

BRITANNIC OPPORTUNITIES LIMITED

Report and Financial Statements

For the year ended 30 September 2018

BRITANNIC OPPORTUNITIES LIMITED

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BRITANNIC OPPORTUNITIES LIMITED

REPORT AND FINANCIAL STATEMENTS GENERAL INFORMATION

DIRECTORS:	C Hickling J Lewis D Stephenson
ADMINISTRATOR, SECRETARY AND REGISTRAR:	Praxis Fund Services Limited Sarnia House Le Truchot St Peter Port Guernsey GY1 1GR
INVESTMENT ADVISER:	Investec Corporate and Institutional Banking 36 Hans Strijdom Avenue Foreshore Cape Town 8001 South Africa
REGISTERED OFFICE:	Sarnia House Le Truchot St Peter Port Guernsey GY1 1GR
AUDITOR:	Saffery Champness PO Box 141 La Tonnelle House Les Banques St Sampson Guernsey GY1 3HS
BANKERS:	Investec Bank (Channel Islands) Limited PO Box 188 Glategny Court Glategny Esplanade St Peter Port Guernsey GY1 3LP
COMPANY REGISTRATION NO:	57717

BRITANNIC OPPORTUNITIES LIMITED

REPORT OF THE DIRECTORS

For the year ended 30 September 2018

The Directors present their report and the audited financial statements ("the financial statements") for the year ended 30 September 2018.

Principal Activity

The principal activity of the Company is investment holding.

The Company is a Guernsey registered closed-ended investment scheme and is subject to the Registered Closed-Ended Investment Scheme Rules 2015 (Registered Closed Ended Investment Scheme Rules 2018 as of 6 October 2018). The Company is listed on the Bermuda Stock Exchange.

Going concern

Under the terms of the Company's prospectus, in the absence of a special resolution to extend the life of the Company, the Company's shares will be redeemed and the Company will terminate on 11 July 2019. However, in the view of the Directors, the likelihood of extending the life of the Company for a further period of between 5 and 10 years from the current termination date, is extremely strong. As a result, and as the Company has sufficient working capital and adequate resources to continue to operate and meet its liabilities as they fall due for the foreseeable future, these financial statements have been prepared on a going concern basis.

Results and Dividends

The Statement of Comprehensive Income is set out on page 9. The Directors do not propose a dividend for the year ended 30 September 2018 (2017: Nil).

Directors

The Directors of the Company during the year and to the date of this report are detailed below.

C Hickling

J Lewis

D Stephenson

Directors' and Other Interests

Janine Lewis is a director of Praxis Fund Services Limited ('PFSL'), the Company's Administrator, Secretary, Custodian and Registrar, and David Stephenson is an employee of PFSL. Janine Lewis, Chris Hickling and David Stephenson are shareholders in PraxisIFM Group Limited, the ultimate parent company of PFSL.

During the year, no Director has had any beneficial interest in the shares of the Company.

No Director of the Company, or Investec Corporate and Institutional Banking ('ICIB'), the Investment Advisor to the Company, holds any right, either contingent or otherwise, to subscribe for shares in the Company.

Details of fees paid to PFSL and ICIB during the year are contained in notes 4 and 15 to these Financial Statements.

No fees were paid to the Directors by the Company during the year.

Historical Results

The results and assets and liabilities of the Company during the life of the Company are as follows:

	Total Assets	Total Liabilities	Total Comprehensive Income/(Loss)
	£	£	£
Year ended 30 September 2018	49,439,489	29,062	4,146,748
Year ended 30 September 2017	45,294,597	30,918	3,843,984
Year ended 30 September 2016	41,449,929	30,234	3,895,929
Year ended 30 September 2015	37,544,179	20,413	(641,274)
Period from 18 December 2013 to 30 September 2014 (as restated)	38,251,363	86,332	(494,643)

BRITANNIC OPPORTUNITIES LIMITED

REPORT OF THE DIRECTORS (continued)

For the year ended 30 September 2018

Investment Portfolio

The Company's investment portfolio comprises the following investments:

	Percentage of portfolio	Cost £	Market Value £
Investec Bank Limited Structured Deposit (including embedded derivative)	76.1%	28,907,448	37,200,748
BNP Paribas Index Option	14.1%	4,011,157	6,868,673
JP Morgan Securities Index Option	9.8%	2,680,539	4,807,078
		<u>35,599,144</u>	<u>48,876,499</u>

Investec Bank Limited, BNP Paribas and JP Morgan are providers of financial services.

Statement of Directors' Responsibilities

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company, for safeguarding the assets of the Company, for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a Directors' Report, which complies with the requirements of The Companies (Guernsey) Law, 2008.

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with The Companies (Guernsey) Law, 2008. The Directors have chosen to prepare financial statements for the Company in accordance with International Financial Reporting Standards (IFRSs).

