

The Edinburgh Investment Trust plc

Annual Financial Report for the

Year ended 31 March 2017

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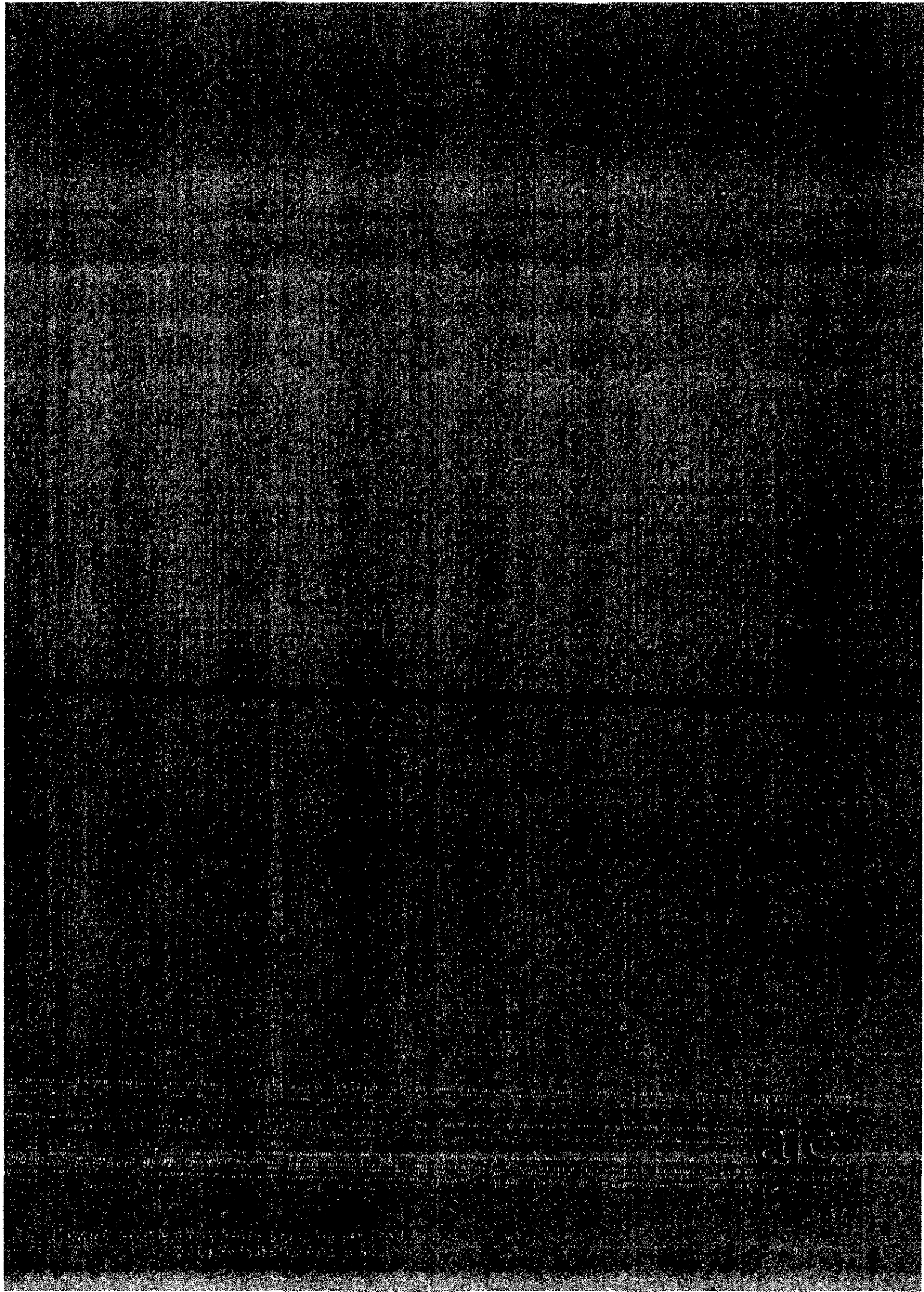
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The Company's ordinary shares and debenture qualify to be considered as mainstream investment products suitable for promotion to retail investors. The Company's ordinary shares are eligible for investment in an ISA.

Investment Objective

The Edinburgh Investment Trust plc is an investment trust whose investment objective is to invest primarily in UK securities with the long term objective of achieving:

1. an increase of the Net Asset Value per share in excess of the growth in the FTSE All-Share Index; and
2. growth in dividends per share in excess of the rate of UK inflation.

The Company will generally invest in companies quoted on a recognised stock exchange in the UK. The Company may also invest up to 20% of the portfolio in securities listed on stock exchanges outside the UK. The portfolio is selected on the basis of assessment of fundamental value of individual securities and is not structured on the basis of industry weightings.

Nature of the Company

The Company is a public listed Investment Company whose shares are traded on the London Stock Exchange. The business of the Company consists of investing the pooled funds of its shareholders, according to a specified investment objective and policy (set out on page 11), with the aim of spreading investment risk and generating a return for shareholders.

The Company uses borrowing to enhance returns to shareholders. This increases the risk to shareholders should the value of investments fall.

The Company has contracted with an external investment manager, Invesco Fund Managers Limited (the 'Manager'), to manage its investments and to provide the Company's general administration. Other administrative functions are contracted to other external service providers. The Company has a Board of non-executive directors who oversee and monitor the activities of the Manager and other service providers on behalf of shareholders and ensure that the investment objective and policy is adhered to. The Company has no employees.

Strategy

Overview

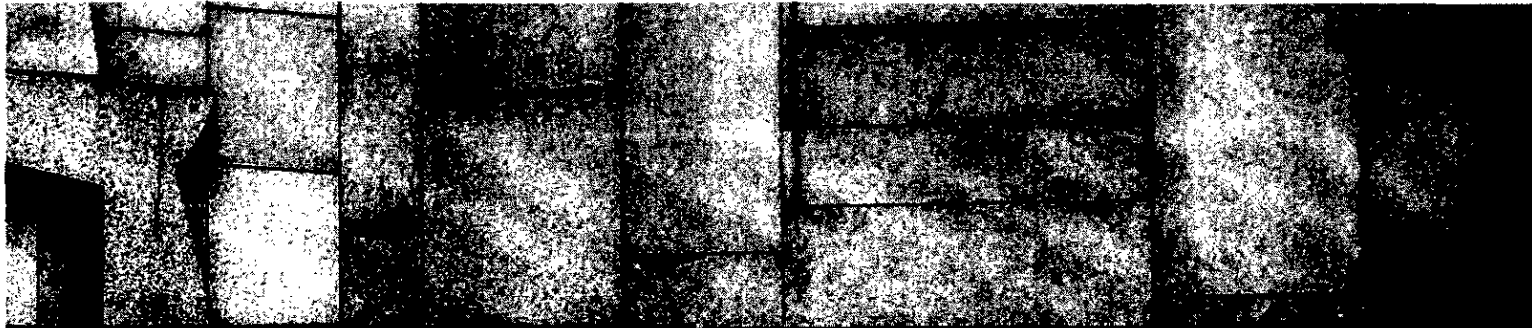
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Financial Information and Performance Statistics

Total Return⁽¹⁾⁽³⁾ (capital growth with income reinvested)	Year Ended 31 March 2017	Year Ended 31 March 2016	
Net asset value ⁽¹⁾ (NAV) - debt at par ⁽²⁾	+14.1%	+4.5%	
- debt at market value ⁽²⁾	+14.4%	+5.0%	
Share price ⁽²⁾	+11.2%	+4.0%	
FTSE All-Share Index ⁽²⁾	+22.0%	-3.9%	
The Company's benchmark is the FTSE All-Share Index.			
	At 31 March 2017	At 31 March 2016	Change %
Capital Return⁽¹⁾			
Net asset value - debt at par	783.88p	710.74p	+10.3
- debt at market value	768.81p	695.30p	+10.6
Share price ⁽²⁾	713.5p	665.0p	+7.3
FTSE All-Share Index ⁽²⁾	3990.00	3395.19	+17.5
Discount⁽¹⁾⁽³⁾ - debt at par	9.0%	6.4%	
- debt at market value	7.2%	4.4%	
Gearing⁽¹⁾⁽³⁾ - gross gearing	13.7%	12.9%	
- net gearing	13.4%	12.8%	
Revenue and Dividends⁽³⁾	Year Ended 31 March 2017	Year Ended 31 March 2016	Change %
Revenue return per share ⁽³⁾	27.9p	26.7p	+4.5
Dividends - first interim	5.40p	5.20p	
- second interim	5.40p	5.20p	
- third interim	5.40p	5.20p	
- final proposed	9.15p	8.75p	
- total dividends ⁽³⁾	25.35p	24.35p	+4.1
Retail Price Index⁽²⁾	3.1%	1.6%	
Ongoing charges ratio⁽¹⁾⁽³⁾	0.60%	0.61%	
Dividend Yield⁽³⁾ - at year end	3.5%	3.7%	

Capital Returns Performance

Capital Returns Performance (continued)

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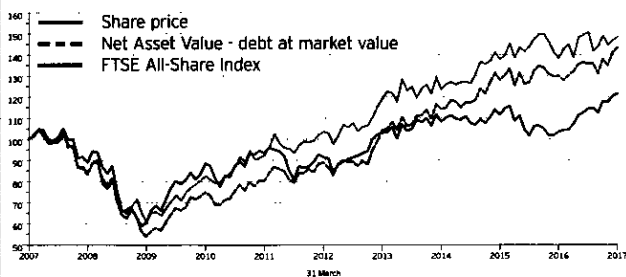
Capital Returns Performance (continued)

Capital Returns Performance (continued)

	3yr	5yr	10yr
Share price	38.8	88.9	115.0
Net Asset Value - debt at market value	39.7	96.1	124.6
FTSE All-Share Index	33.9	73.8	131.8
Inflation (RPI)	24.9	58.7	73.7

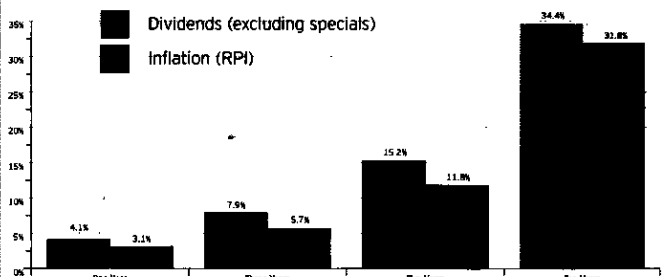
Capital Returns Over Ten Years

Rebased to 100 at 31 March 2007



Cumulative Real Dividend Growth

To 31 March 2017



Strategy Chairman's Statement



Jim Pettigrew
Chairman

25 May 2017

Dear Shareholder

It has been an eventful year. Potential risks were highlighted in my Chairman's Statement this time last year but to witness both the start of the process for the departure of the UK from the European Union and the election of President Trump in the US was probably long odds. Add to that the recently-announced UK General Election and you have all the evidence required to explain why you need to have high conviction and great confidence to be a long-term investor.

Whilst the expected "Trump Effect" has yet to be fully realised - several of his vote-winning initiatives are yet to see the light of day or will be somewhat diluted - this has not stopped the US market from rallying in the expectation that US real GDP will accelerate and inflation rise but, so far, there have been few signs of either.

It is Europe's turn to see events dominated by political outcomes, with Macron's victory in the French Presidential elections, the all-important German elections to come in September, all the while dealing with intensely complicated Brexit negotiations; this partly explains the expectations that the near-term economic outlook will remain subdued with inflation about half the target rate. The Board has considered any potential direct impact to the Company as a consequence of the Brexit negotiations and has concluded that it does not consider that this will be a principal risk for the Company.

The gloomy predictions about the implications of the vote for Brexit have not materialised with the UK stock market performing much better subsequently than expected. Against this background, the portfolio, whilst in positive territory, fared less well than the Company's benchmark index (the FTSE All-Share Index) as explained in the Portfolio Manager's Report.

Investment Strategy

One of the great strengths of the Company's portfolio manager, Mark Barnett, has been his construction of a portfolio of stocks in which he has high conviction and believes will deliver capital

and dividend growth over the medium-to-long term to the benefit of the Company's shareholders. From time-to-time, his strategy will be out of kilter with trends in the UK and world markets, as has been witnessed over the last 12 or so months. However, it remains a testament to his skill and diligence that he will not be swayed by short-term market sentiment. Mark, who believes a fund manager is also a risk manager, remains focused on valuation and fundamentals when choosing stocks for his portfolio and your Board is wholly supportive of his approach.

The portfolio continues to be concentrated in a relatively small number of stocks (56 at the year end) as well as sectors, and its overweight or underweight positions in various sectors continue to be material drivers of the Company's relative long-term investment performance.

Performance

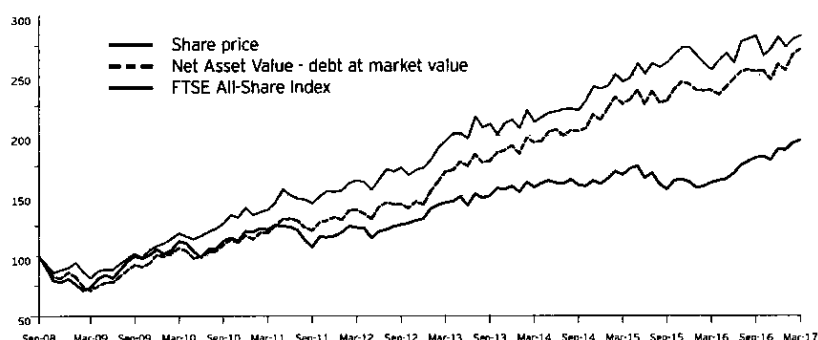
For the year ended 31 March 2017, the Company's net asset value (NAV) total return was +14.1% with debt at par whilst the Company's benchmark index returned +22.0%. For the same period the NAV with debt at market returned +14.4% and the share price total return (with dividends reinvested) was +11.2%.

The Company's share price ended the year at 713.5p, an increase of 7.3% from the previous year end price of 665p. With debt at market value, the discount moved out from 4.4% to 7.2%, reflecting the general widening of discounts in the Company's peer group over the same period. At 24 May 2017, the latest practical date before signing this report, the NAV and share price were respectively 809.2p and 754.0p, and the resultant discount was 6.8% (debt at market value).

The longer term performance of the Company continues to be strong with three, five and ten year NAV total returns (debt at market value) of 39.7%, 96.1% and 124.6%, respectively, compared with 24.9%, 58.7% and 73.7% for the benchmark. Returns to shareholders were 33.9%, 73.8% and 131.8% respectively. In addition, the following graph shows total returns since the appointment of Invesco Perpetual in 2008.

