan	619	undated	687	undated
Total liabilities	619		687	
Weighted average interest rate	0.3%		0.3%	

Cash and cash equivalents comprise bank, broker and money market deposits with a maximum maturity period of one month.

Interest rate sensitivity

An increase of 0.5% in interest rates at 31 December 2021 would have decreased the fair value of fixed interest securities and increased interest payments on bank loan and hence decreased total net assets by £27,000 (2020 – £15,000). A decrease of 0.5% would have had an equal but opposite effect.

19 Risk management and other financial instruments (continued)

Fair values of financial assets and financial liabilities

All investments are carried at fair value. Other financial assets and liabilities are held at amounts that approximate to fair value. The book value of cash at bank and bank loans included in these financial statements approximate to fair value because of their short-term maturity.

Subsidiaries

The fair value of the subsidiaries is determined to be equal to the net asset values of the subsidiaries at year end plus the uplift in the revaluation of film rights in British & American Films Limited, a subsidiary of BritAm Investments Limited.

The directors of British and American Films Limited have determined a conservative valuation of £2 million for the five feature films in the library. This valuation has been arrived at from a combination of discounting expected cash flows over the full period of copyright at current long term interest rates and a recently received independent third party professional valuation.

The sensitivity of the fair value measurement of the subsidiaries to changes in unobservable inputs is not likely to be significant due to the nature of the underlying assets in the subsidiaries. The majority of the assets comprise loans due from the parent company or fellow subsidiaries with the balance split between UK quoted investments, overseas quoted investments, unquoted UK commercial property unit trusts and fair value of film rights.

Gearing

At 31 December 2021 the company has drawn down £619,000 (sterling equivalent) (2020 – £687,000) (sterling equivalent) of its credit limit with Credit Suisse, Zurich. At 31 December 2021 investments of fair value of £4,731,969 sterling equivalent (2020 – £5,482,521) have been deposited with the Credit Suisse as collateral. Although this gearing increases the opportunity for gain, it also increases the risk of loss in falling markets.

Fair value hierarchy

The fair value hierarchy, as defined in IFRS 13, comprises 3 levels. With the exception of the Sarossa Capital PLC (unquoted) with a year end fair value of £525 (2020 – £525), BritAm Investments Limited and Second BritAm Investments Limited (unquoted subsidiaries) with a year end fair value respectively of £6,707,344 (2020 – £5,718,705) and £nil (2020 – £nil) which are categorised as Level 3, all other investments £6,123,833 (2020 – £6,435,829) are categorised as Level 1.

Level 1 investments and derivatives are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 investments inputs are not based on observable market data (unobservable inputs).

The values for investments categorised by type are identified on page 12. The movement in Level 3 investments is shown in the Unlisted column in note 9 on page 47.

19 Risk management and other financial instruments (continued)

Currency risk

57% (2020 – 43%) of the company's total assets are in sterling. The foreign currency exposure is almost exclusively in six (2020 – five) investments denominated in US dollars. The board monitors the company's exposure to foreign currencies on a regular basis. The Managing Director assesses the risk of this exposure and its possible effect on the net asset value of the company.

	2021	2020
	£000	£000
US dollar		
Investments	3,809	4,030
Amounts owed by subsidiary undertakings	2,606	2,579
Bank loan	(619)	(687)
Net exposure	5,796	5,922
Total assets	13,449	14,154

Currency risk sensitivity

At 31 December 2021, if sterling had strengthened by 5% in relation to the US dollar, with all other variables held constant, total net assets would have decreased by £276,000 (2020 – £282,000). Similarly, a 5% weakening of sterling against the US dollar, with constant other variables, would have increased total net assets by £305,000 (2020 – £312,000).

The companies exposure primarily relates to the investments held in US dollars, these investments are held for long term capital gain. As a result, any increase or decrease in fair value due to fluctuations in currency will be unrealised until such a time the investments are disposed of.

Liquidity risk

The majority of the company's assets comprise listed realisable securities, which can be sold to meet funding requirements as necessary. The company has a framework credit limit with Credit Suisse with no maturity date. The board has set, and regularly monitors, guidelines on limits for both individual holdings and exposure to quoted equities in total (see investment policy on pages 15 to 17). The company considers that its exposure is not significant. The company has also provided a financial guarantee for its subsidiary Second BritAm Investments Limited. The amounts related to the loan facility and guarantee are set out below:

	2021	2020
	£000	£000
Loan drawn down	619	687
Guarantee	3,974	3,744
	4,593	4,431

Credit risk

This is the risk of loss to the company arising from the failure of a transactional counterparty to discharge its obligations.

The company manages this risk through the following controls:

- when making an investment in a bond or other security with credit risk, the risk is assessed and compared to the

19 Risk management and other financial instruments (continued)

forecast investment return for each security;

- the board receives regular valuations of bonds and other securities;
- investment transactions are primarily placed through the company's broker. The credit worthiness of the broker and other entities is reviewed by the board. Investment transactions are normally done on a delivery versus payment basis such that the company or its custodian bank has ensured that the counterparty has delivered on its obligations before effecting transfer of cash or securities;
- cash is held at banks considered by the board to be reputable and of high credit quality.