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. A fair presentation also requires the Directors to:

- consistently select and apply appropriate accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information; and
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance.
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each Director has taken all the steps he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.
- the financial statements give a true and fair view and have been prepared in accordance with International Financial Reporting Standards, with The Companies (Guernsey) Law, 2008 and with The Protection of Investors (Bailiwick of Guernsey) Law, 1987.

BRITANNIC OPPORTUNITIES LIMITED

REPORT OF THE DIRECTORS (continued)

For the year ended 30 September 2018

Auditor

A resolution to re-appoint Saffery Champness as auditor will be put to the members at the Annual General Meeting.

By Order of the Board

Chris Hickling

Director

21 December 2018

BRITANNIC OPPORTUNITIES LIMITED

Independent auditor's report to the members

Opinion

We have audited the financial statements of Britannic Opportunities Limited (the "Company") for the year ended 30 September 2018, which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and related 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 International Financial Reporting Standards ("IFRSs").

In our opinion the financial statements:

- give a true and fair view of the state of affairs of the Company as at 30 September 2018 and of the profit for the year then ended;
- have been properly prepared in accordance with IFRSs; and
- have been prepared in accordance with the requirements of The Companies (Guernsey) Law, 2008.

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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), 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.

Material uncertainty related to going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 of the financial statements with regard to the Company's ability to continue as a going concern. The Company's life is due to terminate on 11 July 2019. However, in the view of the Directors, the likelihood of a resolution being passed that the Company's life be extended for a period of between 5 and 10 years at an Extraordinary General Meeting, is considered to be extremely strong. If it is not resolved that the Company's life be extended, then the Company's shares will be redeemed and the Company will terminate on 11 July 2019. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments, if any, that would result if the Company was unable to continue as a going concern.

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.

BRITANNIC OPPORTUNITIES LIMITED

Independent auditor's report to the members (continued)

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 Directors' Report.

We have nothing to report in respect of the following matters where The Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, 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.

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.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with section 262 of The Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

SAFFERY CHAMPNESS

Chartered Accountants

Guernsey

21 December 2018

BRITANNIC OPPORTUNITIES LIMITED

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 September 2018

	Notes	Year ended 30/09/2018 £	Year ended 30/09/2017 £
REVENUE			
Interest income	5	2,590,429	2,475,030
GAIN ON INVESTMENTS			
Investments at fair value through profit and loss	6	2,841,274	2,660,834
Derivatives at fair value through profit and loss	8	(168,011)	(167,303)
		5,263,692	4,968,561
Operating expenses	9	(602,097)	(595,743)
PROFIT FOR THE YEAR		4,661,595	4,372,818
OTHER COMPREHENSIVE INCOME			
<i>Items reclassifiable to profit and loss</i>			
Unrealised loss on available-for-sale investment	7	(514,847)	(528,834)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		4,146,748	3,843,984
Earnings per share			
Basic and diluted earnings per ordinary share	10	GBP 120.48	GBP 113.02

The notes on pages 13 to 24 are an integral part of these financial statements.

BRITANNIC OPPORTUNITIES LIMITED

STATEMENT OF FINANCIAL POSITION

As at 30 September 2018

	Notes	30/09/2018 £	30/09/2017 £
FIXED ASSETS			
Investments at fair value through profit and loss	6	11,675,751	8,834,477
Available-for-sale investment	7	37,037,499	34,964,333
Derivatives at fair value through profit and loss	8	163,249	331,260
		48,876,499	44,130,070
CURRENT ASSETS			
Trade and other receivables	11	445,366	444,914
Unpaid share capital		10	10
Fixed deposits		-	650,000
Cash and cash equivalents		117,614	69,603
		562,990	1,164,527
CURRENT LIABILITIES			
Trade and other payables	12	(29,062)	(10,108)
NET CURRENT ASSETS			
		533,928	1,154,419
NON-CURRENT LIABILITIES			
Trade and other payables	12	-	(20,810)
		49,410,427	45,263,679
CAPITAL AND RESERVES			
Share capital	13	397	397
Share premium	14	38,659,286	38,659,286
Retained earnings		12,656,222	7,994,627
Revaluation reserve		(1,905,478)	(1,390,631)
EQUITY SHAREHOLDERS' FUNDS			
		49,410,427	45,263,679
Number of fully paid Ordinary shares of 0.01 each		38,691.03	38,691.03
Net Asset Value per Ordinary Share		GBP 1,277.05	GBP 1,169.88

The financial statements were approved and authorised for issue by the Board on 21 December 2018 and signed on its behalf by:

Chris Hickling
Director

The notes on pages 13 to 24 are an integral part of these financial statements.