Total Returns Since Appointment of Invesco Perpetual on 15 September 2008

Figures rebased to 100 at 15 September 2008.



Source: Thomson Reuters Datastream.

Borrowings and Gearing

The Company has in place a mixture of fixed and floating rate debt. These comprise the Company's £100 million 7¾% debenture 2022 and a £150 million, 364 day bank credit facility. By this means, Mark has the ability to vary the gearing level of the portfolio depending on his view of the market. During the year the aggregate borrowings ranged between £180.0 million and £247.2 million, and ended the year at £209.7 million - equivalent to gross gearing of 13.7% (debt at par).

Dividend

The Board wishes to continue its aim to rebalance the interim and final dividends towards the interims whilst at least maintaining the final dividend. However, notwithstanding this medium term objective, the decision was taken this year to increase the final dividend by more than the percentage increase in the interim dividends to enable shareholders to benefit from the current year's particularly buoyant net revenue return. Consequently, for the year to 31 March 2017 the Board had declared three interim dividends of 5.4p (2016: 5.2p) and recommends a final dividend of 9.15p (2016: 8.75p) per share. This increases the total dividend to 25.35p for the year, an increase of 1.0p on last year's total dividend of 24.35p. The total dividend increase of 4.1% is in excess of the annual increase in the Retail Price Index of 3.1%, and demonstrates the Company's commitment to its long-term objective of providing income growth which exceeds the rate of inflation. The

final dividend, which is subject to approval by shareholders, will be paid on 21 July 2017 to shareholders on the Company's register on 23 June 2017.

Dividends have been paid from revenue and the Company's revenue return has increased consistently over the past four years. The increase in dividends over the years has been funded by the growth in dividend receipts as well as special dividends, with dividends receipts for this year also benefiting from the fall in sterling.

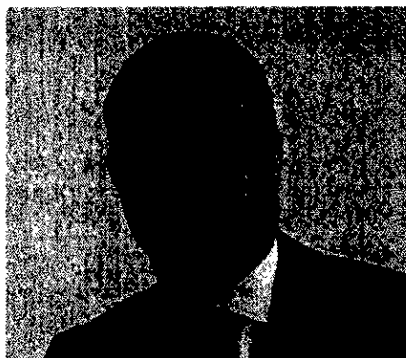
Outlook

The General Election on 8 June 2017 will represent the third time in two years that the UK electorate has gone to the polls. This, coupled with further elections in the EU together with Brexit negotiations, gives rise to an ongoing background of continuing uncertainty. As shareholders are well aware, the Company's portfolio is designed to generate capital and dividend growth from a relatively concentrated portfolio of stocks many of which generate their returns in dollars or euros; whilst a stable environment and continued underlying economic growth in the UK provides a solid base, an improving situation in the US and Europe would also be beneficial. To this end, although President Trump is finding the business of government harder than he thought, it is still likely that some of his election promises - increased infrastructure and military expenditure, reduced corporation tax - could stimulate the US economy and thus the world's, at least in the short-term.

Whilst the future remains as difficult as ever to forecast, there is an element of confidence in predicting a continued low interest rate environment in developed economies with reasonable growth expectations. Mark remains resolute in his approach to portfolio construction and confident that his stock selections will provide the right balance of capital and dividend growth for shareholders over the medium-to-long term. As I stated in the outlook section of my Chairman's Statement at the interim stage, Mark's high conviction approach to investment will inevitably lead to portfolio performance that will diverge from the index and, as seen, may result in periods of underperformance. However, the focus remains on adding significant value over the long term and your Board continues to endorse Mark's approach.

Strategy Strategic Report Portfolio Manager's Report

For the year ended
31 March 2017



Mark Barnett
Portfolio Manager



James Goldstone
Deputy Portfolio Manager

25 May 2017

Market Review

After a volatile start to 2016, the UK stock market rose strongly over the twelve month period under review. This was driven initially by rising commodity prices and a continued absence of inflationary pressures globally, and then, following the EU referendum, by the sharp fall in value of sterling. August 2016 also marked a low point in 10 year government bond yields. Investors became more convinced that the US Federal Reserve was intent on tightening monetary policy due to ongoing positive US economic momentum and further job creation. UK equities market rose in response to this economic outlook, a trend which accelerated following the election of Donald Trump as US President. Sector performance was influenced in the second half of the year by a rotation towards industries that would benefit from more reflationary economic policy in the United States and a gradual rise in bond yields.

Portfolio Strategy and Review

The Company's net asset value, including reinvested dividends, rose by 14.4% during the period under review, compared with a return of 22.0% (total return) by the FTSE All-Share index.

Against a strong market backdrop, the portfolio's performance was held back by its zero weighting in the mining sector and by the absence of holdings in HSBC and Royal Dutch Shell. These share prices rose strongly, benefiting from weakened sterling and, in the case of Royal Dutch Shell, from the recovering oil price. The zero weighting in UK domestic banks was, however beneficial to portfolio performance.

The absence of mining stocks had benefited the portfolio's performance over the previous two years, but the recovery across the sector in the past year meant that the portfolio missed out on one of the major positive trends of the past 12 months. While perhaps not a bubble, the valuation of the sector now looks extended and vulnerable to a pull-back in key commodity prices. Supply discipline has improved following the shock of the 2011-2015 downturn, but demand growth in China remains under pressure. I am not planning to change my position and expect some

unwinding of the recent commodity share price gains.

The holdings in the tobacco sector again delivered a strongly positive contribution to performance - despite a lack of enthusiasm for "bond proxies" (companies offering low stable growth, steady dividends and low volatility) that prevailed for much of the period. The sector was boosted by M&A activity, with a proposed merger of two of the portfolio's largest holdings. Reynolds American accepted a cash and shares offer from British American Tobacco, creating a combined entity which is well positioned to exploit next generation products, particularly the US e-cigarette market. The deal is expected to be concluded in Q3 2017. I expect Tobacco companies to continue delivering cash flow and dividend growth while valuations remain discounted relative to other staples and corporate activity is still very much on the agenda.

AstraZeneca also performed strongly over the period. Chief executive Pascal Soriot characterised 2017 as a potential "inflection point" for the company's return to long-term growth, with the upcoming launch of several "life-changing" medicines for cancer, respiratory and metabolic diseases built on the "solid foundations of a science-led pipeline". The European pharmaceutical sector as a whole did not perform well in 2016 as the market focused increasingly on the risks associated with new product trials, the overall pricing environment in the US and the challenge of replacing mature drug portfolios. My view on the long term outlook has not changed; the de-rating of the sector suggests that major companies succeeding in bringing genuinely innovative drugs to market could see a meaningful boost to their share prices and to the portfolio's holdings across the sector.

Other significant positive contributions to portfolio performance came from the holdings in BP, Burford Capital, Compass, G4S, Homeserve, Raven Russia, RELX and Rentokil Initial.

The portfolio's holdings in companies particularly exposed to the fall in sterling and perceived challenges to the UK economy performed poorly in the aftermath of the referendum. The stock market was also inclined to de-rate

companies which warned of lower profits - delivering a "double-whammy" impact on the share price via a fall in both earnings and P/E ratios.

Notable amongst these was the holding in Capita, which fell sharply in value as it downgraded full-year earnings forecasts, blaming a slow-down in specific trading businesses, one-off costs and problems with a major contract with TFL, along with delayed client decision-making since the EU referendum. The company later confirmed the departure of its chief executive Andy Parker and expects 2017 to be a "transitional year" for the business, as it completes a number of disposals, embeds internal structural changes, and re-positions for a return to growth in 2018.

The holdings in the travel sector - easyJet and Thomas Cook - warned of the negative impact of weaker sterling and were additionally impacted over the period by concerns over terrorist activity and by air traffic control strikes. The share prices of both companies rose into period end, as they confirmed more positive trading updates than had been feared by the market and on the back of some renewed sterling strength.

BT detracted from performance - an update on accounting irregularities in the group's Italian division prompted a sharp sell-off, which worsened after a profit warning from the company highlighted a more challenged outlook for domestic public services contracts. Towards the end of the period, the group was also hit by a record fine for cuts in broadband delay pay-outs.

The portfolio's new holding in Next weighed on performance, following a disappointing Christmas trading update. Into the end of the period, however, Next's share price rose as the company maintained its profit outlook for 2017, despite a challenging clothing market.

The share price of Circassia fell sharply on news that its cat allergy drug had failed to meet the primary end point of phase III trials. While this was very disappointing and surprising news - the drug had performed well in Phase 2 trials - it is noteworthy that Circassia retains significant cash on its balance sheet and that, over the past year, the company has also made significant diversification into respiratory drugs,

devices and technologies. Confirming this, Circassia saw its share price rise in March as it confirmed a new strategic collaboration with AstraZeneca in combating respiratory disease.

Other domestically focused holdings to deliver negative share price performance included Derwent London, N. Brown, Game Digital, Secure Trust Bank and TalkTalk Telecom.

In terms of portfolio activity during period, I took advantage of the divergences in sector performance following the Brexit vote and the US election. My feeling at the time was that the sterling fall was excessive, the implications for sector performance were being over-simplified and that opportunities to go against consensus were arising. I was able to add to some of the less fashionable positions in domestic stocks - in real estate, retail, travel & leisure and financials - at much lower prices, while raising money and taking profits in the internationally focused companies that had received a short-term boost from the weakness of sterling. New investments were made in Aviva, Next, Secure Trust Bank and Hadrian's Wall Secured Investments. The holdings in Reckitt Benckiser and Smith & Nephew were sold.

Outlook

The steady rise in the UK stock market over the last 12 months has created an environment where the valuation and, by consequence, the index level are vulnerable to disappointment; there is a sense of complacency in several areas. The main driver of improved earnings growth has been a combination of a recovery in commodity prices and a collapse in sterling - in the absence of a continuation in these trends the underlying earnings growth of the market remains lacklustre. It is plausible to envisage an environment which is more positive towards sterling, given the consensus pessimism priced in over the last 12 months, and that factor alone may be sufficient to restrain further gains, particularly in the FTSE 100 index. In addition, the change in the US interest rate environment may act as a headwind for the time being, although given the continued low inflation outlook it is unlikely that the US Federal Reserve will raise rates more than four times this year.

Strategy Strategic Report Portfolio Manager's Report

For the year ended
31 March 2017

The overall political backdrop remains the other major influence in equity markets. There are electoral cycles in many major economies, including the UK again, accompanied by a heightened threat from geopolitics which may yet prove disruptive for business confidence. For the foreseeable future it appears likely that the economic backdrop will remain more predictable than the political one.

In conclusion, it is anticipated that the stock market may struggle to make significant overall progress. The portfolio is well positioned, invested in a diversified range of companies which have the scope to increase in value, driven either by sustainable dividend growth or from companies that can improve or transform their financial prospects regardless of the wider economic environment. In addition, a number of holdings, having fallen temporarily out of favour, have significant recovery potential.

The Portfolio Manager

The portfolio manager, Mark Barnett, is based in Henley-on-Thames. Mark is Head of UK Equities at Invesco Perpetual, specialising in UK equity income investing. Mark started his investment career in 1992 at Mercury Asset Management joined Perpetual in 1996. He graduated in French and Politics from Reading University in 1992 and has passed the associate examinations of the Association for Investment Management and Research (AIMR).

The Deputy Portfolio Manager

James Goldstone is a fund manager at Invesco Perpetual. Based in Henley-on-Thames, James was appointed Deputy Manager of The Edinburgh Investment Trust plc in July 2016 and manages UK equity pension and pan-European equity mandates including Invesco Perpetual Select Trust plc and Keystone Investment Trust plc. Prior to joining Invesco Perpetual in August 2012, James was co-head of pan-European sales at Banco Espirito Santo in London. James began his career in pan-European equity sales at Credit Lyonnais in 2001 and went on, via HSBC and Dresdner Kleinwort, to specialise in UK equity sales. James graduated with a First Class Honours Degree in French from Manchester University.

Strategy Strategic Report Business Review

Strategy and Business Model

The Edinburgh Investment Trust plc is an investment company and its investment objective is set out below. The strategy the Board follows to achieve that objective is to set investment policy and risk guidelines, together with investment limits, and to monitor how they are applied. These are also set out below and have been approved by shareholders.

The business model the Company has adopted to achieve its investment objective has been to contract the services of Invesco Fund Managers Limited (the 'Manager') to manage the portfolio in accordance with the Board's strategy and under its oversight. The portfolio manager with individual responsibility for the day-to-day management of the portfolio is Mark Barnett.

Investment Objective and Policy Investment Objective

The Company invests primarily in UK securities with the long term objective of achieving:

1. an increase of the Net Asset Value per share in excess of the growth in the FTSE All-Share Index; and
2. growth in dividends per share in excess of the rate of UK inflation.

Investment Policy

The Company will generally invest in companies quoted on a recognised stock exchange in the UK. The Company may also invest up to 20% of the market value of the Company's investment portfolio, measured at the time of any acquisition, in securities listed on stock exchanges outside the UK. The portfolio is selected by the Manager on the basis of its assessment of the fundamental value available in individual securities. Whilst the Company's overall exposure to individual securities is monitored carefully by the Board, the portfolio is not primarily structured on the basis of industry weightings. No acquisition may be made which would result in a holding being greater than 10% of the market value of the Company's investment portfolio. Similarly, the Company may not hold more than 5% of the issued share capital (or voting shares) in any one company. Investment in convertibles is subject to normal security limits. Should these or any other limit be exceeded by subsequent market movement, each resulting position is specifically reviewed by the Board.

The Company may borrow money to provide gearing to the equity portfolio of up to 25% of net assets.

Use of derivative instruments is monitored carefully by the Board and permitted within the following constraints: the writing of covered calls against securities which in aggregate amount to no more than 10% of the value of the portfolio and the investment in FTSE 100 futures which when exercised would equate to no more than 15% of the value of the portfolio. Other derivative instruments may be employed, subject to prior Board approval, provided that the cost (and potential liability) of exercise of all outstanding derivative positions at any time should not exceed 25% of the value of the portfolio at that time. The Company may hedge exposure to changes in foreign currency rates in respect of its overseas investments.

Results and Dividends

At the year end the share price was 713.50p per ordinary share (2016: 665p). The net asset value (debt at market value) per ordinary share was 768.81p (2016: 695.30p).