The company's principal financial assets are bank, broker and money market balances and cash, other receivables and investments, which represent the company's maximum exposure to credit risk in relation to financial assets.

Cash and cash equivalents comprise bank, broker and money market balances and cash held by the company. The carrying amount of these assets approximates their fair value.

Total exposure to credit risk is not considered to be significant. In summary, the maximum exposure to credit risk at 31 December was:

		2021		2020
	Balance sheet £000	Maximum exposure £000	Balance sheet £000	Maximum exposure £000
Current assets				
Receivables	535	535	1,605	1,605
Cash and cash equivalent	83	83	394	394
	618	618	1,999	1,999

None of the company’s financial assets, are past their due dates, impaired or secured by collateral or other credit enhancements with the exception of investments of £4,731,969 (2020 – £5,482,521) lodged as collateral for a bank loan (see note 12(b) on page 49).

Capital management policies and procedures

The company's capital management objectives are:

- to ensure that it will be able to continue as a going concern; and
- to maximise the income and capital return to its equity shareholders
  through an appropriate balance of ordinary and non-redeemable preference equity capital and loans.

The company's total capital equity (ordinary and non-redeemable preference share capital and other reserves) at 31 December 2021 was £6,727,000 (2020 – £6,720,000).

The Board monitors and reviews the broad structure of the company's capital on an ongoing basis.

The company's objectives, policies and processes for managing capital are unchanged from the preceding accounting period. Under the provision of framework credit limit with Credit Suisse the credit limit can be used up to an amount equalling the collateral value of the collateral. The amount that is available is calculated by the bank in accordance with its valid lending guidelines and is constantly adjusted (as defined in the agreement).

Statement of Corporate Governance

For the year ended 31 December 2021

The Statement of Corporate Governance, which forms part of the Directors' report (page 23) is set out below. The following paragraphs describe the framework of internal controls in place to ensure that the company complies with the 2018 UK Corporate Governance Code which is available on the Financial Reporting Council's website: www.frc.org.uk.

The board has considered the principles and recommendations of the AIC Code of Corporate Governance ('AIC Code') which was issued in February 2019. The AIC Code addresses all the principles set out in the UK Corporate Governance Code as well as setting out additional principles and recommendations on issues that are of specific relevance to British & American Investment Trust PLC. The AIC Code is available on the AIC's website: www.theaic.co.uk.

The board considers that reporting against the principles and recommendations of the AIC Code will provide better information to shareholders.

The company has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except as set out below:

- the whole board review the performance and remuneration arrangements of the Managing Director
- the need for an internal audit function

British & American Investment Trust PLC is a self-managed investment company. The company has therefore reported further in respect of these exceptions below.

Operation of the board

The board currently consists of four directors, one of whom is the executive Managing Director. The three non-executive directors are all independent, including the Chairman.

There is a formal schedule of matters to be specifically approved by the board and of the division of responsibilities between the Chairman and Managing Director and individual directors may seek independent advice at the expense of the company.

All non-executive directors have a formal letter of appointment and such terms and conditions of appointment of non-executive directors are available for inspection at the registered office of the company.

The board has delegated investment management, within clearly defined parameters and dealing limits to the Managing Director, who also has responsibility for the overall management of the business. The board makes all strategic decisions and reviews the performance of the company at board meetings.

As the Chairman is non-executive the board regards him as the Senior Independent Director and no separate Senior Independent Director has been appointed.

All the directors have access to the advice and services of the Company Secretary.

There were four board meetings and four audit committee meetings held during the year and the attendance by directors was as follows:

Number of meetings attended

	Board	Audit
DG Seligman	4/4	4/4
DG Dreyfus (died 7 February 2022)	4/4	4/4
A Tamlyn	3/4	3/4
JC Woolf	4/4	4/4*

* Not a member of the committee but in attendance by invitation.

All directors attended the Annual General Meeting.

Independence of the directors

The non-executive directors (Mr DG Dreyfus and Mr A Tamlyn) are independent and have no other relationships or circumstances which might be perceived to interfere with the exercise of independent judgement. Mr DG Dreyfus at the date of his death on 7 February 2022, had served on the board for more than twenty five years from the date of his first election, but given the nature of the company as an investment trust and as permitted under the AIC Code, the board is firmly of the view that Mr DG Dreyfus can be considered to be independent. In arriving at this conclusion the board considers that long service aids the understanding, judgement, objectivity and independence of directors.

Tenure of directors

Letters which specify the terms of appointment are issued to new directors. The letters of appointment are available for inspection upon request.

Directors are not subject to automatic reappointment. All non-executive directors are appointed for fixed terms of three years. In accordance with company's Articles of Association directors are subject to re-election by shareholders at the first AGM following their appointment and, subsequently, are subject to retirement by rotation over a period of a maximum of three years. However, the board has decided that all directors will retire annually in accordance with the current AIC Code. The board believes that each director has the necessary high level and range of investment and financial experience which enables the board to provide effective leadership and proper governance of the company.