BRITANNIC OPPORTUNITIES LIMITED

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 September 2018

	Management Shareholders		Ordinary Shareholders			Total
	Share Capital £	Share Capital £	Share Premium £	Retained Earnings £	Revaluation reserve £	Total £
At 1 October 2016	10	387	38,659,286	3,621,809	(861,797)	41,419,695
Shares issued	-	-	-	-	-	-
Net profit for the year	-	-	-	4,372,818	-	4,372,818
Revaluation of available-for-sale investments (see note 7)	-	-	-	-	(528,834)	(528,834)
At 30 September 2017	10	387	38,659,286	7,994,627	(1,390,631)	45,263,679
Year ended 30 September 2018						
Net profit for the year	-	-	-	4,661,595	-	4,661,595
Revaluation of available-for-sale investments (see note 7)	-	-	-	-	(514,847)	(514,847)
At 30 September 2018	10	387	38,659,286	12,656,222	(1,905,478)	49,410,427

The notes on pages 13 to 24 are an integral part of these financial statements.

BRITANNIC OPPORTUNITIES LIMITED

STATEMENT OF CASH FLOWS

For the year ended 30 September 2018

		Year ended 30/09/2018	Year ended 30/09/2017
		£	£
	Notes		
Profit for the year		4,661,595	4,372,818
Adjustments for:			
Interest income	5	(2,590,429)	(2,475,030)
Gain on investments at fair value through profit and loss	6	(2,841,274)	(2,660,834)
Loss on derivatives at fair value through profit and loss	8	168,011	167,303
(Increase)/decrease in trade and other receivables		(452)	59
(Decrease)/increase in trade and other payables		(1,856)	684
Net cash outflow from operating activities		<u>(604,405)</u>	<u>(595,000)</u>
Cash flows from investing activities			
Interest income		2,416	466
Transfer from/(to) fixed deposits		650,000	(348,903)
Net cash inflow/(outflow) from investing activities		<u>652,416</u>	<u>(348,437)</u>
Increase/(decrease) in cash and cash equivalents for the year		48,011	(943,437)
Cash and cash equivalents at the beginning of the year		69,603	1,013,040
Cash and cash equivalents at the end of the year		<u>117,614</u>	<u>69,603</u>

The notes on pages 13 to 24 are an integral part of these financial statements.

BRITANNIC OPPORTUNITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2018

1. PRINCIPAL ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The financial statements of Britannic Opportunities Limited, with domicile in Guernsey, have been prepared in accordance with International Financial Reporting Standards ('IFRS'). The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments that are measured at fair value.

Going concern

Under the terms of the Company's prospectus, in the absence of a special resolution to extend the life of the Company, the Company's shares will be redeemed and the Company will terminate on 11 July 2019. However, in the view of the Directors, the likelihood of extending the life of the Company for a further period of between 5 and 10 years from the current termination date, is extremely strong. As a result, and as the Company has sufficient working capital and adequate resources to continue to operate and meet its liabilities as they fall due for the foreseeable future, these financial statements have been prepared on a going concern basis.

Adoption of new and revised Standards

No new or amended standards have been applied for the first time in these financial statements.

New, revised and amended standards and interpretations in issue, but not yet effective

At the date of authorisation of these financial statements, the following relevant standards and interpretations, which have not been applied in these financial statements, were in issue but not yet effective:

- IFRS 9, "Financial Instruments - Classification and Measurement" (effective for periods commencing on or after 1 January 2018);
- IFRS 15, "Revenue from Contracts with Customers" (effective for periods commencing on or after 1 January 2018).

In addition, the IASB completed its Annual Improvements 2014-2016 Cycle project in December 2016 and its Annual Improvements 2015-2017 Cycle project in December 2017. These projects have amended certain existing standards and interpretations effective for accounting periods commencing on or after 1 January 2018 or 1 January 2019.

The adoption of IFRS 9 is not expected to have a material impact on these Financial Statements, principally for the following reasons:

- the Company's Structured Deposit is currently classified as an available-for-sale asset and is measured at fair value through other comprehensive income. Under IFRS 9 it will be reclassified as a financial asset at fair value through profit or loss. However, whilst its classification and the manner of its reporting will change, the measurement methodology for the Structured Deposit will remain the same under IFRS 9 as under IAS 39;
- the classification and measurement methodology for all of the Company's other assets and liabilities will remain the same under IFRS 9 as under IAS 39;
- the Company's investments are measured at fair value and so the changes in IFRS 9 relating to the assessment of credit losses do not apply to these instruments;
- the Company does not apply hedge accounting, and is therefore unaffected by the hedge accounting-related changes introduced in IFRS 9.

The adoption of IFRS 15 is not expected to have a material effect on these Financial Statements as the Company has no income within the scope of IFRS 15

Other than noted above, the Directors believe that none of these standards and interpretations will have a material effect on the financial statements of the Company.

BRITANNIC OPPORTUNITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2018

1. PRINCIPAL ACCOUNTING POLICIES (continued)

Foreign exchange

Items included in the financial statements of the Company are measured in the currency of the primary economic environment in which the Company operates (the "functional currency"). The Directors have determined that the functional currency of the Company is Sterling, as it is the currency in which the Company's investments are denominated and capital has been raised. The Directors have selected Sterling as the presentational currency of the Company.

Revenue recognition

Revenue includes interest and other income and is recognised when it is probable that the economic benefits associated with the transaction will flow to the Company and the revenue can be measured reliably. Interest and other revenues are accounted for on an accruals basis.