Subject to approval at the AGM, the final proposed dividend for the year ended 31 March 2017 of 9.15p (2016: 8.75p) per ordinary share will be payable on 21 July 2017 to shareholders on the register on 23 June 2017. The shares will be quoted ex-dividend on 22 June 2017. This will give total dividends for the year of 25.35p per share, an increase of 4.1% on the previous year's dividends of 24.35p. The revenue return per share for the year was 27.9p, a 4.5% increase on the 2016 return of 26.7p.

Performance

The Board reviews the Company's performance by reference to a number of key performance indicators (KPIs) which are shown on page 4. Notwithstanding that some KPIs are beyond its control, they are measures of the Company's absolute and relative performance. The KPIs assist in managing performance and compliance and are reviewed by the Board at each meeting.

The Chairman's Statement on pages 6 to 7 gives a commentary on the performance of the Company during the year, the gearing and the dividend.

Expenses are reviewed at each Board meeting enabling the Board, amongst other things, to review costs and consider any expenditure outside that of its normal operations. For the year being reported, all KPIs are considered satisfactory.

The Board also regularly reviews the performance of the Company in relation to the 22 investment trusts in the UK Equity Income sector. As at 31 March 2017, the Company was ranked 15th by NAV performance in this sector over one year and 2nd over three and 4th over five years (source: JPMorgan Cazenove).

Analysis of Performance

	for year ended 31 March 2017 %
Total Return Basis	
NAV (debt at market value)	14.4
Benchmark	22.0
Relative performance	(7.6)
Analysis of Relative Performance	
Portfolio total return	13.3
Less Benchmark total return	22.0
Portfolio underperformance	(8.7)
Borrowings:	
Net gearing effect	2.1
Interest	(0.6)
Market value movement	0.3
Management fee	(0.5)
Other expenses	(0.1)
Tax	(0.1)
Total	(7.6)

Analysis of Performance - analyses the performance of the Company relative to its benchmark index.

Relative performance - represents the arithmetic difference between the NAV and the benchmark.

Net gearing effect - measures the impact of the debenture stock, bank loan and cash on the Company's relative performance. This will be positive if the portfolio has positive performance.

Interest - arising from the debenture stock and bank loan interest paid has a negative impact on performance.

Management fee - the base fee reduces the Company's net assets and decreases performance.

Other expenses and tax - reduce the level of assets and therefore result in a negative effect on relative performance.

Financial Position and Borrowings

The Company's balance sheet on page 48 shows the assets and liabilities at the year end. Borrowings at the year end comprised the £100 million 7³/₄% debenture which matures in 2022 and £109.7 million (2016: £80 million) drawn down on the Company's £150 million bank revolving credit facility. Details of this facility are contained in note 11.

The Company also has a bank overdraft facility of up to 10% of assets held by the custodian, which is available to facilitate settlement of short-term cash timing differences. As at 31 March 2017, this was not drawn down (2016: nil).

Outlook, including the Future of the Company

The main trends and factors likely to affect the future development, performance and position of the Company's business can be found in the Portfolio Manager's Report. Details of the principal risks affecting the Company follow.

Principal Risks and Uncertainties

The Company's key long-term investment objectives are an increase in the net asset value per share in excess of the growth in the FTSE All-Share Index (the 'benchmark') and an increase in dividends in excess of the growth in RPI. The principal risks and uncertainties facing the Company are an integral consideration when assessing the operations in place to meet these objectives, including the performance of the portfolio, share price and dividends. The Board is ultimately responsible for the risk control systems but the day-to-day operation and monitoring is delegated to the Manager. The Board has carried out a robust assessment of the principal risks facing the Company and the following sets out a description of those risks and how they are being managed or mitigated.

Market Risk

A great majority of the Company's investments are traded on recognised stock exchanges. The principal risk for investors in the Company is a significant fall, and/or a prolonged period of decline in those markets. The Company's investments, and the income derived from them, are influenced by many factors such as general economic conditions, interest rates, inflation, political events, and government policies as well as by supply and demand reflecting investor

sentiment. Such factors are outside the control of the Board and Manager and may give rise to high levels of volatility in the prices of investments held by the Company. The asset value and price of the Company's shares and its earnings and dividends may consequently also experience volatility and may decline.

Investment Performance Risk

The Board sets performance objectives and delegates the investment management process to the Manager. The achievement of the Company's performance objectives relative to the market requires active management of the portfolio of assets and securities. The Manager's approach is to construct a portfolio which should benefit from expected future trends in the UK and global economies. The Manager is a long term investor, prepared to take substantial positions in securities and sectors which may well be out of fashion, but which the Manager believes will have potential for material increases in earnings and, in due course, dividends and share prices. Strategy, asset allocation and stock selection decisions by the Manager can lead to underperformance of the benchmark and/or income targets. The Manager's style may result in a concentrated portfolio with significant overweight or underweight positions in individual stocks or sectors compared to the index and consequently the Company's performance may deviate significantly, possibly for extended periods, from that of the benchmark. In a similar way, the Manager manages other portfolios holding many of the same stocks as the Company which reflects the Manager's high conviction style of investment management. This could significantly increase the liquidity and price risk of certain stocks under certain scenarios and market conditions. However, the Board and Manager believe that the investment process and policy outlined above should, over the long term, meet the Company's objectives of capital growth in excess of the benchmark and real dividend growth.

Investment selection is delegated to the Manager. The Board does not specify asset allocations. Information on the Company's performance against the benchmark and peer group is provided to the Board at each Board meeting. The Board uses this to review the performance of the Company, taking into account how performance relates to the Company's

objectives. The Manager is responsible for monitoring the portfolio selected and seeks to ensure that individual stocks meet an acceptable risk-reward profile.

As shown in the investment policy, derivatives may be used provided that the market exposure arising is less than 25% of the value of the portfolio. During the year, no forward currency contracts or derivatives were used for hedging or market exposure respectively.

Gearing and Borrowing Risk

The Company may borrow to provide gearing to the equity portfolio of up to 25% of net assets. Borrowing is a mix of the Company's £100 million debenture stock and the Company's £150 million facility. Details of all borrowing is given in Notes 11 and 12. The principal gearing risk is that the level of gearing may have an adverse impact on performance. Secondary risks include whether the cost of borrowing is too high and whether the facility can be renewed on terms acceptable to the Company.

The Manager has full discretion over the amount of the borrowing it uses to gear its portfolio, whilst the issuance, repurchase or restructuring of borrowing are for the Board to decide. Information related to borrowing and gearing is provided to the Directors as part of the Board papers. Additionally, the Board keeps under review the cost of buying back the debt.

Income/Dividend Risk

The Company is subject to the risk that income generation from its investments fails to reach the level of income required to meet its objectives.

The Board monitors this risk through the review of detailed income forecasts and comparison against budget. These are contained within the Board papers. The Board considers the level of income at each meeting.

Share Price Risk

There is a risk that the Company's prospects and NAV may not be fully reflected in the share price from time-to-time.

The share price is monitored on a daily basis. The Board is empowered to repurchase shares within agreed parameters. The discount at which the

shares trade to NAV can be influenced by share repurchases. The Company has not repurchased any shares in the year.

Control Systems Risk

The Board delegates a number of specific risk control activities to the Manager including:

- good practice industry standards in fund management operations;
- financial controls;
- meeting regulatory requirements;
- the management of the relationship with the depositary;
- via the depositary, the management of the custody and security of the Company's assets; and
- the management of the relationship with the registrar.

Consequently in respect of these activities the Company is dependent on the Manager's control systems and those of its depositary and registrar, both of which are monitored by the Manager in the context of safeguarding the Company's assets and interests. There is a risk that the Manager fails to ensure that these controls are operated in a satisfactory manner. In addition, the Company relies on the soundness and efficiency of the custodian for good title and timeliness of receipt and delivery of securities.

A risk-based programme of internal audits is carried out by the Manager regularly to test the controls environment. An internal controls report providing an assessment of these risks and operation of the controls is prepared by the Manager and considered by the Audit Committee, and is formally reported to and considered by the Board.

Reliance on the Manager and other Third Party Providers

The Company has no employees and the Directors are all appointed on a non-executive basis. The Company is reliant upon the performance of third party providers for its executive function and other service provisions. The Company's most significant contract is with the Manager, to whom responsibility both for the Company's portfolio and for the provision of company secretarial and administrative services is delegated. The Company has other contractual arrangements with third parties to act as auditor, registrar, depositary and broker. Failure by any service provider to carry out

its obligations to the Company in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Company and could affect the ability of the Company to pursue successfully its investment policy and expose the Company to risk of loss or to reputational risk.

In particular, the Manager performs services which are integral to the operation of the Company. The Manager may be exposed to the risk that litigation, misconduct, operational failures, negative publicity and press speculation, whether or not it is valid, will harm its reputation. Any damage to the reputation of the Manager could result in counterparties and third parties being unwilling to deal with the Manager and by extension the Company. This could have an adverse impact on the ability of the Company to pursue its investment policy.

The Board seeks to manage these risks in a number of ways:

- The Manager monitors the performance of all third party providers in relation to agreed service standards on a regular basis, and any issues and concerns are dealt with promptly and reported to the Board. The Manager formally reviews the performance of all third party providers and reports to the Board on an annual basis.
- The Board reviews the performance of the Manager at every Board meeting and otherwise as appropriate. The Board has the power to replace the Manager and reviews the management contract formally once a year.
- The day-to-day management of the portfolio is the responsibility of the named portfolio manager, Mark Barnett, Head of UK Equities at Invesco Perpetual. He has worked in equity markets since 1992 and has been part of the UK equities team at Invesco Perpetual for over 20 years.
- The risk that the portfolio manager might be incapacitated or otherwise unavailable is mitigated by the fact that he works within, and is supported by, the wider Invesco Perpetual UK Equity team. Moreover James Goldstone, as duty portfolio manager, would be able

to manage the portfolio if Mark Barnett was unable to for any reason.

- The Board has set guidelines within which the portfolio manager is permitted wide discretion. Any proposed variation outside these guidelines is referred to the Board and compliance with the guidelines and the guidelines themselves are reviewed at every Board meeting.

Other Risks

The Company may be exposed to other business, strategic and political risks in the future, as well as regulatory risks (such as an adverse change in the tax treatment of investment companies), and the perceived impact of the Manager ceasing to be involved with the Company.

The instruments in which the Company's cash positions are invested are reviewed by the Board to ensure credit, liquidity and concentration risks are adequately managed. Where an Invesco Group vehicle is utilised, it is assessed for suitability against other similar investment options.

The Company is subject to laws and regulations by virtue of its status as an investment trust and is required to comply with certain regulatory requirements that are applicable to listed closed-ended investment companies. The Company is subject to the continuing obligations imposed by the UK Listing Authority on all companies whose shares are listed on the Official List. A breach of the conditions for approval as an investment trust could lead to the Company being subject to capital gains tax on the sale of the investments in the Company's portfolio. A serious breach of other regulatory rules may lead to suspension from listing on the Stock Exchange.

The Manager is regulated by the Financial Conduct Authority and failure to comply with the relevant regulations could harm the Manager's reputation with a potential detrimental effect on the Company.

The Manager reviews compliance with investment trust tax conditions and other financial and regulatory requirements on a daily basis. All transactions, income and expenditure are reported to the Board. The Board regularly considers all risks, the measures in place to control them and the possibility of any other risks that could arise. The Board ensures that satisfactory

assurances are received from the service providers. The Manager's compliance and internal audit officers produce regular reports for review by the Company's Audit Committee.

Additionally, the depositary monitors stock, cash, borrowings and investment restrictions throughout the year. The depositary reports formally once a year and also has access to the Company Chairman and the Audit Committee Chairman if needed during the year.

There is an ongoing process for the Board to consider these other risks. In addition, the composition of the Board is regularly reviewed to ensure the membership offers sufficient knowledge and experience to assess, anticipate and mitigate these risks, as far as possible.

Viability Statement

The Company is a collective investment vehicle rather than a commercial business venture and is designed and managed for long term investment. The Company's investment objective clearly sets this out. Long term for this purpose is considered by the Directors to be at least five years and accordingly they have assessed the Company's viability over that period. However, the life of the Company is not intended to be limited to that or any other period.

In assessing the viability of the Company, the Directors considered the principal risks to which it is exposed, as set out on pages 13 to 16, together with mitigating factors. The risks of failure to meet the Company's investment objective, and contributory market and investment risks, were considered to be of particular importance. The Directors also took into account: the investment capabilities of the portfolio manager; the business model of the Company, which has effectively been stress tested for many years through different and difficult market cycles; the liquidity of the portfolio, with nearly all investments being listed and readily realisable; the Company's borrowings – both long and short term – and the ability of the Company to meet its liabilities as they fall due; and the Company's annual operating costs.

Based on the above, and assuming there is no significant adverse change to the regulatory environment and tax treatment of UK investment trusts, 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 five year period of assessment.

Board Diversity

The Board considers diversity, including the balance of skills, knowledge, diversity (including gender) and experience, amongst other factors when reviewing its composition and appointing new directors, but does not consider it appropriate to establish targets or quotas in this regard. As a norm the Board comprises either five or six non-executive directors of which, at present, one is female. Summary biographical details of the Directors are set out on page 22. The Company has no employees.

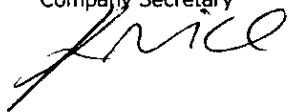
Social and Environmental Matters

As an investment company with no employees, property or activities outside investment, environmental policy has limited application. The Manager considers various factors when evaluating potential investments. While a company's policy towards the environment and social responsibility, including with regard to human rights, is considered as part of the overall assessment of risk and suitability for the portfolio, the Manager does not necessarily decide to, or not to, make an investment on environmental and social grounds alone. The Manager applies the United Nations Principles for Responsible Investment.

The Company is an investment vehicle and does not provide goods or services in the normal course of its business, or have customers. Accordingly, the Directors consider that the Company is not required to make any slavery or human trafficking statement under the Modern Slavery Act 2015.