Mr DG Seligman: A former director of merchant bank S.G. Warburg & Co Ltd in corporate finance and private equity advisory and currently chairman of a private equity company specialising in middle-sized European companies, Mr DG Seligman provides significant investment and managerial expertise to the board and to his role as chairman of the board.

Mr A Tamlyn: Partner and Head of Capital Markets EMEA at solicitors DLA Piper with wide-ranging experience in corporate finance, UK and international securities offerings, corporate governance and securities regulation, Mr A Tamlyn provides the board with extensive expertise in corporate finance, corporate governance and knowledge of the investment sector.

Mr DG Dreyfus: Formerly a director of BCI Soditic Trade Finance Ltd and managing director of Soditic Limited and Membre du Directoire, Warburg Soditic SA, Geneva, Mr DG Dreyfus provides the board and audit committee which he chairs with long-standing banking, corporate finance and investment expertise. Mr DG Dreyfus died on 7 February 2022.

Mr JC Woolf: Former merchant banker with S.G. Warburg & Co Ltd in the areas of corporate finance and international banking and currently managing director of the Romulus Films group of companies, Mr JC Woolf brings corporate finance, banking, investment and executive expertise to the board.

The directors recognise that independence is not a function of service or age and that experience is an important attribute within the board. The directors may, therefore, decide to recommend a director with more than nine years service for re-election annually.

Chairman

The board is satisfied that Mr DG Seligman has sufficient time available to discharge fully his responsibility as Chairman. It is the board's policy that the Chairman of the board will not serve as a director beyond the Annual General Meeting following the ninth anniversary of his appointment to the board. However, this may be extended in exceptional circumstances or to facilitate effective succession planning and the development of a diverse board. In such a situation the reasons for the extension will be fully explained and a timetable for the departure of the Chairman clearly set out.

Audit Committee

The audit committee is a formally constituted committee of the board with defined terms of reference, which include its role and the authority delegated to it by the board, which are available for inspection at the company's registered office. All the non-executive directors are members of the audit committee and its chairman is Mr DG Dreyfus. The audit committee considers Mr Dreyfus (and subsequently Mr A Tamlyn) as the member of the audit committee having relevant and recent financial experience. Mr DG Dreyfus died on 7 February 2022 and from that date Mr A Tamlyn became Acting Chairman of the Audit Committee.

Role and Composition

The Committee comprises three non-Executive Directors and is appointed by the Board. It met four times during 2021. The Committee operates within defined terms of reference.

The Committee's main functions are:

1) to appoint an external auditor, to review its letter of engagement, approve its fees, discuss with it the nature and scope of its audits and review the audit plan and post-audit findings.

2) to review the yearly and half yearly report and accounts before submission to the Board, focusing particularly on changes in accounting policies, significant adjustments, compliance with listing rules and legal requirements and discussing auditor's concerns.

3) to monitor the company's key procedures and internal controls, reviewing information provided by the company's Managing Director and considering the need for an internal audit function.

Key Risks

Twice a year the Audit Committee reviews the key risks facing the company. Included in this work are separate reviews for Corporate Strategy, Investment Activity, Published Information, Compliance with Laws and Regulations, Relationship with Service Providers and Financial Activity. In arriving at its judgment of what constitutes a sound system of internal control, the Audit Committee considers the nature and extent of risks which it regards as acceptable for the company to bear within its stated investment objective, the threat of such risks becoming a reality and the company's ability to reduce the incident and impact of such risks. The Audit Committee also considers the company's relationship with third party service providers and sets clear control objectives in respect of the company's relationship with them.

Significant Issues

The valuation and ownership of investments is a significant risk factor. The majority of the investments are in quoted securities and market prices are readily available from independent external pricing sources. The investment portfolio is regularly reconciled to custodians' records, where applicable, and that reconciliation is also reviewed by the Auditor. The fair value of the investments in subsidiaries (including film rights) and the assumptions on which the fair values are based are reviewed annually.

The Committee satisfies itself that the company is correct in issuing financial statements on a going concern basis and conducts regular reviews to ensure the company maintains its investment trust status. It reviews the company's accounting treatment of dividends received and makes recommendations to the Board thereon. The Committee keeps abreast of all accounting, tax and regulatory developments including, but not limited to, recent or proposed changes in narrative reporting, the SORP for investment trust companies, Directors' remuneration, the U.S. Foreign Account Tax Compliance Act (FATCA), the Alternative Investment Fund Managers Directive (AIFMD) and the implementation of The Common Reporting Standard.

Internal Controls

The Audit Committee ensures that the company has adequate internal control systems to prevent and detect fraud. The company has in place an appropriate "whistle blowing" policy enabling employees to raise any concerns in strict confidence. The Audit Committee keeps under review the need for an internal audit function but has concluded that, given the company's size and scope, there is no need for such a function at the present time.