Expenses

Expenses are accounted for on an accruals basis. All expenses are charged to the Statement of Comprehensive Income, except for expenses incurred in relation to the launch of the Company, which have been charged against share premium.

Investments

The Company's Option investments are classified as investments at fair value through profit or loss.

The Company's Structured Deposit investment is classified as an available-for-sale investment.

All investments are measured initially at cost, which is the fair value of whatever was paid to acquire them. Transaction costs relating to the acquisition of investments at fair value through profit or loss are expensed as incurred in the Statement of Comprehensive Income. Transaction costs relating to the acquisition of available-for-sale investments are capitalised. Investments are derecognised when the rights to receive cash flows from the investments have expired or the Company has transferred substantially all risks and rewards of ownership.

After initial recognition, the Company uses the following measurement basis for its investments:

- i) Held-for-trading investments and those so designated at inception: Fair value through profit and loss;
- ii) Available-for-sale investments: Fair value through other comprehensive income.

Fair value is calculated using quoted market prices, independent appraisals, discounted cash flow analysis or other appropriate valuation models at the year end date. Gains arising on the disposal of investments are recognised in the Statement of Comprehensive Income, as are unrealised gains on investments at fair value through profit and loss. Unrealised gains on available-for-sale investments are recognised in Other Comprehensive Income. All gains or losses are recognised in the period in which they arise. Prior year revaluation gains on available-for-sale investments disposed of during the year are reclassified through profit or loss in the period in which the investments are disposed of.

Liquid resources

Liquid resources comprise cash and cash equivalents and fixed deposits. Cash and cash equivalents comprises bank balances and short term deposits with an original maturity of three months or less. Deposits with an original maturity of greater than three months are classified as fixed deposits.

Trade and other receivables

Trade receivables are stated at amortised cost less any impairment. In the opinion of the Directors, there is no material difference between the carrying value of the trade and other receivables and their fair value.

BRITANNIC OPPORTUNITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2018

1. PRINCIPAL ACCOUNTING POLICIES (continued)

Trade payables

Trade payables are stated at amortised cost. In the opinion of the Directors, there is no material difference between the carrying value of the trade and other payables and their fair value.

Taxation

The Company is exempt from Guernsey income tax under the Income Tax (Exempt Bodies) Guernsey Ordinance 1989 and is charged an annual exemption fee of £1,200 (2017: £1,200).

Reserves

Gains or losses arising on the revaluation of the Company's available-for-sale investments are taken to the revaluation reserve.

2. SEGMENT REPORTING

The Board of Directors considers that the Company is engaged in a single segment of business, being the holding of investments. The Board considers that it is the Company's Chief Operating Decision Maker.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results could differ from such estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period prospectively by including it in profit or loss in (a) the period of the change, if the change affects that period only; or (b) the period of the change and future periods, if the change

The Directors have determined that the Company's Structured Deposit investment should be classified as an available-for-sale investment and its Option investments classified as investments at fair value through profit or loss. The methodologies for establishing the fair value of the Company's investments are detailed in notes 6 and 7.

4. SIGNIFICANT AGREEMENTS

The following significant agreements have been entered into by the Company:

Administration, Custodian and Secretarial Agreement

Under the Administration, Custodian and Secretarial Agreement, the Company has agreed to pay or procure to be paid to the administrator, for its services as administrator, secretary, custodian and registrar, a fee of 0.15% (2017: 0.15%) per annum of the Company's funds (as reduced by any redemptions of Ordinary Shares prior to the Redemption Date, which attract a redemption fee of 0.5% of the value of the redemption). In addition the administrator is entitled to receive interest earned by the Company on the unpaid element of the fees due to the date of termination. See notes 9, 11 and 15 for details of administration fees and interest paid in the year and balances outstanding at the year end.

Investment Advisory Agreement

Under the Investment Advisory Agreement, the Company has agreed to pay or procure to be paid to the advisor, for its services as advisor, a fee of 0.65% (2017: 0.65%) per annum of the Company's funds (as reduced by any redemptions of Ordinary Shares prior to the Redemption Date, which attract a redemption fee of 0.5% of the value of the redemption). In addition the advisor is entitled to receive interest earned by the Company on the unpaid element of the fees due to the date of termination. See notes 9, 11 and 15 for details of investment advisory fees and interest paid in the year and balances outstanding at the year end.

BRITANNIC OPPORTUNITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2018

4. SIGNIFICANT AGREEMENTS (continued)

Distribution Agreement

Under the Distribution Agreement, the Company has agreed to pay or procure to be paid to the Distributors a fee of 0.7% (2017: 0.7%) per annum of that portion of the Company's funds that is derived from the subscription amount subscribed for by Subscribers introduced by the Distributor (as reduced by any redemptions of such Ordinary Shares prior to the Redemption Date). See notes 9 and 11 for details of distribution fees paid in the year and balances outstanding at the year end. Investec Corporate and Institutional Banking, the Company's Investment Advisor, is also a Distributor for the Company.