This Strategic Report was approved by the Board on 25 May 2017

Invesco Asset Management Limited
Company Secretary



Strategy

Investments in Order of Valuation

At 31 March 2017

UK listed ordinary shares unless otherwise stated

Investment	Sector	Value £'000	% of Portfolio
Reynolds American - US common stock	Tobacco	119,608	6.9
British American Tobacco	Tobacco	97,004	5.6
BP	Oil & Gas Producers	78,903	4.6
Imperial Brands	Tobacco	72,381	4.2
AstraZeneca	Pharmaceuticals & Biotechnology	71,441	4.1
Altria - US common stock	Tobacco	64,555	3.7
BAE Systems	Aerospace & Defence	64,230	3.7
Provident Financial	Financial Services	63,584	3.7
Legal & General	Life Insurance	57,547	3.3
Roche - Swiss common stock	Pharmaceuticals & Biotechnology	51,473	3.0
Ten Top Holdings		740,726	42.8
BT	Fixed Line Telecommunications	50,478	2.9
RELX	Media	46,283	2.7
Compass	Travel & Leisure	40,155	2.3
Hiscox	Non-life Insurance	39,187	2.3
London Stock Exchange	Financial Services	37,823	2.2
Rentokil Initial	Support Services	36,661	2.1
Babcock International	Support Services	36,503	2.1
NewRiver REIT	Real Estate Investment Trusts	35,938	2.1
G4S	Support Services	35,354	2.0
Novartis - Swiss common stock	Pharmaceuticals & Biotechnology	34,602	2.0
Twenty Top Holdings		1,133,710	65.5
Aviva	Life Insurance	34,481	2.0
BTG	Pharmaceuticals & Biotechnology	33,476	1.9
SSE	Electricity	33,307	1.9
Burford Capital ^{LM}	Financial Services	32,817	1.9
Shaftesbury	Real Estate Investment Trusts	28,480	1.7
Capita	Support Services	27,398	1.6
BCA Marketplace	Financial Services	27,094	1.6
Beazley	Non-life Insurance	26,563	1.5
Next	General Retailers	26,012	1.5
Drax	Electricity	25,905	1.5
Thirty Top Holdings		1,429,243	82.6

Strategy Investments in Order of Valuation

At 31 March 2017

Investment	Sector	Value £'000	% of Portfolio
easyJet	Travel & Leisure	25,837	1.5
Derwent London	Real Estate Investment Trusts	24,921	1.4
Centrica	Gas, Water & Multiutilities	23,753	1.4
HomeServe	Support Services	20,567	1.2
Lancashire	Non-life Insurance	18,880	1.1
TalkTalk Telecom	Fixed Line Telecommunications	16,339	0.9
Secure Trust Bank	Banks	15,574	0.9
Thomas Cook	Travel & Leisure	14,895	0.8
CLS	Real Estate Investment & Services	13,705	0.8
KCOM	Fixed Line Telecommunications	13,355	0.8
Forty Top Holdings		1,617,069	93.4
IP Group	Financial Services	13,240	0.8
Zegona Communications	Non-Equity Investment Instruments	12,982	0.7
P2P Global Investments	Equity Investment Instruments	12,352	0.7
Raven Russia - Ordinary	Real Estate Investment & Services	7,560	0.7
- Preference		4,086	
		11,646	
Vectura	Pharmaceuticals & Biotechnology	11,005	0.6
Honeycomb Investment Trust	Equity Investment Instruments	10,739	0.6
Redde ^{AIM}	Financial Services	10,527	0.6
N Brown	General Retailers	8,301	0.5
VPC Specialty Lending Investments	Financial Services	5,970	0.4
Circassia Pharmaceuticals	Pharmaceuticals & Biotechnology	5,670	0.3
Fifty Top Holdings		1,719,501	99.3
Hadrian's Wall Secured Investments	Equity Investment Instruments	4,141	0.3
GAME Digital	General Retailers	3,842	0.2
Funding Circle SME	Equity Investment Instruments	3,351	0.2
Eurovestech - Unquoted	Financial Services	223	-
Proximagen - Rights 12 Sep 2017 - Unquoted	Pharmaceuticals & Biotechnology	173	-
Barclays Bank - Nuclear Power Notes 28 Feb 2019	Non-Equity Investment Instruments	34	-
Total Holdings (56)		1,731,265	100.0

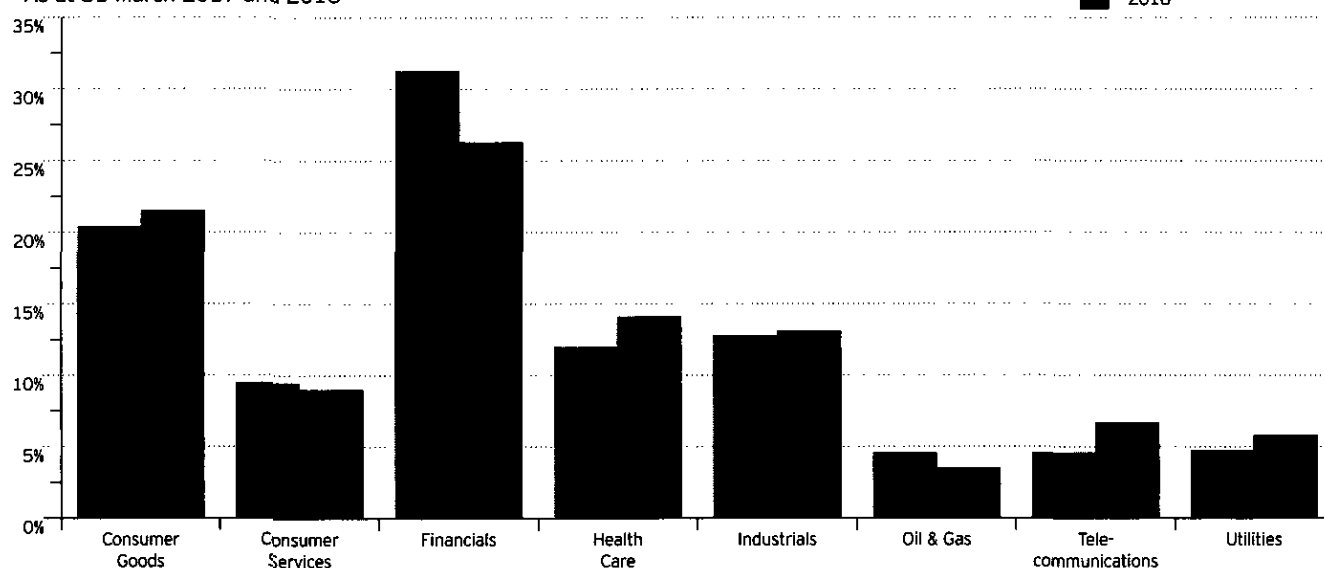
^{AIM} Investments quoted on AIM

Analysis of Portfolio by Industry

As at 31 March 2017 and 2016

2017

2016

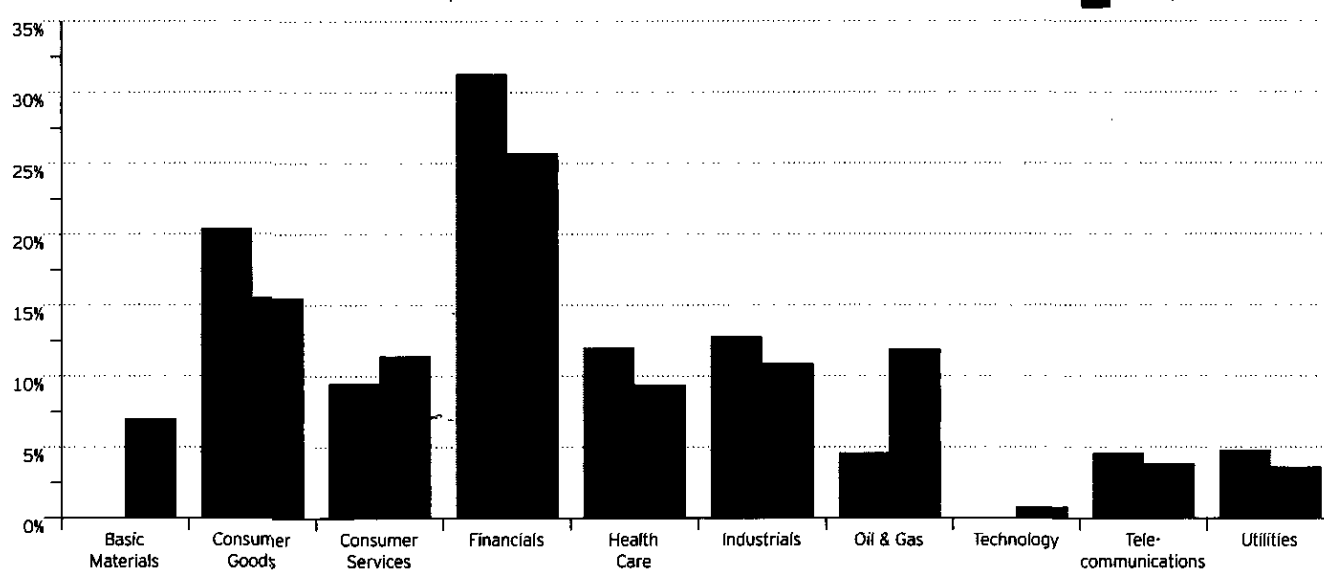


Comparison of Portfolio to FTSE All-Share Index by Industry

At 31 March 2017

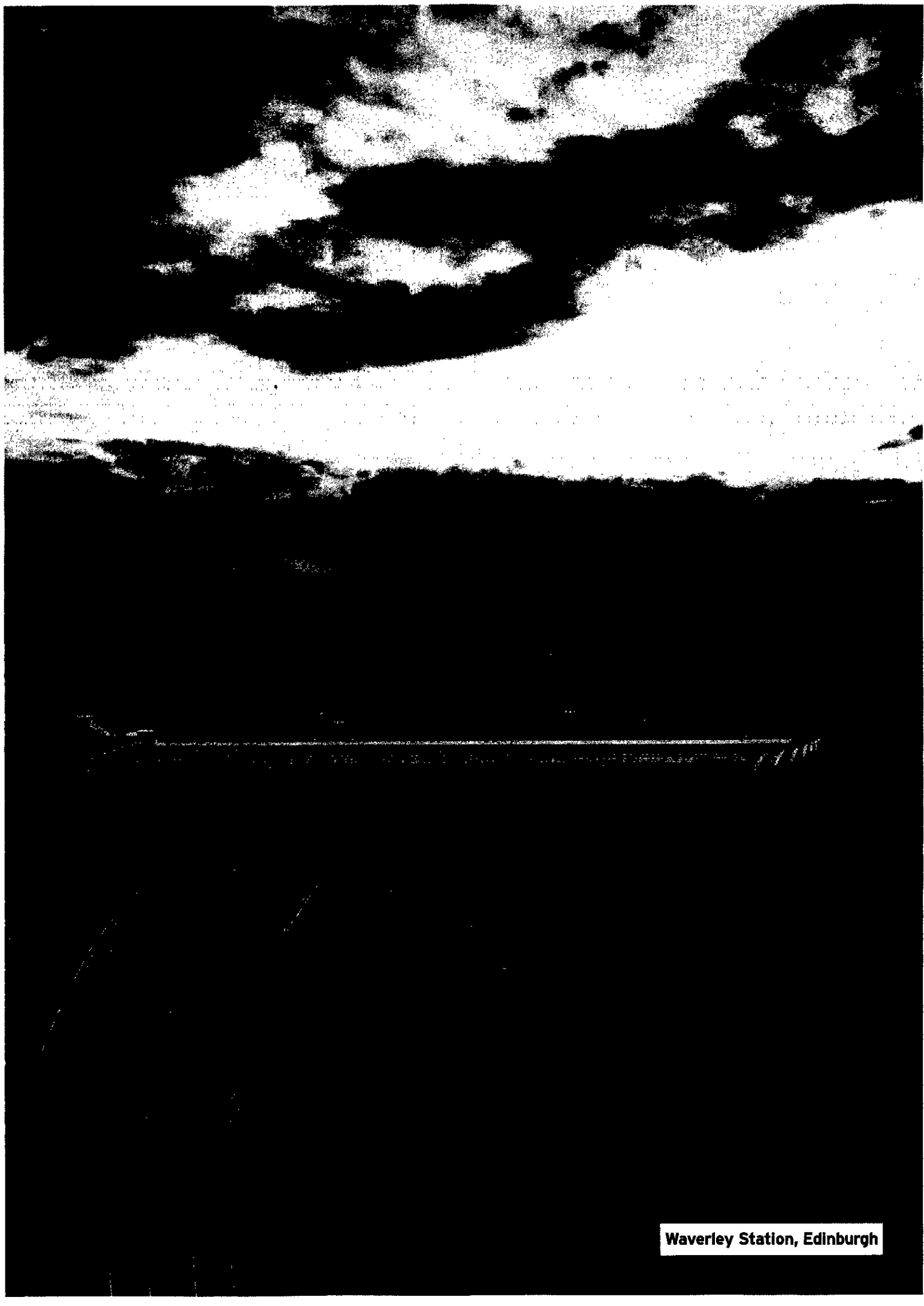
Portfolio

FTSE All-Share Index



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Waverley Station, Edinburgh

Governance The Directors

Jim Pettigrew



Jim Pettigrew was appointed to the Board on 27 October 2005 and became the Chairman on 22 July 2011. He is a Chartered Accountant, Chairman of

Scottish Financial Enterprise, past President of the Institute of Chartered Accountants of Scotland, and a member of the Association of Corporate Treasurers. Following a number of finance function positions in Scotland and London including: Group Treasurer of Sedgwick Group plc; Group Finance Director of ICAP plc, a FTSE 100 company and the world's largest specialist inter-dealer broker; Chief Operating and Financial Officer of Ashmore Group plc; and Chief Executive Officer of CMC Markets plc. He is currently Chairman of CYBG plc, the Senior Independent Director of Crest Nicholson Holdings plc, Chairman of Royal Bank of Canada Europe Limited and a non-executive director of Rathbone Brothers plc and Rathbone Investment Management Limited.

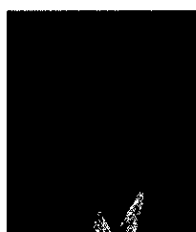
Gordon McQueen†



Gordon McQueen was appointed to the Board on 31 May 2011 and is Chairman of the Audit Committee. He is a Chartered Accountant and a Fellow of the Chartered Institute

of Bankers of Scotland. He is a former Finance Director of Bank of Scotland and until 2003, he was an Executive Director of HBOS plc, where his main role was Chief Executive, Treasury. He is a former non-executive director and audit committee Chairman of Scottish Mortgage Investment Trust plc and Shaftesbury plc. He is a non-executive director and Audit Committee Chairman of JPMorgan Midcap Investment Trust Plc.