External Audit Process

The Audit Committee regularly meets the Auditor and may challenge any aspect of its work. The Committee is aware of the latest Corporate Governance provisions related to auditor tenure. The Audit Committee ensures that the Auditor has unlimited access to any company record.

Auditor assessment and independence

Hazlewoods LLP has been the company's auditor since 2017. Rotation of the Audit Partner will take place in accordance with Ethical Standard 3; 'Long Association with the Audit Engagement' of the Auditing Practices Board ('APB').

In accordance with mandatory audit rotation requirements, the committee intends to undertake a further tender process during the year to 31 December 2026.

The fees for audit purposes for the financial year ended 31 December 2021, including audit of the subsidiary's financial statements, were £34,000 (2020 – £35,000).

The Audit Committee had approved and implemented a policy on the engagement of the Auditor to supply non-audit services, taking into account the recommendations of the APB at the time, and it did not believe there was any impediment to the Auditor's objectivity and independence. All non-audit work that was carried out by the Auditor was approved by the audit committee in advance.

The cost of services provided by the Auditor for the financial year ended 31 December 2021 was £5,000 (2020 - £5,250). These non-audit services are assurance related and the Committee believed Hazlewoods LLP was best placed to provide them on a cost effective basis.

Following publication by the Financial Reporting Council in December 2019 of revised ethical standards applicable from 1 January 2020, Smith & Williamson LLP was engaged to provide taxation compliance service for the year ending 31 December 2020 onwards.

Conclusion

The Audit Committee has approved the year end 31 December 2021 Report and Accounts. It has reviewed the company's internal controls and risk management. After satisfying itself as to the independence of the Auditor, it has recommended that Hazlewoods LLP be appointed for the 2022 financial year.

Nominations

The board as a whole fulfils the function of the nomination of directors.

The board oversees a formal review procedure governing the appointment of new directors, manages succession planning and evaluates the overall composition of the board from time to time, taking into account the existing balance of skills and knowledge. Its chairman is the Chairman of the board. There are procedures for a new director to receive relevant information on the company together with appropriate induction.

In considering new appointments, the need to have a balance of skills, experience, independence, diversity, including gender, and knowledge of the company within the board are taken into account. However the overriding priority is to appoint the most appropriate candidates, regardless of gender or other forms of diversity.

Board and director evaluation

On an annual basis the board formally reviews its performance. The review covers an assessment of how cohesively the board, audit committee and nomination committee work as a whole as well as the performance of the individuals within them.

The Chairman is responsible for performing this review. Mr DG Dreyfus and Mr A Tamlyn perform a similar role in respect of the performance of the Chairman. The formal evaluation confirmed that all directors continue to be effective on behalf of the company.

Remuneration

The remuneration of the executive director is decided by the board as a whole (comprising a majority of non-executive directors), rather than a remuneration committee. There is no performance-related element of the executive director's remuneration. The board considers that the interests of the Managing Director, who is himself a shareholder (see page 21), are aligned with those of other shareholders.

Relations with shareholders

Shareholder relations are given high priority by the board. The principal medium of communication with shareholders is through the interim and annual reports. This is supplemented by monthly NAV announcements.

The board largely delegates responsibility for communication with shareholders to the Managing Director and, through feedback, expects to be able to develop an understanding of their views.

Currently, there is a small number of major shareholders, details of which can be found on page 21.

All members of the board are willing to meet with shareholders for the purpose of discussing matters relating to the operation and prospects of the company.

The board welcomes investors to attend the AGM and encourages questions and discussions on issues of concern or areas of uncertainty. All directors expect to be present at the AGM.

Accountability, Internal Controls and Audit

The directors' statement of responsibilities in respect of the financial statements is set out on page 24.

The directors are responsible for the effectiveness of the risk management and internal control systems for the company, which are designed to ensure that adequate accounting records are maintained, that the financial information on which the business decisions are made and which are issued for publication is reliable, and that the assets of the company are safeguarded. Such a system of internal control is designed to manage rather than eliminate the risks of failure to achieve the company's business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The board recognises its ultimate responsibilities for the company's system of risk management and internal controls and for monitoring its effectiveness. The board has established an internal control framework to provide reasonable assurance on the effectiveness of the internal controls operated. The board assesses on an ongoing basis the effectiveness of the internal controls. The board receives regular reports on all aspects of internal control (including financial, operational and compliance control, risk management and relationships with external service providers). Given the size of the business the company does not have a separate internal audit function. This is subject to periodic review.

The board has produced a risk matrix against which the business risks and the effectiveness of the internal controls can be monitored, which is regularly reviewed by the Audit Committee and at other times as necessary. It is believed that an appropriate framework is in place to meet the requirements of the AIC Code and the UK Corporate Governance Code.