All fees described above are payable annually in advance on the anniversary of the Trade Date (the date of investment of the Company's funds) each year until the Termination Date (the date of compulsory redemption of the ordinary shares).

5. INTEREST INCOME

	Year ended 30/09/2018	Year ended 30/09/2017
	£	£
Structured Deposit interest	2,588,013	2,474,903
Bank interest	2,416	127
	<u>2,590,429</u>	<u>2,475,030</u>

6. INVESTMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS

	30/09/2018	30/09/2017
	£	£
BNP Paribas Index Option		
Fair value brought forward	5,164,798	3,604,262
Fair value adjustment for the year	<u>1,703,875</u>	<u>1,560,536</u>
Fair value carried forward	<u>6,868,673</u>	<u>5,164,798</u>
	30/09/2018	30/09/2017
	£	£
JP Morgan Securities Index Option		
Fair value brought forward	3,669,679	2,569,381
Fair value adjustment for the year	<u>1,137,399</u>	<u>1,100,298</u>
Fair value carried forward	<u>4,807,078</u>	<u>3,669,679</u>

The BNP Paribas Index Option (the "BNP Paribas Option") and the JP Morgan Index Option (the "JP Morgan Option") are Call Options (together the "Options") referenced to the FTSE 100 index.

The Directors determine the fair value of the Options based on valuations provided by BNP Paribas and JP Morgan respectively. These valuations are calculated using formulae specified in the Option contracts, which are based on the movements in the closing price of the above index from the issue date of the Options to the reporting date.

The Options have been classified as level 2 investments in the fair value hierarchy.

BRITANNIC OPPORTUNITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2018

7. AVAILABLE-FOR-SALE INVESTMENTS

	30/09/2018	30/09/2017
	£	£
Investec Bank Limited Structured Deposit		
Fair value brought forward	34,964,333	33,018,264
Interest for the year	2,588,013	2,474,903
Fair value adjustment for the year	(514,847)	(528,834)
Fair value carried forward	<u>37,037,499</u>	<u>34,964,333</u>

The Investec Bank Limited Structured Deposit (the "Structured Deposit") is a hybrid instrument comprising the following components:

- A holding of Investec plc 9.625% bonds maturing in 2022 (the "Investec bonds"). The Investec bonds were purchased in the market, and, in order to guarantee investors' capital protection at the termination date of the Company, their sale proceeds are fixed by means of a Put Option Agreement entered into between the Company and Investec Bank Limited;
- An accreting bank deposit, which commences on the date of the first coupon payment from the Investec bonds, receives all subsequent coupon payments during the life of the Company, and earns interest on a quarterly compounding basis;
- An interest rate swap, which fixes the interest rate on the accreting deposit. Notwithstanding that the Company regards the interest rate swap as a fundamental part of the Structured Deposit, in accordance with IAS 39 "Financial Instruments: Recognition and Measurement", this instrument is now classified separately in the Statement of Financial Position under the heading 'Derivatives at fair value through profit and loss', and movements in the fair value thereof are recognised separately in the Statement of Comprehensive Income. For further details please refer to note 8.

The Directors and the issuer regard the Structured Deposit as a single financial instrument, the fair value of which (excluding the interest rate swap) is determined according to the following methodologies:

- The capital element of the Investec bonds is measured on an amortising cost basis, apportioning the revaluation on a straight-line basis from the bonds' clean purchase cost to the clean closing value (as determined by the Put Option Agreement) over the life of the Company. Interest on the Investec bonds is calculated on an accruals basis;
- The fair value adjustment for the year represents the net effect of the write down of the bond value over the period .
- The value of the accreting deposit is determined as the balance of the deposit plus accrued interest;

The Structured Deposit has been classified as a level 2 investment in the fair value hierarchy, as the main constituents of the product, being interest on the Investec bonds and interest on the accreting deposit account, have observable inputs.

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For the year ended 30 September 2018

8. DERIVATIVES AT FAIR VALUE THROUGH PROFIT AND LOSS	30/09/2018	30/09/2017
	£	£
Fair value brought forward	331,260	498,563
Fair value adjustment for the year	(168,011)	(167,303)
Fair value carried forward	<u>163,249</u>	<u>331,260</u>

Derivatives at fair value through profit and loss comprises an interest rate swap utilised to fix the interest rate on the accreting deposit component of the Structured Deposit (see note 7). The interest rate swap is measured at its mark-to-market value, based on valuations provided by the swap issuer, less a provision for unwind costs, estimated by the Investment Advisor.

The derivative is classified as a level 2 investment in the fair value hierarchy.