Victoria Hastings†



Victoria Hastings was appointed to the Board on 23 May 2013. She has over 25 years' experience in the investment management industry and is a non-executive

director of Impax Environmental Markets plc and both JPMorgan Asset Management (UK) Ltd and JPMorgan Asset Management International Ltd. Her roles have included investment director at JO Hambro Capital Management; chief investment officer, private clients at Merrill Lynch Investment Managers (London); a fund manager in the Merrill Lynch European Equity team; non-executive director of Charter European Trust and Henderson Global Trust plc. She is also a trustee of Moorfields Eye Charity.

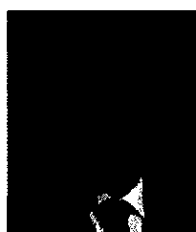
Maxwell Ward†



Maxwell Ward was appointed to the Board on 8 August 2011. Mr Ward joined Baillie Gifford in 1971 becoming a partner in the firm in 1975 and was head of the UK

Equity Department from 1981 until his retirement in April 2000. He was also a member of the firm's Management and Investment Policy Committees and Chairman of Baillie Gifford Overseas. From 1989 until 2000 he was manager of Scottish Mortgage and Trust plc. Following his retirement from Baillie Gifford, he floated The Independent Investment Trust plc and has been its managing director since. He is a former non-executive director of Aegon UK plc and Foreign and Colonial Investment Trust plc.

Glen Suarez†



Glen Suarez was appointed to the Board on 24 May 2013. Glen is Chairman of Knight Vinke Asset Management. Prior to joining Knight Vinke, he was a Partner in Soditic

Limited and before that he was Head of European Utilities at Morgan Stanley. He is a specialist in the banking and energy sectors, and is a Fellow of the Institute of Chartered Accountants in England and Wales, Royal Society of Arts and a member of the Capital Markets Advisory Committee.

Sir Nigel Wicks†



Sir Nigel Wicks, GCB, CVO, CBE was appointed to the Board on 24 May 2005 and is the Senior Independent Director. After working for The British Petroleum

Company, Sir Nigel joined HM Treasury in 1968. He worked for Prime Ministers Harold Wilson, James Callaghan and Margaret Thatcher. He was the UK's the Executive Director at the International Monetary Fund and World Bank, the Prime Minister's representative ('Sherpa') for the Economic Summits of the Group of Seven Industrialised Nations and he was the Treasury's Second Permanent Secretary responsible for international financial matters. He was past Chair of the Committee on Standards in Public Life and formerly the Chairman of Euroclear plc, The British Bankers Association and a Commissioner of the Jersey Financial Services Commission.

All Directors are non-executive and considered Independent.

All Directors are members of the Management Engagement and Nomination Committees.

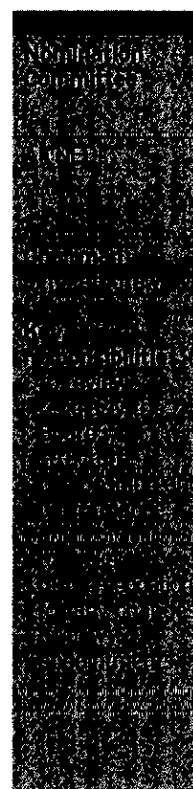
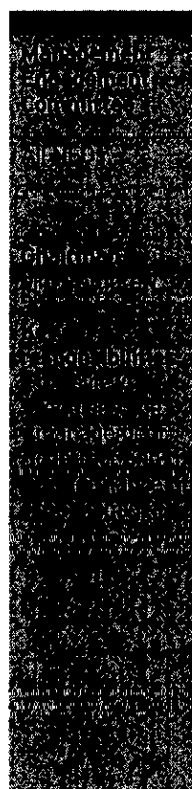
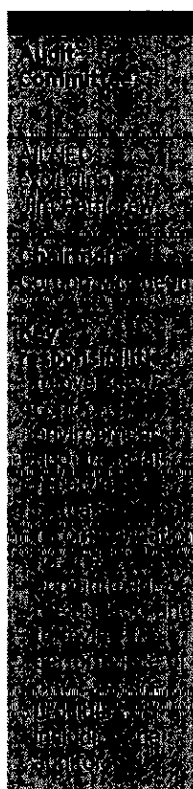
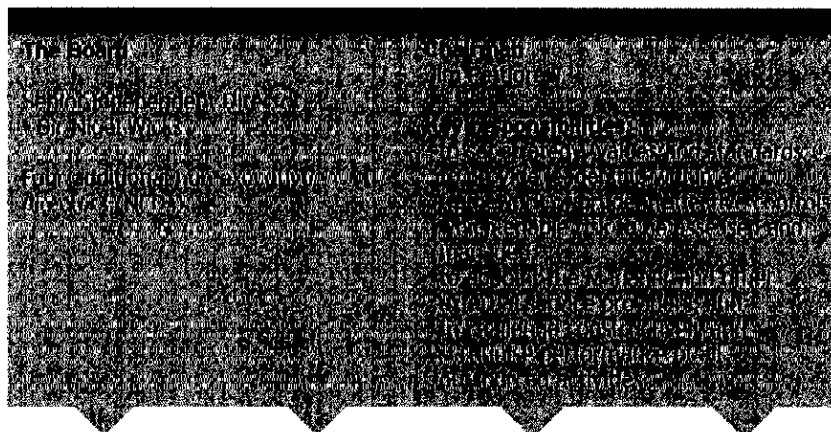
† Member of the Audit Committee

Governance

The Company's Corporate Governance Framework

The Board and Committees

Responsibility for good governance lies with the Board. The governance framework of the Company reflects the fact that it is an Investment Company with no employees and outsources investment management to the Manager and administration to the Manager and other external service providers.



Governance Corporate Governance Statement

For the year ended
31 March 2017

The Board is committed to maintaining high standards of Corporate Governance and is accountable to shareholders for the governance of the Company's affairs.

The Board has considered the principles and recommendations of the latest AIC Code of Corporate Governance (AIC Code) by reference to the AIC Corporate Governance Guide for Investment Companies (AIC Guide). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code (UK Code), as well as setting out additional principles and recommendations on issues that are of specific relevance to investment trusts.

The AIC Code is available from the Association of Investment Companies (www.theaic.co.uk). The UK Code is available from the Financial Reporting Council website (www.frc.org.uk).

The Company has complied with the recommendations of the AIC Code and the relevant provisions of the UK Code, except the provisions relating to:

- the role of the chief executive;
- executive directors' remuneration; and
- the need for an internal audit function.

For the reasons set out in the AIC Guide, and as explained in the UK Code, the Board considers these provisions are not relevant to the position of The Edinburgh Investment Trust plc, being an externally managed investment company with no executive employees. It considers an internal audit function unnecessary as the relevant issues are covered by the Manager's internal audit function. The Company has therefore not reported further in respect of these provisions.

Information on how the Company has applied the principles of the AIC Code and the UK Code is provided in the Directors' Report as follows:

- the composition and operation of the Board and its committees are summarised on pages 28 to 30, and page 25 in respect of the Audit Committee;
- the Company's approach to internal control and risk management is summarised on page 32;
- the contractual arrangements with, and assessment of, the Manager are summarised on page 33;
- the Company's capital structure and voting rights are summarised on page 34;
- the most substantial shareholders in the Company are listed on page 35;
- the rules concerning the appointment and replacement of directors are contained in the Company's Articles of Association and are discussed on page 30. There are no agreements between the Company and its directors concerning compensation for loss of office; and
- powers to issue or buy back the Company's shares, which are sought annually, and any amendments to the Company's Articles of Association require a resolution to be passed by shareholders.

By order of the Board

Invesco Asset Management Limited
Company Secretary

25 May 2017



Governance

Audit Committee Report

For the year ended
31 March 2017

Committee Composition and Role

The Audit Committee comprises all the Directors with the exception of Jim Pettigrew, under my chairmanship.

The Committee has written terms of reference which clearly define its authority, meetings, duties and reporting. These were updated during the year, to ensure good practice and compliance with the latest AIC Code. They will be available for inspection at the AGM and can be inspected at the registered office of the Company or viewed on the Manager's website.

Audit Committee Responsibilities

The responsibilities of the Audit Committee include:

- consideration of the integrity of the annual and half-yearly financial reports prepared by the Manager, the appropriateness of the accounting policies applied and any financial judgements and key assumptions, together with ensuring compliance with relevant statutory and listing requirements;
 - at the Board's request, advising it on whether the Committee believes the annual financial report taken as a whole is fair, balanced and understandable and provides the necessary information for shareholders to assess the Company's position and performance, business model and strategy;
 - evaluation of the effectiveness of the internal control systems and risk management systems, including reports received on the operational controls of the Company's service providers and the Manager's whistleblowing arrangements;
 - consideration of the scope of work undertaken by the Manager's internal audit and compliance departments, monitoring and reviewing the effectiveness of the Manager's internal audit and reviewing the Company's procedures for detecting fraud; and
- management of the relationship with the external auditor, including evaluation of their reports and the scope, effectiveness, independence and objectivity of their audit, as well as making recommendations to the Board in respect of their appointment, reappointment and removal and for the terms of their audit engagement.

Audit Committee Activities

The Committee meets three times a year to review the internal financial and non-financial controls and, when applicable, the contents of the half-yearly and annual financial reports, including accounting policies. In addition, the Committee reviews the auditor's independence, objectivity and effectiveness, the quality of the services provided to the Company and, together with the Manager, reviews the Company's compliance with financial reporting and regulatory requirements as well as risk management processes. Representatives of the Manager's Compliance and Internal Audit Departments attend at least two meetings each year. Representatives of the auditor, KPMG LLP, attend the Committee meetings at which the draft half-yearly and annual financial reports are reviewed and are given the opportunity to speak to Committee members in the absence of representatives of the Manager.

The external audit programme and timetable are drawn up and agreed with the auditor in advance of the end of the financial period and matters for audit focus are discussed and agreed. The auditor ensures that these matters are given particular attention during the audit process and reports on them, and other matters as required, in its report to the Committee. In addition, the Committee reviews any material issues raised by the auditor. There have been no such issue raised during the year. The auditor's report, together with reports from the Manager, the Manager's Internal Audit and Compliance Departments and the depositary, form the basis of the Committee's consideration and discussions with the various parties and any recommendations to the Board, including the Committee's recommendation to sign the 2017 financial statements.

Governance Audit Committee Report

For the year ended
31 March 2017

Accounting Matters and Significant Areas

For the year end, the accounting matters that were identified for specific consideration by the Committee follow:

Significant area	How addressed
Accuracy of the portfolio valuation, with emphasis on any investments held at Directors' valuation.	Actively traded listed investments are valued using stock exchange prices provided by third party pricing vendors. Investments that are unlisted or not actively traded are valued using a variety of techniques to determine their fair value. This is set out in accounting policies note 1(C)(v). Any such valuations are carefully considered by the Manager's pricing committee and the Committee.
Proof of existence of portfolio holdings.	The Manager, the auditor and the depositary confirmed that the holdings shown in the accounting records agreed with the custodian records.
Recognition of investment income, with emphasis on special dividend income.	Investment income is recognised in accordance with accounting policies note 1(F). The Manager provides detailed revenue estimates for the Board's review, and income is assessed to ensure it is complete and accounted for correctly. Careful consideration is given to special dividends. These are allocated to revenue or capital according to the nature of the payment by the underlying company and the allocation is also reviewed by the auditor.
The allocation of management fees and finance costs.	The allocation is reviewed by the Committee annually taking into account the long-term split of returns from the portfolio, both historic and projected; yield; the objective of the Company; and the latest market practice of peers.

These matters were discussed with the Manager and the auditor in pre year end audit planning, and were satisfactorily addressed through consideration of reports provided by, and discussed with, the Manager and the auditor at the conclusion of the audit process.

Consequently, and following a thorough review process of the 2017 annual financial report, the Audit Committee advised the Board that the report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

The Chairman of the Audit Committee will be present at the AGM to answer questions relating to the annual financial report.

Review of the External Auditor, including Non-Audit Services and Reappointment

The Committee evaluated the performance and effectiveness of the external auditor and their audit process. This included a review of the audit planning, execution and reporting and the quality of the audit work, results and audit team. This review sought the view of the Manager in their dealings with the auditor. The Committee also considered the independence of KPMG LLP (KPMG) and the objectivity of the audit process. No modifications were required to the external audit approach. Combining the output of all the above, and the Audit Committee Chairman's and the Committee's direct interaction with KPMG, the Committee concluded that it continued to be satisfied with the performance of KPMG and that the auditor continued to display the necessary attributes of objectivity and independence.

Prior to any engagement for non-audit services, the Audit Committee consider whether the skills and experience of the auditor make them a suitable supplier of such services and ensures there is no threat to objectivity and independence in the conduct of the audit as a result. Excluding VAT and any expenses, the annual audit fee was £20,550 (2016 £19,765) and the non-audit fee was £6,750 (2016: £6,500); this latter item covered the review of the half-yearly financial report and the annual certificate of compliance to the trustees of the debenture stock. The Committee does not believe that this has impaired the auditor's independence and objectivity. Non-audit services up to £5,000 do not require approval in advance of the Audit Committee; amounts in excess of this require the approval of the Audit Committee.

Under European legislation, mandatory auditor rotation has been implemented. The Company was incorporated in 1889 and the tenure of KPMG (including its predecessor firms) is at least fifty years. Transition arrangements for companies where the auditor has been in place for twenty years or more mean that the Company, having undertaken an audit tender in 2013, will not be required to tender or rotate the auditor until after the year ended 31 March 2020. However, the Committee will keep the situation under review.

Resolutions proposing the reappointment of KPMG LLP as the Company's auditor for the year to 31 March 2018 and authorising the Audit Committee to determine its remuneration will be put to shareholders at the forthcoming AGM.

Internal Controls and Risk Management

The Committee undertakes a robust assessment of the risks to which the Company is exposed by reference to a risk control summary, which maps the risks, mitigating controls in place and relevant information reported to the Directors, throughout the year. The resultant ratings of the mitigated risks allow the Directors to concentrate on those risks that are most significant and also form the basis of the list of principal risks and uncertainties set out in the Strategic Report on pages 13 to 16.

The Committee, on behalf of the Board, is responsible for ensuring that the Company maintains a sound system of internal control to mitigate risk and safeguard the Company's assets. The effectiveness of the Company's system of internal controls, including financial, operational and compliance and risk management systems, is reviewed at least annually. Appropriate action is taken to remedy any significant failings or weaknesses identified from these reviews. No significant items were identified in the year. As part of this, the Committee receives and considers, together with representatives of the Manager, reports in relation to the operational controls of the investment manager, accounting administrator, custodian, company secretary and registrar. These reviews identified no issues of significance during the year.