Arrangements are in place by which staff of the group may, in confidence, raise concerns under the Public Interest Disclosure Act 1998 about possible improprieties in matters of financial reporting or other matters. If necessary, any member of staff with an honest and reasonable suspicion about possible impropriety may raise the matter directly with the Chairman of the company. Arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

Powers to authorise conflict situations

In accordance with section 175 of the Companies Act 2006 and the Articles of Association, as amended at the AGM in June 2008, the company has procedures in place for ensuring that the unconflicted directors' powers to authorise conflict situations are operated effectively.

The board confirms that the above procedures have been complied with.

Going concern

In accordance with The Financial Reporting Council's guidance on going concern and liquidity risk, including its Covid-19 guidance, the directors have undertaken a thorough review of the company's ability to continue as a going concern and specifically in the context of the coronavirus pandemic.

The assets of the company consist mainly of securities that are readily realisable and, accordingly, the company has adequate financial resources to continue its operational existence for the next 12 months. Therefore, the directors believe that it is appropriate to continue to adopt the going concern basis in preparing the accounts.

Employee, social, economic and environmental matters

As an investment trust the company has no direct impact on social, economic and environmental issues and the company's primary objective is to achieve capital and income growth by investing the company's assets in accordance with the stated investment policy. As such the company does not have any policies to disclose in these areas. All but one employee contracts are with a related party as disclosed in note 17 and as such the company does not have any formal policies in this area. The non-executive directors review the level of remuneration of the Managing Director and employees annually.

Responsibilities as an institutional shareholder

The board has delegated authority to the Managing Director for monitoring the corporate governance of investee companies. The board has delegated to the Managing Director responsibility for selecting the portfolio of investments within investment guidelines established by the board and for monitoring the performance and activities of investee companies. On behalf of the company the Managing Director carries out detailed research of investee companies and possible future investee companies through broker and internally generated research. The research includes an evaluation of fundamental details such as financial strength, quality of management, market position and product differentiation. Other aspects of research include an appraisal of social, ethical and environmentally responsible investment policies.

The board has delegated authority to the Managing Director to vote on behalf of the company in accordance with the company's best interests. The primary aim of the use of voting rights is to ensure a satisfactory return from investments.

The company's policy is, where appropriate, to enter into engagement with an investee company in order to communicate its views and allow the investee company an opportunity to respond.

In such circumstances the company would not normally vote against investee company management but would seek, through engagement, to achieve its aim. The company would vote, however, against resolutions it considers would damage its shareholder rights or economic interests.

The company has a procedure in place that where the Managing Director, on behalf of the company, has voted against an investee company resolution it is reported to the Board.

The UK Stewardship Code was implemented by the Financial Reporting Council, on a voluntary basis and was revised in October 2019 to take effect from 1 January 2020.

The board considers that it is not appropriate for the company, as a small self-managed investment trust, to formally adopt the UK Stewardship Code.

However, many of the UK Stewardship Code's principles on good practice on engagement with investee companies are used by the company, as described above.

Directors' remuneration report

For the year ended 31 December 2021

Introduction

This report is submitted in accordance with the requirements of sections 420 to 422 of the Companies Act 2006 in respect of the year ended 31 December 2021. The report comprises a policy report, which is subject to a triennial binding shareholder vote, or sooner if an alteration to policy is proposed, and a remuneration policy implementation report, which is subject to an annual advisory vote.

The remuneration policy was last approved at the AGM held on 24 September 2020. The remuneration policy is set out in the Future Policy Table on page 68.

An ordinary resolution to approve this report will be put to members at the forthcoming Annual General Meeting, but the directors' remuneration is not conditional upon the resolution being passed.

Statement by the Chairman

The board as a whole considers the directors' remuneration. The board has not appointed a committee to consider matters relating to directors' remuneration. There is no performance-related element of the executive director's remuneration. The board considers that the interests of the Managing Director, who is himself a shareholder (see page 21), are aligned with those of other shareholders.

The board has not been provided with advice or services by any person in respect of its consideration of directors' remuneration (although the directors expect from time to time to review the fees paid to the boards of directors of other investment companies).

There have been no changes to the Directors' remuneration policy during the period of this report nor are there any proposals for the foreseeable future.

DG Seligman
Chairman
28 April 2022

Annual report on remuneration

Directors' remuneration as a single figure (audited)

	Salary and fees 2021	Salary and fees 2020
	£000	£000
JC Woolf - salary	72	74
DG Seligman (Chairman) - fees	22	22
DG Dreyfus (Chairman of Audit Committee) - fees	19	19
A Tamlyn - fees	16	16
Total	129	131

The table above omits other columns because no payments of other types prescribed in the relevant regulations were made.