9. OPERATING EXPENSES	Year ended 30/09/2018	Year ended 30/09/2017
	£	£
Distributors' fees	268,210	267,623
Investment advisory fees	251,491	252,180
Administration fees	60,944	59,273
Audit fee	7,500	7,500
Guernsey Financial Services Commission licence fees	3,525	3,337
Listing & sponsorship fees	5,736	2,012
Legal & professional fees	353	107
Statutory fees	1,750	1,700
Professional indemnity insurance	979	739
Interest payable	733	724
Sundry expenses	876	548
	<u>602,097</u>	<u>595,743</u>

10. EARNINGS PER ORDINARY SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

	Year ended 30/09/2018	Year ended 30/09/2017
	£	£
Earnings attributable to ordinary shares:		
Earnings for purpose of calculation of basic and diluted earnings per share being earnings for the year attributable to ordinary shareholders	<u>4,661,595</u>	<u>4,372,818</u>
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic earnings per share	38,691.03	38,691.03
Earnings per share attributable to ordinary shares	<u>GBP 120.48</u>	<u>GBP 113.02</u>

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For the year ended 30 September 2018

10. EARNINGS PER ORDINARY SHARE (continued)

A weighted average number of shares has been calculated to enable users to gain a fairer understanding of the earnings generated per share through the year. The weighted average has been calculated with reference to the number of days shares have actually been in issue in the year since the Company commenced activities, and hence their ability to influence income generated.

11. TRADE AND OTHER RECEIVABLES	30/09/2018	30/09/2017
	£	£
Prepaid administration fees	44,515	44,515
Prepaid distributors' fees	205,035	205,009
Prepaid investment advisory fees	192,236	192,236
Other debtors and prepayments	3,580	3,154
	<u>445,366</u>	<u>444,914</u>

12. TRADE AND OTHER PAYABLES	30/09/2018	30/09/2017
	£	£
Current		
Audit fee	7,500	7,500
License fees	19	-
Sponsorship fees	-	2,608
Interest payable	21,543	-
	<u>29,062</u>	<u>10,108</u>
Non-current		
Interest payable	-	20,810

13. SHARE CAPITAL	30/09/2018	30/09/2017
	£	£
Authorised:		
10 Management shares of £1 each (2017: 10 shares of £1 each)	10	10
999,000 Ordinary shares of £0.01 each (2016: 999,000 ordinary shares of £0.01 each)	9,990	9,990
	<u>10,000</u>	<u>10,000</u>
	30/09/2018	30/09/2017
	£	£
Issued:		
10 unpaid Management shares of £1 each (2017: 10 unpaid share of £1)	10	10
38,691.03 fully paid Ordinary shares of £0.01 each	387	387
	<u>397</u>	<u>397</u>

No ordinary shares were issued or redeemed during the year.

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For the year ended 30 September 2018

13. SHARE CAPITAL (continued)

Ordinary shares are entitled to 1 vote each at a general meeting of the Company. The Ordinary shares may be compulsorily redeemed on the termination date, 11 July 2019. Ordinary shareholders are entitled to receive any dividends or distributions from the Company and any surplus arising on the winding up of the Company after the payment of creditors and redemption of the Management shares at their nominal value.

Management shares are entitled to 10,000 votes each at a general meeting of the Company. Management shares may only be owned by The Basket Trust (see note 15) or its nominee. Management shareholders are not entitled to receive any dividends or distributions from the Company nor any surplus arising on the winding up of the Company in excess of the nominal value of the Management shares.

14. SHARE PREMIUM

	30/09/2018	30/09/2017
	£	£
Balance brought forward	<u>38,659,286</u>	38,659,286
Balance carried forward	<u>38,659,286</u>	<u>38,659,286</u>

15. ULTIMATE CONTROLLING PARTY AND RELATED PARTY TRANSACTIONS

The immediate controlling party at the year end date is PraxisIFM Trust Limited as trustee of The Basket Trust, which owns the Management shares in the Company, and the ultimate controlling party is PraxisIFM Group Limited ('PGL'), a company incorporated in Guernsey. PGL is also the ultimate controlling party of Praxis Fund Services Limited ('PFSL'), the administrator of the Company.

PFSL is deemed to be a related party, as Janine Lewis is a director of PFSL and a shareholder in PGL; Chris Hickling is a shareholder in PGL; and David Stephenson is an employee of PFSL and a shareholder in PGL. During the year PFSL received £60,944 (2017: £59,273) for its services as administrator. At the year end date administration fees of £44,515 (2017: £44,515) had been paid to PFSL in advance. At the year end date interest on outstanding fees of £4,020 (2017: £3,883) was payable to PFSL.

The Investment Advisor, Investec Corporate and Institutional Banking, a division of Investec Bank Limited, the issuer of the Company's Structured Deposit, is deemed to be a related party. During the year Investec Corporate and Institutional Banking received £251,491 (2017: £252,180) for their services as investment advisor. At the year end date advisory fees of £192,236 (2017: £192,236) had been paid to Investec Corporate and Institutional Banking in advance and interest on outstanding fees of £17,523 (2017: £16,927) was payable to Investec Corporate and Institutional Banking.