Internal Audit

The Company, being an externally managed investment company with no executive employees and in view of the Manager having an internal audit function, does not have its own internal audit function.

Committee Evaluation

The Committee's activities formed part of the review of Board effectiveness performed in the year. Details of this process can be found under 'Board, Committee and Directors' Performance Appraisal' on page 30.

Gordon McQueen
Chairman of the Audit Committee

25 May 2017

Governance Directors' Report

For the year ended
31 March 2017

Business and Status

The Company was incorporated and registered in Scotland on 1 March 1889 as a public limited company, registered number SC1836. It is an investment company as defined by section 833 of the Companies Act 2006 and operates as an investment trust within the meaning of the Corporation Tax Act 2010 and the Investment Trust (Approved Company) (Tax) Regulations 2011. HM Revenue & Customs have approved the Company's status as an investment trust and, in the opinion of the Directors, the Company has conducted its affairs so as to enable it to maintain such approval.

Corporate Governance

The Corporate Governance Statement set out on page 24 is included in this Directors' Report by reference.

The Board

At the year end the Board comprised six non-executive Directors. Brief biographical details of the Directors are shown on page 22. The Company's Corporate Governance Framework is set out on page 23. This shows the key objectives of the Board and also the membership and key objectives of the Board's supporting committees which deal with specific aspects of the Company's affairs: the Audit, Management Engagement and Nomination Committees.

The Board regards all of the Directors to be wholly independent of the Company's Manager. The Directors have a range of business, financial and asset management skills as well as experience relevant to the direction and control of the Company.

Chairman

The Chairman of the Company is Jim Pettigrew. He has been a member of the Board since 2005 and was the audit committee chairman until 22 July 2011, when he was appointed as Chairman.

Senior Independent Director

The Company's Senior Independent Director is Sir Nigel Wicks.

Board Balance

The Directors have a range of business, financial or asset management skills and experience relevant to the direction and control of the Company.

Board Responsibilities

The Directors are equally responsible under United Kingdom law for the proper conduct of the Company's affairs and for promoting the success of the Company by directing and supervising its affairs within a framework of effective controls which enable risk to be assessed and managed. In addition, the Directors are responsible for ensuring that their policies and operations are in the interest of all of the Company's shareholders and that the interests of creditors and suppliers to the Company are properly considered. The Board is committed to the prevention of corruption in the conduct of the Company's affairs and, taking account of the nature of the Company's business and operations, has put in place procedures for and on behalf of the Company that the Board considers adequate to prevent persons associated with it from engaging in bribery.

The Board has a schedule of matters reserved for its consideration, which clearly define the Directors' responsibilities. The main responsibilities include: setting long-term strategy; setting the Company's objectives, policies and standards; ensuring that the Company's obligations to shareholders and others are understood and complied with; selecting an appropriate Manager; approving accounting policies and dividend policy; determining dividends payable; managing the capital structure; reviewing investment performance; assessing risk; approving borrowing; and reviewing, and, if agreed, approving recommendations made by the Board's committees. The schedule of matters reserved for the Board will be available for inspection at the AGM and is otherwise available at the registered office of the Company and on the Company's section on the Manager's website.

The Board ensures that shareholders are provided with sufficient information in order to understand the risk:reward balance to which they are exposed by holding their shares, through the portfolio details given in the half-yearly and annual financial reports, factsheets and daily NAV disclosures.

The Board meets on a regular basis at least four times each year. Additional meetings are arranged as necessary. Regular contact is maintained by the Manager with the Board between formal meetings. Board meetings follow a formal agenda, which includes a review of the investment portfolio with a report from the Manager on the current investment position and outlook, strategic direction, performance against stock market indices and the Company's peer group, asset allocation, gearing policy, cash management, revenue forecasts for the financial year, investment policy guidelines, marketing and shareholder relations, corporate governance, regulatory changes and industry and other issues.

To enable the Directors of the Board to fulfil their roles, the Manager ensures that all Directors have timely access to all relevant management, financial and regulatory information.

There is an agreed procedure for the Directors, in the furtherance of their duties, to take legal advice at the Company's expense up to an initial cost of £10,000, having first consulted with the Chairman.

Finally, the Board as a whole undertakes the responsibilities which would otherwise be assumed by a remuneration committee, determining the Company's remuneration policy. The Board takes into account all factors which are deemed necessary in order to ensure that members of the Board are provided with appropriate compensation and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company. The remuneration of Directors is reviewed periodically and reported on in more detail in the Directors' Remuneration Report.

Audit Information

The Directors confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken steps that he or she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

The Committees

The Board has three committees: the Audit Committee, the Management Engagement Committee and the Nomination Committee. Each Committee has written terms of reference, which clearly define each Committee's responsibilities and duties. The terms of reference of each Committee are available for inspection at the AGM, at the registered office of the Company and also available on the Company's section of the Manager's website.

The Audit Committee

The composition and activities of the Audit Committee are summarised in the Audit Committee Report on page 25, which is included in this Directors' Report by reference.

The Management Engagement Committee

The Management Engagement Committee comprises all directors under the chairmanship of Jim Pettigrew. The Committee meets at least annually to review the investment management agreement and to review the services provided by the Manager.

Governance Directors' Report

For the year ended
31 March 2017

The Nomination Committee

All Directors are members of the Nomination Committee which is chaired by Jim Pettigrew. The Committee meets at least once a year to review the composition of the Board and its committees and evaluating whether they have the appropriate balance of skills, experience, independence and knowledge of the Company; and making recommendations to the Board for the re-election of directors at AGMs.

The Committee is also responsible for identifying and nominating to the Board suitable candidates taking into consideration the above requirements; the ability of any new director to devote sufficient time to the Company to carry out his or her duties effectively; and with due regard for the benefits of diversity (including gender). The Board has not set any measurable objectives in respect of the latter. No changes to the composition of the Board were recommended following the current year's review.

The Board has noted the implication of provisions in the UK Corporate Governance Code that non-executive directors who have served for more than nine years should be presumed not to be independent. The AIC does not believe that this presumption is appropriate for investment companies and therefore does not recommend that long-serving directors be prevented from forming part of the independent majority of an investment trust board. Accordingly, the Board considers that the independence of Jim Pettigrew and Sir Nigel Wicks, who have served on the Board over nine years, is not compromised by their length of service, but to the contrary, is strengthened by their experience.

No Director has a contract of employment with the Company. Directors' terms and conditions of appointment are set out in letters of appointment which are available for inspection at the registered office of the Company and will also be available at the AGM. A Director can be removed from office without notice or compensation upon being served with a written notice signed by all the other Directors.

Appointment, Re-election and Tenure

New Directors are appointed by the Board following recommendation by the Nominations Committee. The Articles of Association require that a Director shall be subject to election at the first AGM after appointment and re-election at least every three years thereafter. However, in accordance with the UK Code of Corporate Governance, the Board has resolved that all Directors shall stand for annual re-election at the AGM.

On being appointed to the Board, Directors are fully briefed as to their responsibilities and are continually updated throughout their term in office on industry and regulatory matters. The Manager and the Board have formulated a programme of induction training for newly appointed Directors. They have also put arrangements in place to address ongoing training requirements of Directors which include briefings from key members of the Manager's staff and which ensure that Directors can keep up to date with new legislation and the changing risk environment.

Board, Committee and Directors' Performance Appraisal

The Directors recognise the importance of the AIC Code's recommendation in respect of evaluating the performance of the Board as a whole, the Committees of the Board and individual Directors. During the year, the Board appointed an external consultant, Lintstock Limited, to undertake an extensive review of the Board structure, the Committees and individual Directors together with consideration of their independence. The conclusion was that the performance of the Board as a whole, the Committees, the Chairman and the individual Directors was deemed effective.

Attendance at Board and Committee Meetings

All Directors are considered to have a good attendance record at Board and Committee meetings of the Company. The following table sets out the number of scheduled Directors' meetings held during the year and the number of meetings attended by each Director. In addition, Directors attended a number of ad hoc meetings during the year.

Attendance at Board and Committee Meetings

The number of scheduled meetings held during the year ended 31 March 2017 and the attendance of each Director is set out in the following table:

Director	Scheduled Meetings	Attended	Ad Hoc Meetings	Committee Meetings	Total
Mr. H. A. H. H. H.	11	11	1	1	13
Mr. J. A. H. H. H.	11	11	1	1	13
Mr. K. A. H. H. H.	11	11	1	1	13
Mr. L. A. H. H. H.	11	11	1	1	13
Mr. M. A. H. H. H.	11	11	1	1	13
Mr. N. A. H. H. H.	11	11	1	1	13
Mr. O. A. H. H. H.	11	11	1	1	13
Mr. P. A. H. H. H.	11	11	1	1	13
Mr. Q. A. H. H. H.	11	11	1	1	13
Mr. R. A. H. H. H.	11	11	1	1	13
Mr. S. A. H. H. H.	11	11	1	1	13
Mr. T. A. H. H. H.	11	11	1	1	13
Mr. U. A. H. H. H.	11	11	1	1	13
Mr. V. A. H. H. H.	11	11	1	1	13
Mr. W. A. H. H. H.	11	11	1	1	13
Mr. X. A. H. H. H.	11	11	1	1	13
Mr. Y. A. H. H. H.	11	11	1	1	13
Mr. Z. A. H. H. H.	11	11	1	1	13

Directors

Directors' Interests in Shares

The Directors' interests in the ordinary share capital of the Company are disclosed in the Directors' Remuneration Report on page 39.

Disclosable Interests

No Director was a party to, or had any interests in, any contract or arrangement with the Company at any time during the year or at the year end.

Director's Indemnities and Insurance

The Company maintains Directors' and Officers' liability insurance which provides appropriate cover for any legal action brought against its Directors. In addition, deeds of indemnity have been executed on behalf of the Company for each of the Directors under the Company's Articles of Association.

Subject to the provisions of UK legislation, these deeds provide that the Directors may be indemnified out of the assets of the Company in respect of liabilities they may sustain or incur in connection with their appointment.

Governance Directors' Report

For the year ended
31 March 2017

Conflicts of Interest

A Director must avoid a situation where he or she has, or can have, a direct or indirect interest that conflicts, or has the potential to conflict with the company's interests. The Articles of Association of the Company give the Directors authority to authorise potential conflicts of interest and there are safeguards which apply when Directors decide whether to do so. Firstly, only Directors who have no interest in the matter being considered are able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors can impose limits or conditions when giving authorisation if they think this is appropriate.

The Directors have declared any potential conflicts of interest to the Company. The Register of Potential Conflicts of Interests is kept at the registered office of the Company. It is reviewed regularly by the Board and Directors know to advise the Company Secretary as soon as they become aware of any potential conflicts of interest.

Internal Controls and Risk Management

The Directors acknowledge that they are responsible for the Company's systems of internal financial and non-financial controls (the 'internal controls') which are designed to safeguard the Company's assets and which have been in place throughout the year and up to the date of this report.

The Company's internal controls and risk management systems have been reviewed with the Manager against risk parameters approved by the Board.

The Board reviews, at least annually, the effectiveness of the Company's system of internal controls, including financial, operational and compliance and risk management systems. The Company's system of internal controls is designed to manage rather than eliminate risk of failure to achieve the Company's investment objective and/or adhere to the Company's investment policy and/or investment limits. This system can therefore provide only reasonable and not absolute assurance against material misstatement or loss. The Board confirms that necessary actions would be taken to remedy any significant failings or weaknesses identified from their review and that no significant failings or weaknesses occurred throughout the year ended 31 March 2017 and up to the date of this annual financial report.

The Board reviews financial reports and performance against forecasts, relevant stock market criteria and the Company's peer group. In addition, the Manager and custodian maintain their own systems of internal controls and risk management and the Board and the Audit Committee receive regular reports from the Internal Audit and Compliance Departments of the Manager. Formal reports are also produced annually on the internal controls and procedures in place for the operation of secretarial and administrative, custodial, investment management and accounting activities. The programme of reviews is set up by the Manager and the reports are not necessarily directed to the affairs of any one client of the Manager.

Going Concern

The financial statements have been prepared on a going concern basis. The Directors consider this is the appropriate basis as they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, being taken as 12 months after the signing of the balance sheet, for the same reasons as set out in the Viability Statement. In considering this, the Directors took into account both ongoing expenses and any obligations under the Company's borrowing (both the debenture and the bank facility). The Directors also considered revenue forecasts and future dividend payments in determining the going concern basis.

The Manager

The Manager is Invesco Fund Managers Limited (IFML). The Manager is an associated company of Invesco Asset Management Limited (IAML). IAML continues to manage the Company's investments under delegated authority from the Manager. The Directors have delegated to the Manager the responsibility for the day-to-day investment management activities of the Company.

The Manager also provides full administration, company secretarial and accounting services to the Company, ensuring that the Company complies with all legal, regulatory and corporate governance requirements and officiating at Board meetings and shareholders' meetings. The Manager additionally maintains complete and accurate records of the Company's investment transactions and portfolio and all monetary transactions from which the Manager prepares half-yearly and annual financial reports on behalf of the Company.

Investment Management Agreement (IMA)

The Manager provides investment and administration services to the Company under an investment management agreement dated 22 July 2014. The agreement is terminable by either party by giving not less than three months' notice. Prior to this, IAML provided these services.

The management fee is calculated on 0.0458333% of the market capitalisation of the Company's ordinary shares at each month end and paid monthly in arrears. There is no performance fee.

Assessment of the Manager

The Management Engagement Committee has carried out a review following the Company's 2017 financial year end and considers that the continuing appointment of IFML as Manager is in the best interests of the Company and its shareholders.

Company Secretary

The Board has direct access to the advice and services of the corporate company secretary, Invesco Asset Management Limited, which is responsible for ensuring that the Board and Committee procedures are followed and that applicable rules and regulations are complied with. The company secretary is also responsible to the Board for ensuring timely delivery of information and reports and that the statutory obligations of the Company are met. Finally, the company secretary is responsible for advising the Board through the Chairman on all governance matters.

Stewardship

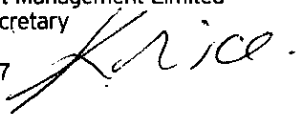
The Board considers that the Company has a responsibility as a shareholder towards ensuring that high standards of Corporate Governance are maintained in the companies in which it invests. To achieve this, the Board does not seek to intervene in daily management decisions, but aims to support high standards of governance and, where necessary, will take the initiative to ensure those standards are met. The principal means of putting shareholder responsibility into practice is through the exercise of voting rights. The Company's voting rights are exercised on an informed and independent basis.