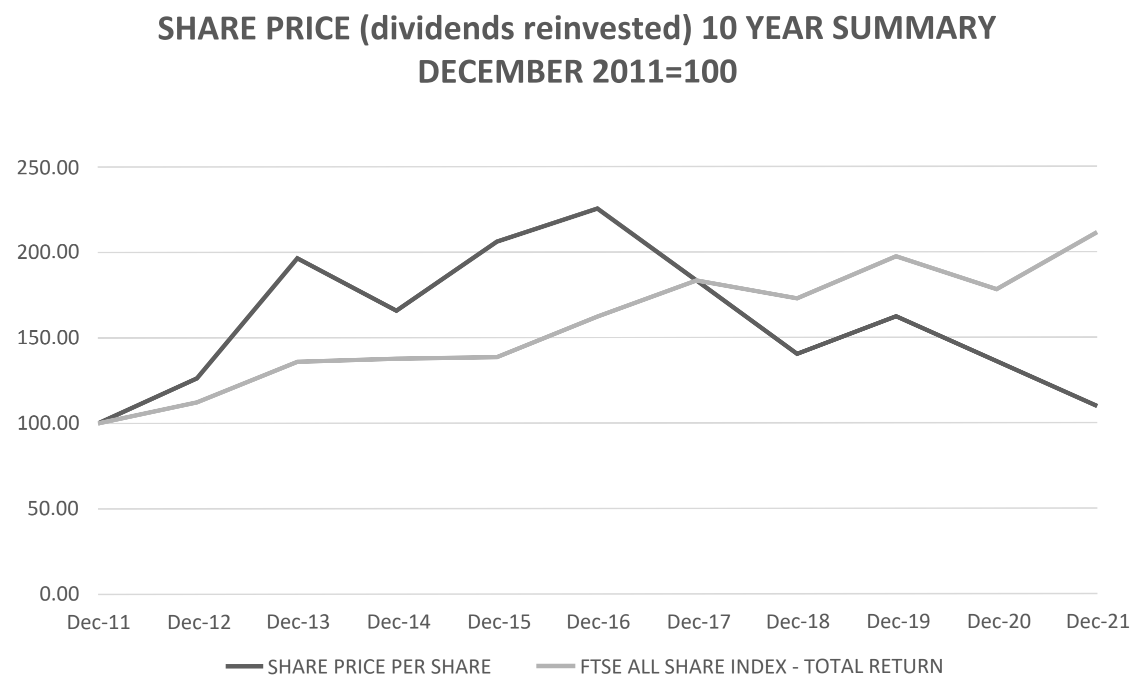
No other remuneration or compensation was paid or payable by the company during the year to any current or former directors.

The non-executive directors' fees have remained unchanged from 1 January 2016.

	£
DG Seligman (Chairman) - fees	22,000
DG Dreyfus (Chairman of Audit Committee) - fees	18,700
A Tamlyn - fees	16,500

Performance graph and table

The graph below shows the performance of British & American Investment Trust PLC's share price against the FTSE All Share index, in both instances with dividends reinvested, for the ten years since 2011. The FTSE All Share equity market index is used as the company's benchmark.



Managing Director's remuneration table

	Total remuneration £000
2012	47
2013	50
2014	53
2015	56
2016	60
2017	63
2018	67
2019	71
2020	74
2021	72
Total	613

The table below shows the percentage change in the remuneration of the Managing Director and the company's employees as a whole between the year 2020 and 2021.

	Change in salary Percent	Change in annual bonus Percent
Managing Director	(1.76)%	no bonus paid
Employees (exc. non-executive directors)	1.88%	4.66%

Significance of spend on pay

	Employee remuneration (inc. non-executive directors) £	Shareholder distribution £
2020	524,000	675,000
2021	527,000	875,000
Difference	3,000	200,000
Percentage change	0.57%	29.63%

Directors' interests

The directors during the year ended 31 December 2021 had interests in the shares of the company as follows (audited):

	2021		2020	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Ordinary shares of £1				
JC Woolf	460,812	15,771,562	460,812	15,771,562
DG Dreyfus (died 7 February 2022)	5,000	–	5,000	–
DG Seligman	–	–	–	–
A Tamlyn	–	–	–	–
Non-voting convertible preference shares of £1 each				
JC Woolf	–	10,000,000	–	10,000,000

Voting at Annual General Meeting

At the Annual General Meeting held on 29 June 2021, votes cast by proxy and at the meeting in respect of the directors' remuneration were as follows:

Resolution	Votes For	% For	Votes Against	% Against	Total votes Cast	Votes withheld
To receive and approve the directors' remuneration report (excluding policy) for the year ended 31 December 2020	17,018,917	99.91	15,559	0.09	17,034,476	700

Directors’ remuneration policy

The company’s policy is that fees payable to non-executive directors should reflect their expertise, responsibilities and time spent on company matters. In determining the level of non-executive remuneration, market equivalents are considered in comparison to the overall activities and size of the company.

Mr JC Woolf has a service contract dated 1 September 1992 with the company. The contract does not have a fixed term, requires 12 months notice of termination, with salary and benefits compensation payable for the unexpired portion on early termination. No other director has a service contract with the company.

The maximum level of non-executive directors’ remuneration is fixed by the company’s Articles of Association, amendment to which is by way of an ordinary resolution subject to ratification by shareholders. The current level (effective from 1 January 2011) is that aggregate non-executive directors fees should not exceed £75,000 per annum.