16. FINANCIAL INSTRUMENT RISK FACTORS

The Company is exposed to market risk, credit risk and liquidity risk from the financial instruments it holds. The Company has a fixed modus operandi, as stated in its prospectus, which is to invest its capital in a zero coupon bond (or other structured product with similar characteristics) and an option or options on a specified index or basket of indices; and to retain a certain element of cash to cover expenses to be incurred over the specified period of its life. As a result of this, the Company's flexibility in dealing with the risks associated with these instruments is somewhat limited. However, the risk management policies that are employed by the Company to manage these risks are disclosed in note 16 (i) to (iv).

BRITANNIC OPPORTUNITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2018

16. FINANCIAL INSTRUMENT RISK FACTORS (continued)

(i) Market risk

(a) Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency. The Company is not materially exposed to foreign exchange risk as all of its investments and cash and cash equivalents, and the majority of its transactions, are denominated in Sterling. The Company's management monitors exchange rate fluctuations on an ongoing basis.

The Company had no material currency exposures as at 30 September 2018 or 30 September 2017.

(b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk as it invests cash and bank balances at short term interest rates. At 30 September 2018, the Company held cash on call accounts of £117,614 (2017: £69,603), which earns interest at a floating rate and £nil (2017: £650,000) on fixed deposit, which previously earned interest at a fixed rate of 0.33% in 2017.

Had these balances existed for the whole of the year, the effect on the Statement of Comprehensive Income of an increase/decrease in short term interest rates of 0.25% per annum would have been an increase/decrease in the gain/loss for the year of £294 (2017: £179). The sensitivity rate of 0.25% is regarded as reasonable in relation to the current sterling base rate of 0.50%, as interest rates on sterling bank accounts are not currently volatile.

The investment in the Structured Deposit is exposed to fair value interest rate risk in respect of the interest rate swap that forms a part of the instrument. However, whilst changes in market interest rates may give rise to short-term fluctuations in fair value, if the Structured Deposit is held to maturity its maturity value is fixed and is therefore not subject to interest rate risk.

The Company had no other material interest rate exposures as at 30 September 2018 and 30 September 2017.

(c) Price risk

Price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. The Company's investments at fair value through profit and loss are directly affected by changes in market prices.

Price risk is managed at inception by investing in a combination of two financial instruments: a holding of zero coupon bonds, or other structured product with similar characteristics, that will provide capital protection for investors; and a call option on a basket of indices that the investment advisor believes is most likely to provide positive performance during the life of the Fund. In order to provide capital protection, the amount of bonds acquired is calculated to ensure that the maturing amount of the Structured Deposit will be sufficient to guarantee that all investors who remain in the Fund to maturity will at minimum get back the amount that they invested. The call option provides the potential for significant upside performance, should the relevant indices perform well, with the downside limited to loss of the initial option premium.

The investment premise of the Company involves participation in the potential upside afforded by the Options, whilst enjoying the capital protection afforded by the Structured Deposit. Therefore, whilst the Board monitors the performance of the Option and Structured Deposit, it is unlikely that the Board would consider redeeming these at any stage, other than in relation to the redemption of investors' shares. As a result, the management of price risk effectively occurs at the inception of the Company in the selection of investments, and is not an active ongoing process during the remainder of the life of the Company.

BRITANNIC OPPORTUNITIES LIMITED

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For the year ended 30 September 2018

16. FINANCIAL INSTRUMENT RISK FACTORS (continued)

(i) Market risk (continued)

(c) Price risk (continued)

The investments at fair value through profit and loss and available-for-sale investment expose the Company to price risk. The details are as follows:

	30/09/2018	30/09/2017
	£	£
BNP Paribas FTSE 100 Index Option	4,807,078	3,669,679
JP Morgan Securities FTSE 100 Index Option	6,868,673	5,164,798
Investec Bank Limited Structured Deposit (including embedded derivative)	37,200,748	35,295,593
	48,876,499	44,130,070

A 50 per cent increase/decrease in the value of the Index Options at 30 September 2018 would have increased/decreased the Net Asset Value of the Company by £5,837,876 (2017: £4,417,239). The sensitivity rate of 50% is regarded as reasonable due to the potential volatility of the FTSE 100 Index, to which the Options are linked, which is magnified by the participation rate of 138% attached to the Options.

A 5 per cent increase/decrease in the value of the Structured Deposit at 30 September 2018 would have increased/decreased the Net Asset Value of the Company by £1,860,037 (2017: £1,764,780). The lower sensitivity rate of 5% is regarded as reasonable, as the rate at which interest is earned on the instrument, which forms the main part of the annual uplift in value, is largely fixed, and the instrument is not significantly subject to the volatility of investment markets.

(ii) Credit risk

Credit risk arises when a failure by counter-parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the year end date. These financial assets include cash and cash equivalents, fixed deposits, trade and other receivables, available-for-sale investments and investments at fair value through profit and loss. The Company's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying value or fair value of these instruments.