The Company's stewardship functions have been delegated to the Manager. The Manager has adopted a clear and considered policy towards its responsibility as a shareholder on behalf of the Company. As part of this policy, the Manager takes steps to satisfy itself about the extent to which the companies in which it invests look after shareholders' value and comply with local recommendations and practices, such as the UK Corporate Governance Code. A copy of the Manager's Stewardship Policy, which is updated annually, can be found on the Manager's website at www.invescopetual.co.uk.

By order of the Board

Invesco Asset Management Limited
Company Secretary

25 May 2017



Governance Directors' Report

For the year ended
31 March 2017

Relations with Shareholders

Shareholder relations are given high priority by both the Board and the Manager. The prime medium by which the Company communicates with shareholders is through the half-yearly and annual financial reports, which aim to provide shareholders with a full understanding of the Company's activities and results. Shareholders can also visit the Company's section of the Manager's website in order to access copies of the annual and half-yearly financial reports, pre-investor information, factsheets and stock exchange announcements. At each AGM, a presentation is made by the Manager following the formal business of the meeting and shareholders have the opportunity to attend, vote and most importantly to communicate directly with the Board.

There is a regular dialogue between the Manager and major institutional shareholders to discuss aspects of investment performance, governance and strategy and to listen to shareholder views in order to help develop an understanding of their issues and concerns. General presentations to both institutional shareholders and analysts follow the publication of the annual results. All meetings between the Manager and shareholders are reported to the Board.

The Company Secretary ensures that all non-spam correspondence addressed to the Company is reported to the Board and dealt with in a timely matter.

Greenhouse Gas Emissions

The Company has no employees or premises and does not purchase electricity, heat, steam or cooling for its own use. Accordingly, the quantifiable amount of carbon dioxide equivalent produced by the Company annually is zero tonnes.

Share Capital

Capital Structure

At the year end, the Company's allotted and fully paid share capital consisted of 195,666,734 ordinary shares of 25p each. To enable the Board to take action to deal with any significant overhang or shortage of shares in the market, it seeks approval from shareholders every year to buy back and issue shares. No shares were bought back or issued in the year.

Restrictions

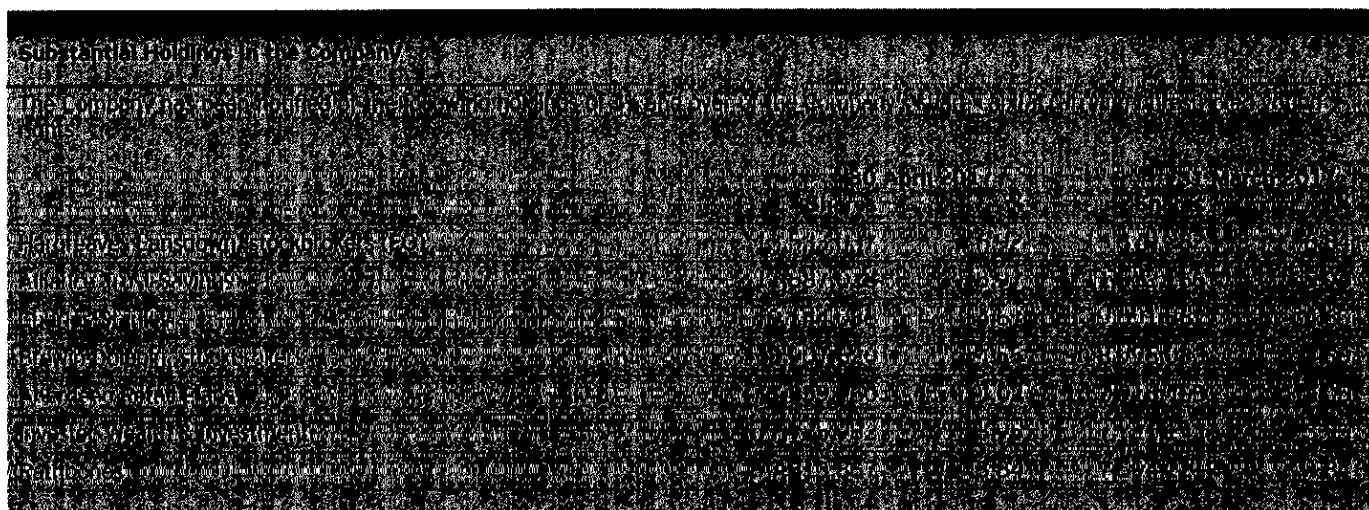
There are no restrictions concerning the transfer of securities in the Company, no special rights with regard to control attached to securities, no agreements between holders of securities regarding their transfer known to the Company, no restrictions on the distribution of dividends and the repayment of capital, and no agreements to which the Company is party that might affect its control following a successful takeover bid.

Voting

At a general meeting of the Company, every shareholder has one vote on a show of hands and, on a poll, one vote for each share held. The notice of general meeting specifies deadlines for exercising voting rights either by proxy or present in person in relation to resolutions to be passed at a general meeting.

Repurchase Powers

The Board's current powers to repurchase shares and proposals for their renewal are disclosed on page 36.



Disclosure Required by Listing Rule 9.8.4

The above rule requires listed companies to report certain information in a single identifiable section of their annual financial reports. For the year ended 31 March 2017 only one item of this information applies – disclosure concerning the issue of shares – and this is covered by note 13 (share capital).

Individual Savings Account (ISA)

The ordinary shares of the Company are qualifying investments under applicable ISA regulations.

Business of the Annual General Meeting (AGM)

The following summarises the business of the forthcoming AGM of the Company, which is to be held on 20 July 2017 at 11 am. The notice of the AGM and related notes can be found on pages 66 to 68. All resolutions are ordinary resolutions unless otherwise identified.

Resolution 1 is for members to receive and consider this Annual Financial Report (AFR), including the financial statements and auditor's report.

Resolution 2 is to approve the Directors' Remuneration Policy as set out on page 38.

Resolution 3 is to approve the Annual Statement and Report on Remuneration. It is mandatory for listed companies to put their Annual Statement and Report on Remuneration to an advisory shareholder vote. The Annual Statement and Report on Remuneration is set out on pages 38 to 40 of this AFR.

Resolution 4 is to declare the final dividend for the year.

Resolutions 5 to 10 are to re-elect Directors. Biographies of the Directors can be found on page 22.

Resolutions 11 and 12 are to reappoint the auditor and to authorise the Audit Committee to determine their remuneration. KPMG LLP have expressed their willingness to hold office until the conclusion of the next AGM of the Company.

Governance Directors' Report

For the year ended
31 March 2017

Special Business

Resolution 13: Authority to Allot Shares is an Ordinary Resolution seeking renewal of the current authority for the Directors' to allot up to 10% of the issued ordinary share capital, this being an aggregate nominal amount of £4,891,668 as at 25 May 2017.

Resolution 14: Authority to Allot Shares is a Special Resolution which seeks renewal of the current authority to allot equity securities pursuant to a rights issue or to issue up to 10% of the issued ordinary share capital otherwise than in connection with a rights issue, dis-applying preemption rights. This will allow shares to be issued to new shareholders, within the prescribed limits, without having to be offered to existing shareholders first, thus broadening the shareholder base of the Company. The Directors will not dilute the interests of existing shareholders by using the authority to issue shares at a price which is less than the Net Asset Value (calculated with debt at market value) of the existing shares in issue at that time. These authorities will expire at the next AGM of the Company or fifteen months after the passing of the resolutions, whichever is the earlier.

Special Resolution 15: Authority to Buy Back Shares

This resolution seeks to renew the Directors' authority to purchase up to 14.99% of the Company's issued share capital, this being 29,330,443 ordinary shares as at 25 May 2017. The authority will expire at the Company's next AGM or 15 months following the passing of this resolution, if earlier. The principal purpose of share buy backs is to enhance the net asset value for remaining shareholders and purchases will only be made if they do so.

In accordance with the UK Listing Rules, the maximum price which can be paid is 5% above the average of the middle market values of the ordinary shares for the five business days before the purchase is made. The minimum price which may be paid will be 25p per share, this being the nominal value of a share. In making purchases, the Company will deal only with member firms of the London Stock Exchange.

The Company will finance the purchase of ordinary shares by using its existing cash balance or by selling securities in the Company's portfolio.

The Directors might consider holding repurchased shares as treasury shares with a view to possible resale.

Special Resolution 16: Notice Period for General Meetings

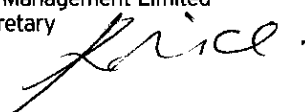
The EU Shareholder Rights Directive increased the notice period for general meetings of companies to 21 days unless certain conditions are met in which case it may be 14 days' notice. A shareholders' resolution is required to ensure that the Company's general meetings (other than Annual General Meetings) may be held on 14 days' notice. Accordingly, Special Resolution 16 will propose that the period of notice for general meetings of the Company (other than AGMs) shall not be less than 14 days' notice. It is intended that this flexibility will be used only where the Board believes it is in the best interests of shareholders as a whole, and an explanation will be provided.

The Directors have carefully considered all the resolutions proposed in the Notice of AGM and, in their opinion, consider them all to be in the best interests of shareholders as a whole. The Directors therefore recommend that shareholders vote in favour of each resolution.

By order of the Board

Invesco Asset Management Limited
Company Secretary

25 May 2017



Governance Statement of Directors' Responsibilities

in respect of the preparation
of the Annual Financial Report

The Directors are responsible for preparing the annual financial report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare financial statements in accordance with UK Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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

The Directors of the Company each confirm to the best of their knowledge, that:

- 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 profit of the Company taken as a whole; and
- this annual financial report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

The Directors consider that this annual financial report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

**Signed on behalf of the Board of
Directors**

Jim Pettigrew
Chairman

25 May 2017

Electronic Publication

The annual financial report is published on www.invescoperpetual.co.uk/edinburgh which is the Company's section of the Manager's website maintained by the Company's Manager. The work carried out by the auditor does not involve consideration of the maintenance and integrity of this website and accordingly, the auditor accepts no responsibility for any changes that have occurred to the financial statements since they were initially presented on the website. Visitors to the website need to be aware that legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Governance Directors' Remuneration Report

For the year ended
31 March 2017

This report has been prepared under the requirements of The Large and Medium-sized Companies and Group (Accounts and Reports) (Amendment) Regulations 2013 and in accordance with the Listing Rules of the Financial Conduct Authority. Ordinary resolutions for the approval of the Directors' Remuneration Policy (binding) and the Annual Statement and Report on Remuneration (advisory) will be put to shareholders at the Annual General Meeting.

The Company's auditor is required to audit certain of the disclosures provided in this Report. Where disclosures have been audited, they are indicated in this Report. The independent auditor's opinion is included on pages 44 to 46.

Remuneration Responsibilities

The Board has resolved that a remuneration committee is not appropriate for a company of this size and nature. Remuneration is therefore regarded as part of the Board's responsibilities to be addressed regularly. All Directors are non-executive and all participate in meetings of the Board at which Directors' remuneration is considered.

Directors' Remuneration Policy

The Directors' Remuneration Policy was approved by shareholders at the AGM on 14 July 2016 and became effective on that date.

The policy is that the remuneration of Directors: be fair and reasonable in relation to that of other investment trusts and to the time commitment and responsibilities undertaken; be reviewed relative to movements in the Retail Price Index; be sufficient to retain and motivate appointees, as well as ensure that candidates of a high calibre are recruited to the Board but not be more than necessary for the purpose; and take into consideration any committee memberships and chairmanship duties.

Fees for the Directors are determined by the Board within the limits stated in the Company's Articles of Association (Articles). The maximum currently is £250,000 in aggregate per annum.

Directors do not have service contracts. Directors are appointed under letters of appointment, copies of which are available for inspection at the registered office of the Company. Directors are entitled to be reimbursed for any reasonable expenses properly incurred by them in the performance of their duties. Directors are not eligible for bonuses, pension benefits, share options or other incentives or benefits. There are no agreements between the Company and its Directors concerning compensation for loss of office.

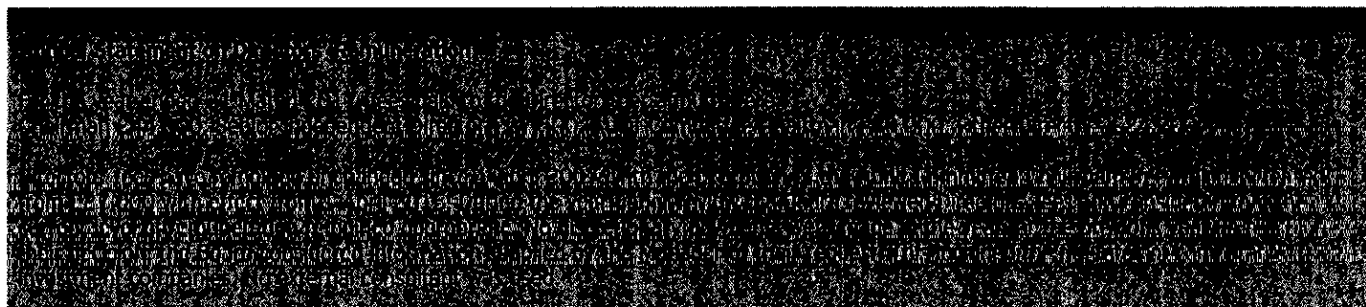
Notwithstanding the above, the Company's Articles also provide that additional discretionary payments can be made for services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director.

The level of Directors' remuneration is normally reviewed annually, although such review will not automatically result in any changes. This Directors' Remuneration Policy will apply to any new directors, who will be paid the appropriate fee based on the Directors' fees level in place at the date of appointment. The Board will consider, where raised, shareholders' views on Directors' remuneration.