The emoluments and benefits of any executive director for his services as such shall be determined by the directors and may be of any description, including membership of any pension or life assurance scheme for employees or their dependants.

The company’s policy is to allow executive directors to accept appointments and retain payments from sources outside the company as long as such appointments do not interfere with the performance of their company responsibilities.

The company does not confer any share options, long term incentives or retirement benefits on any director, nor does it make a contribution to any pension scheme on behalf of the directors. The company has not added any performance-related elements in the remuneration package of executive directors. As noted on page 21 Mr JC Woolf is a significant shareholder in the company. The company also provides directors’ liability insurance.

Future policy table

The table below summarises the components of the remuneration of the directors.

	Component	**Link to strategy**
Managing Director	Salary	The annual salary paid is a fixed amount, subject to annual review, and is not related to the portfolio performance.
Non-executive Directors	Fees	Fees aim to be competitive with other investment trusts of similar size and complexity. Fees are fixed annual amounts and are reviewed periodically by the board. The Chairman, the Chairman of the Audit Committee and the remaining non-executive director are paid to reflect a market rate of a self-managed investment trust having regard also to the size of the company, expertise, their responsibilities and the time required to be spent to fulfil their responsibilities.

There is no maximum or minimum applicable to the salary of the Managing Director.

The policy on remuneration of employees generally is to incentivise them for effective performance whilst recognising market equivalents. As such their remuneration packages are structurally different to that of the Managing Director.

Approach to recruitment remuneration

The principles the company would apply in setting remuneration for new Board members would be in accordance with the Remuneration Policy, such remuneration being commensurate with existing Board members and their relevant peer group.

Illustration of Application of Remuneration Policy

Managing Director

	Minimum	In line with expectations	Maximum
Salary	£72,000	£72,000	£72,000

The Managing Director's salary is a fixed amount not related to performance. There is therefore no minimum or maximum variation.

	Minimum	In line with expectations	Maximum
Salary	100%	100%	100%

Statement of consideration of employment conditions elsewhere in the company

The employees were not consulted when setting the Directors' remuneration policy and no remuneration comparison measurement with employees was used.

Consideration of shareholder views

The company places great importance on communication with its shareholders. The board welcomes investors to attend the AGM and encourages questions and discussions on all aspects of performance and governance, including remuneration issues. The company can confirm that it is aware of negative views being expressed by shareholders in relation to its policy on Directors' remuneration.

It is intended that this policy will continue for the year ending 31 December 2022 and until the Annual General Meeting of the company held in 2023.

The Directors' Remuneration Report 2021 was approved by the Board and signed on its behalf by:

DG Seligman
Chairman
28 April 2022

Notice of meeting

NOTICE IS HEREBY GIVEN THAT the seventy fourth Annual General Meeting of the company will be held at Wessex House, 1 Chesham Street, London SW1X 8ND on Tuesday 28 June 2022 at 12.15pm for the following purposes:

1. To receive and consider the directors' report and company accounts for the year ended 31 December 2021 and the report of the auditors thereon.
2. To re-elect Mr DG Seligman as a director.
3. To re-elect Mr A Tamlyn as a director.
4. To re-elect Mr JC Woolf as a director.
5. To elect Ms J Le Blan as a director.
6. To approve the directors' remuneration report (excluding policy).
7. To appoint Hazlewoods LLP as the company's auditors to hold office until the conclusion of the next annual general meeting of the company.
8. To authorise the audit committee to determine the remuneration of the auditors.

By order of the board

KJ Williams
Secretary
28 April 2022

Wessex House
1 Chesham Street
London
SW1X 8ND

Notes:

Any member of the company entitled to attend and vote at the meeting may appoint another person or persons (whether a member or not) as his/her proxy to attend and to vote instead of him/her provided that if more than one proxy is appointed each proxy must be appointed to exercise the rights attached to a different share or shares. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should the member subsequently decide to do so. A form to be used for appointing a proxy or proxies for this meeting to vote on your behalf can be found at page 73 of this document. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the company at Wessex House, 1 Chesham Street, London SW1X 8ND or by fax to 020 7201 3101, not less than 24 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting.

Under the company's articles of association only holders of the ordinary shares are entitled to attend and vote at this meeting. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, this entitlement is determined by reference to the company's register of members and only those members entered on the company's register of members at 12.15pm on 24 June 2022 or, if the meeting is adjourned, shareholders entered on the company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.

As at 29 April 2022, the last practicable day before printing this document, the total number of ordinary shares of £1, carrying one vote each on a poll, in issue was 25,000,000, the total number of cumulative convertible non-voting preference shares of £1, in general carrying no votes at general meetings of the company, in issue was 10,000,000 and the total voting rights in the company were 25,000,000.

A copy of this notice, together with any other information that the company is required to make available on a website in accordance with section 311A of the Companies Act 2006 will be included on the company's website www.baitgroup.co.uk.