The Company states in its Prospectus that it will invest in a Structured Deposit instrument (the 'SD') provided by Investec Bank Limited ('IBL') and an option linked to a specified index, and provides extensive disclosure to shareholders of those instruments and the risks attached thereto. As a result of this, the Company's policy for managing the credit risk attached to the Company's financial assets is to monitor the credit rating of the relevant counterparty for any significant deterioration, without reference to an absolute range of credit ratings. In the event of there being any significant deterioration in the perceived creditworthiness of the counterparty to a point where shareholders' interest may be at risk, the Directors in their absolute discretion would consider the following courses of action: selling the relevant securities to third party purchasers and reinvesting the proceeds in the purchase of securities of another issuer, such that the new securities would replicate as closely as possible the terms and conditions of the original securities; and transferring cash to another banking institution. The Directors would only seek to sell the relevant securities or transfer cash if they consider on the advice of the investment advisor that such would be in the best interests of the Company and its shareholders.

In accordance with this policy, the Board and the investment advisor have noted that the credit rating of IBL as at 30 September 2018 was BB+ (30 September 2017: BB+), and also notes Fitch's comment that IBL's rating is constrained by the sovereign rating of South Africa of BB+. The year end rating of Investec plc, a sister company to IBL, and the issuer of the Bond which underpins the SD, is BBB+ (2017: BBB+). As a result, the Directors and the investment advisor believe that it is not in the best interest of shareholders to attempt to unwind the SD prior to its maturity date on 11 July 2019, as they believe firstly that there has been no significant deterioration in the creditworthiness of IBL, and secondly that obtaining an alternative investment with an institution with a higher credit rating, particularly so close to the maturity of the SD, could only be achieved on less favourable terms than those offered by the SD, which could affect the Company's ability to offer capital protection to shareholders on their investment.

BRITANNIC OPPORTUNITIES LIMITED

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For the year ended 30 September 2018

16. FINANCIAL INSTRUMENT RISK FACTORS (continued)

(ii) Credit risk (continued)

The Company monitors the creditworthiness of its counterparties on an ongoing basis.

The majority of the Company's trade and receivables consists of prepayments and there is no credit risk associated with these balances.

The Structured Deposit is held with IBL, which has a Fitch long-term rating of BB+ (2017: BB+). The Options are held with BNP Paribas and JP Morgan, which have Fitch long-term ratings of A+ (2017: A+) and A+ (2017: A+) respectively. The cash and cash equivalents are held with Investec Bank (Channel Islands) Limited, which has a Fitch long term rating of BBB+ (2017: BBB+).

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet financial liability obligations as they fall due, which may cause financial losses to the Company. The Company places its cash and cash equivalents with financial institutions on a short-term basis in order to maintain a high level of liquidity. This ensures that the Company is able to complete transactions in a timely manner, thus minimising the Company's exposure to such losses.

The Board reviews the cash resources of the Company on an ongoing basis to ensure that sufficient monies are held on call account to meet the Company's short-term obligations. At 30 September 2018 the total balance of cash on call and on short-term deposit was £117,614 (2017: £719,603), which is considered by the Board to be sufficient to meet all the Company's short-term obligations.

The following table analyses the Company's financial liabilities, which will be settled on a net basis, into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 6 months	6-12 months	1 - 5 years
	£	£	£
30 September 2018			
Trade and other payables	-	29,062	-
Net exposure	-	29,062	-
	Less than 6 months	6-12 months	1 - 5 years
	£	£	£
30 September 2017			
Trade and other payables	10,108	-	20,810
Net exposure	10,108	-	20,810

(iv) Fair value hierarchy

The following table analyses instruments carried at fair value, by level of the fair value hierarchy. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

BRITANNIC OPPORTUNITIES LIMITED

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For the year ended 30 September 2018

16. FINANCIAL INSTRUMENT RISK FACTORS (continued)

(iv) Fair value hierarchy (continued)

30 September 2018	Level 1	Level 2	Level 3	Total
	£	£	£	£
Index Options	-	11,675,751	-	11,675,751
Structured Deposit (including embedded derivative)	-	37,200,748	-	37,200,748
	-	48,876,499	-	48,876,499

30 September 2017	Level 1	Level 2	Level 3	Total
	£	£	£	£
Index Options	-	8,834,477	-	8,834,477
Structured Deposit (including embedded derivative)	-	35,295,593	-	35,295,593
	-	44,130,070	-	44,130,070

There have been no transfers between levels of the fair value hierarchy during the year.

17. CAPITAL RISK MANAGEMENT

The Company's capital comprises the funds it has raised through the issue of share capital.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to ensure that the Company will be able to continue as a going concern, the Board continuously monitors forecast and actual cash flows and matches the maturity profiles of assets and liabilities. The Company has no external borrowings.

Shareholders may be able to redeem their Ordinary Shares prior to the Redemption Date, however such redemptions are wholly at the discretion of the Directors and any request for redemption may be refused in whole or in part. No early redemptions will be permitted unless the Directors are satisfied that they have complied with all applicable law, including satisfaction of the solvency test as required by The Companies (Guernsey) Law, 2008.

18. POST BALANCE SHEET EVENTS

There were no significant post balance sheet events requiring disclosure in these financial statements.