Any member attending the meeting is entitled, pursuant to section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The company will answer any such questions unless (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Where members satisfying the thresholds in sections 338 and 338A of the Companies Act 2006 require the company to:

(a) circulate to each member of the company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved and is intended to be moved at the annual general meeting;

(b) include in the business to be dealt with at an annual general meeting a matter (other than a proposed resolution) which may properly be included in the business;

the company must:

(a) circulate the resolution proposed pursuant to section 338 of the Companies Act 2006 to each member entitled to receive notice of the annual general meeting;

(b) include in the business to be dealt with at the annual general meeting the matter proposed pursuant to section 338A of the Companies Act 2006.

A resolution may be properly moved at the annual general meeting unless: (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise); or (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

A matter may be properly included in the business of an annual general meeting unless it is defamatory of any person or is frivolous or vexatious.

A member or members wishing to request the circulation of the resolution and/or the inclusion of a matter must send the request to the company using one of the following methods:

in hard copy form to the company at Wessex House, 1 Chesham Street, London SW1X 8ND marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority; or

by fax to 020 7201 3101 marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority.

Whichever form of communication is chosen, the request must be received by the company not later than 17 May 2022 and (as appropriate):

(a) identify any resolution of which notice is to be given;

(b) identify the matter to be included in the business and be accompanied by a statement setting out the grounds for the request.

Where the company receives requests from a member or members either to (a) give notice of a resolution to be proposed by members at the annual general meeting and/or (b) circulate a matter proposed by members to be included within the business to be dealt with at the annual general meeting, the expenses of giving such notice or circulating such matter must be paid by the member or members submitting the request by depositing with the company not later than 17 May 2022 a sum reasonably sufficient to meet these expenses.

Members satisfying the thresholds in section 527 of the Companies Act 2006 may require the company to publish on its website, a statement setting out any matter that such members propose to raise at the annual general meeting relating to the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting. Where the company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the company in complying with the request, it must forward the statement to the company's auditors no later than the time the statement is made available on the company's website, and the statement may be dealt with as part of the business of the annual general meeting.

A member or members wishing to request publication of such a statement on the company's website must send the request to the company using one of the following methods:

in hard copy form to the company at Wessex House, 1 Chesham Street, London SW1X 8ND marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority; or

by fax to 020 7201 3101 marked for the attention of the Company Secretary - the request must be signed by or on behalf of the member(s) making it and accompanied by any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority.

Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the company at least one week before the annual general meeting.

The register of directors' interests and copies of the managing director's service agreement and the letters of appointment of non-executive directors will be available for inspection at the registered office of the company during normal business hours from the date of this notice until the conclusion of the Annual General Meeting.

FORM OF PROXY

BRITISH & AMERICAN INVESTMENT TRUST PLC

(For use by ordinary shareholders)

I/We .... (Please complete in BLOCK CAPITALS)

of ....

being (a) member(s) of the above company, hereby appoint the Chairman of the meeting or

.... to be my/our proxy to vote on my/our behalf at the Annual General Meeting of the company to be held at Wessex House, 1 Chesham Street, London SW1X 8ND at 12.15 pm on Tuesday 28 June 2022 and at any adjournment thereof.

Signed ....

Dated .... 2022.

Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise it will overwrite any previous instruction.

RESOLUTIONS	For	Against	Vote Withheld	Discretionary
1. To adopt the report and accounts.	☐	☐	☐	☐
2. To re-elect Mr DG Seligman.	☐	☐	☐	☐
3. To re-elect Mr A Tamlyn.	☐	☐	☐	☐
4. To re-elect Mr JC Woolf.	☐	☐	☐	☐
5. To elect Ms J Le Blan.	☐	☐	☐	☐
6. To approve the directors' remuneration report (excluding policy).	☐	☐	☐	☐
7. To appoint Hazlewoods LLP as the company's auditors.	☐	☐	☐	☐
8. To authorise the audit committee to determine the remuneration of the auditors.	☐	☐	☐	☐

NOTES

1. Please indicate with an X in the boxes above how you wish your votes to be cast. If you select 'Discretionary' or the form is returned without any indication as to how the proxy shall vote on any particular matter, and on any other business which may come before the meeting, the proxy will vote or abstain as he thinks fit.
2. In order to be valid, this form of proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the company at Wessex House, 1 Chesham Street, London SW1X 8ND or by fax to 020 7201 3101, not less than 24 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting. Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
3. A corporation's proxy must be either under its common seal or under the hand of a duly authorised officer or attorney.
4. A space is provided to appoint a proxy other than the person named above. A proxy need not be a member of the company.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the company on 020 7201 3100 or you may copy this form. Pease indicate with the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is in addition to a previous instruction. All forms must be returned together in the same envelope.
6. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. This form of proxy should only be completed by the ordinary shareholders.

Second fold

Please affix postage stamp

British & American Investment Trust PLC
Wessex House
1 Chesham Street
London SW1X 8ND

First fold

Third fold