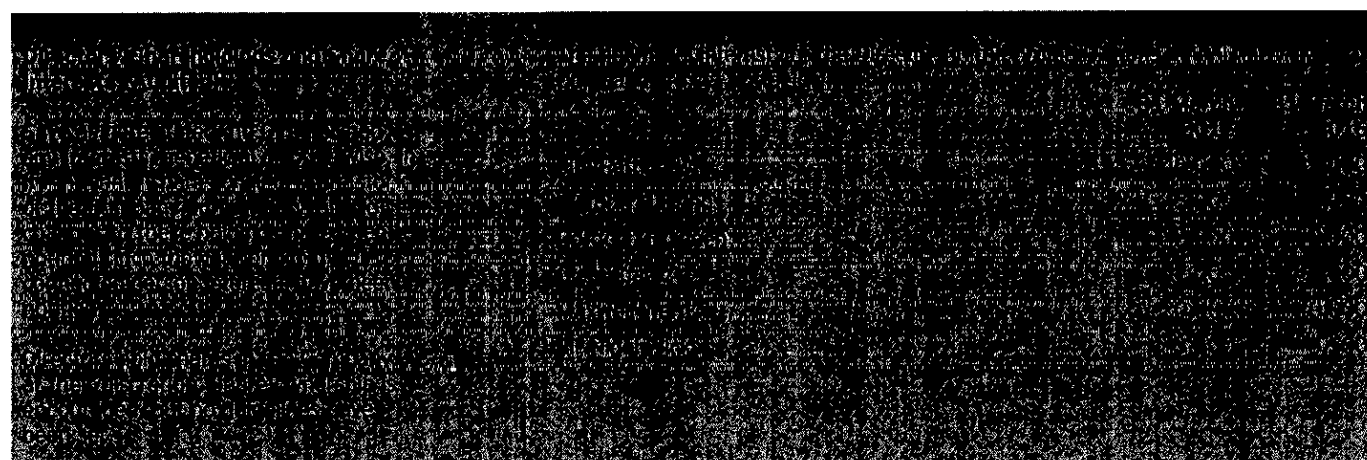
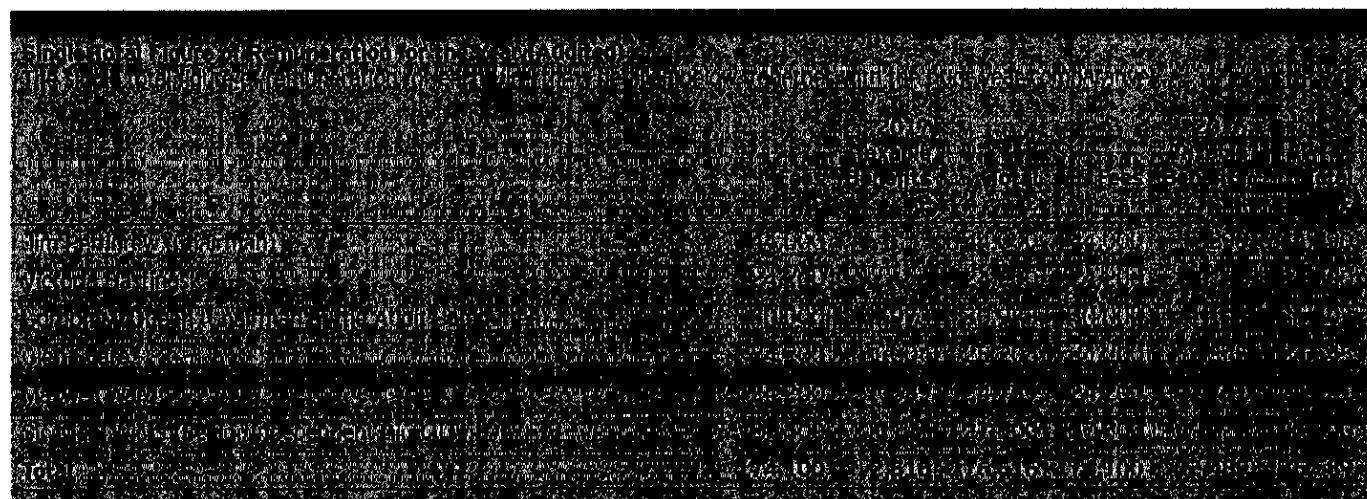
The Board may amend the level of remuneration paid to Directors within the parameters of the Directors' Remuneration Policy.

This Directors' Remuneration Policy is the same as that currently followed by the Board as disclosed in last year's Directors' Remuneration Report.

The Company has no employees and consequently has no policy on the remuneration of employees.



For the year ended
31 March 2017



Governance Directors' Remuneration Report

For the year ended
31 March 2017

Pay by director and by pension type			
The Board has approved the following remuneration arrangements for the year ended 31 March 2017			
	2015-16	2016-17	Change
Executive Director remuneration	£419,000	£421,000	£2,000
Non-executive Director remuneration	£17,000	£17,000	£0
Non-executive Director remuneration	£17,000	£17,000	£0

Approval

This Directors' Remuneration Report was approved by the Board of Directors on 25 May 2017.

Jim Pettigrew
Chairman

Signed on behalf of the Board of Directors

Summary of Directors' Remuneration			
The following table shows the remuneration of the Directors for the year ended 31 March 2017			
	2015-16	2016-17	Change
Executive Director remuneration	£419,000	£421,000	£2,000
Non-executive Director remuneration	£17,000	£17,000	£0
Non-executive Director remuneration	£17,000	£17,000	£0

Financial

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Financial Independent Auditor's Report

To the Members of
The Edinburgh Investment
Trust plc only

Overview

Materiality: financial statements as a whole

£17.4 million (2016: £15.7 million)
1% (2016: 1%) of Total Assets

Lower Materiality

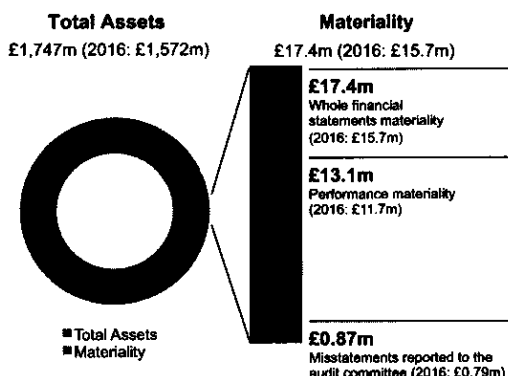
income from investments excluding
unrealised gains and losses, investment
management fees and finance cost of
borrowings

£1.86 million (2016: £1.77 million)
3% (2016: 3%) of income from investments

Risks of material misstatement vs 2016

Recurring risks

Carrying amount of quoted investments ◀▶



Opinions and conclusions arising from our audit

1. Our opinion on the financial statements is unmodified

We have audited the financial statements of The Edinburgh Investment Trust plc (the 'Company') for the year ended 31 March 2017 set out on pages 47 to 63. In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102: *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

2. Our assessment of risks of material misstatement

In arriving at our audit opinion above on the financial statements the risk of material misstatement that had the greatest effect on our audit is unchanged from 2016 and is as follows:

Carrying amount of Quoted Investments (£1,731 million (2016: £1,563 million))
Refer to page 26 (Audit Committee Report), page 49 (accounting policy) and notes 9 and 16 (financial disclosures).

- The risk: Low risk, high value

The Company's portfolio of quoted investments makes up 99% of the Company's total assets (by value) and is considered to be one of the key driver of results. We do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be the area which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.

- Our response: Our procedures included:

- **Control design:** Documenting and assessing the processes in place to record investment transactions and to value the portfolio;
- **Tests of detail:** Agreeing the valuation of 100% of the investments to externally quoted prices; and
- **Enquiry of custodians:** Agreeing 100% of the investment holdings to independently received third party confirmations from the investment custodian.

3. Our application of materiality and an overview of the scope of our audit

Materiality for the financial statements as a whole was set at £17.4 million (2016: £15.7 million) determined with reference to a benchmark of the Total Assets, of which, it represents 1% (2016: 1%).

In addition, we applied a materiality of £1.86 million (2016: £1.77 million) to income from investments, excluding unrealised gains and losses, investment management fees and finance cost of borrowings for which we believe misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the Company's members assessment of the financial performance of the Company.

We report to the Audit Committee any corrected and uncorrected identified misstatements exceeding £870,000 (2016: £790,000); any corrected or uncorrected identified misstatements exceeding £93,000 (2016: £79,000) to income from investments, excluding unrealised gains and losses, investment management fees and finance cost of borrowings; and, in addition, to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality levels specified above and was performed at the Bank of New York Mellon Limited based in London.

4. Our opinion on other matters prescribed by the Companies Act 2006 is unmodified

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the information given in the Corporate Governance Statement set out on page 24 with respect to internal control and risk management systems in relation to financial reporting processes and about share capital structures ("the specified Corporate Governance information") is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic Report, the Directors' Report and the Corporate Governance Statement:

- we have not identified material misstatements in the Strategic Report, the Directors' Report or the specified Corporate Governance information;
- in our opinion, the Strategic Report and the Directors' Report have been prepared in accordance with the Companies Act 2006; and
- in our opinion, the Corporate Governance Statement has been prepared in accordance with rules 7.2.3, 7.2.3, 7.2.5, 7.2.6 and 7.2.7 of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority.

5. We have nothing to report on the disclosures of principal risks

Based on the knowledge we acquired during our audit, we have nothing material to add or draw attention to in relation to:

- the Directors' statement of longer-term viability on page 16, concerning the principal risks, their management, and, based on that, the Directors' assessment and expectations of the Company's continuing in operation over the five years to 31 March 2022; or
- the disclosures in note 1 of the financial statements concerning the use of the going concern basis of accounting.

6. We have nothing to report in respect of the matters on which we are required to report by exception

Under International Standards of Auditing (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

In particular, we are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our audit and the Directors' statement that they consider that the annual financial report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy; or
- the Audit Committee Report does not appropriately address matters communicated by us to the Audit Committee.

Financial

For the year ended
31 March

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; or
- a Corporate Governance Statement has not been prepared by the Company.

Under the Listing Rules we are required to review:

- the Directors' statements, set out on pages 32 and 16 respectively in relation to going concern and longer-term viability; and
- the part of the Corporate Governance Statement on page 24 relating to the Company's compliance with the eleven provisions of the 2014 UK Corporate Governance Code specified for our review.

We have nothing to report in respect of the above responsibilities.

Scope and responsibilities

As explained more fully in the Statement of Directors' Responsibilities set out on page 37, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate. This report is made solely to the Company's members as a body and is subject to important explanations and disclaimers regarding our responsibilities, published on our website at www.kpmg.com/uk/auditscopeukco2014a, which are incorporated into this report as if set out in full and should be read to provide an understanding of the purpose of this report, the work we have undertaken and the basis of our opinions.



Catherine Burnet

Senior Statutory Auditor
for and on behalf of KPMG LLP,
Statutory Auditor
Chartered Accountants
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EG

25 May 2017

Profit and Loss

Profit and Loss Statement

Income

	Notes	Revenue £'000	2017 Capital £'000	Total £'000	Revenue £'000	2016 Capital £'000	Total £'000
Gains on investments	9(c)	-	147,966	147,966	-	19,056	19,056
Foreign exchange losses		-	(108)	(108)	-	(30)	(30)
Income	2	61,938	522	62,460	58,971	-	58,971
Investment management fee	3	(2,262)	(5,278)	(7,540)	(2,226)	(5,194)	(7,420)
Other expenses	4	(893)	(1)	(894)	(857)	(1)	(858)
Net return before finance costs and taxation		58,783	143,101	201,884	55,888	13,831	69,719
Finance costs	5	(2,773)	(6,473)	(9,246)	(2,689)	(6,275)	(8,964)
Return on ordinary activities before taxation		56,010	136,628	192,638	53,199	7,556	60,755
Tax on ordinary activities	6	(1,346)	-	(1,346)	(1,132)	-	(1,132)
Return on ordinary activities after taxation for the financial year		54,664	136,628	191,292	52,067	7,556	59,623
Return per ordinary share:							
Basic	7	27.9p	69.9p	97.8p	26.7p	3.8p	30.5p

The total column of this statement represents the Company's profit and loss account, prepared in accordance with accounting policies detailed in note 1 to the financial statements. The return on ordinary activities after taxation is the total comprehensive income and therefore no additional statement of comprehensive income is presented. The supplementary revenue and capital columns are presented for information purposes in accordance with the Statement of Recommended Practice issued by the Association of Investment Companies. All items in the above statement derive from continuing operations. No operations were acquired or discontinued in the year.

Reconciliation of Movements in Shareholders' Funds

	Notes	Share Capital £'000	Share Premium £'000	Capital Redemption Reserve £'000	Capital Reserve £'000	Revenue Reserve £'000	Total £'000
Balance at 31 March 2015		48,779	6,639	24,676	1,232,291	63,566	1,375,951
Net proceeds from issue of new shares		138	3,755	-	-	-	3,893
Dividends paid	8	-	-	-	-	(47,150)	(47,150)
Net return on ordinary activities		-	-	-	7,556	52,067	59,623
Balance at 31 March 2016		48,917	10,394	24,676	1,239,847	68,483	1,392,317
Dividends paid	8	-	-	-	-	(48,428)	(48,428)
Net return on ordinary activities		-	-	-	136,628	54,664	191,292
Balance at 31 March 2017		48,917	10,394	24,676	1,376,475	74,719	1,535,181

Balance Sheet

	Notes	2017 £'000	2016 £'000
Fixed assets			
Investments held at fair value through profit or loss	9(a)	1,731,265	1,563,534
Current assets			
Debtors	10	12,897	6,072
Cash and cash equivalents		3,230	1,981
		16,127	8,053
Creditors: amounts falling due within one year	11	(113,592)	(80,902)
Net current liabilities		(97,465)	(72,849)
Total assets less current liabilities		1,633,800	1,490,685
Creditors: amounts falling due after more than one year	12	(98,619)	(98,368)
Net assets		1,535,181	1,392,317
Capital and reserves			
Share capital	13	48,917	48,917
Share premium	14	10,394	10,394
Capital redemption reserve	14	24,676	24,676
Capital reserve	14	1,376,475	1,239,847
Revenue reserve	14	74,719	68,483
Shareholders' funds		1,535,181	1,392,317
Net asset value per ordinary share			
Basic	15	783.88p	710.74p

Abstract

1. *Journal of Management Studies*, 1997, 34, 1, 1-14.

1. The first step in the process of identifying a problem is to recognize that a problem exists. This is often done by comparing current performance with a desired state or goal. If there is a significant difference, a problem is identified.

[illegible]

1. The first step in the process of identifying a problem is to recognize that a problem exists. This involves gathering information about the situation and identifying the specific issue that needs to be addressed. Once the problem is identified, the next step is to define the problem in clear, concise terms. This involves stating the problem in a way that is specific and measurable, and identifying the goals that need to be achieved in order to solve the problem. The third step in the process is to generate potential solutions. This involves brainstorming ideas and considering different approaches to solving the problem. The fourth step is to evaluate the potential solutions and select the best one. This involves comparing the solutions based on their feasibility, effectiveness, and cost, and selecting the solution that is most likely to achieve the desired goals. The final step in the process is to implement the selected solution and monitor its progress. This involves putting the solution into action and tracking its performance over time, making adjustments as needed to ensure that the problem is solved.

1. The first step is to identify the problem. This involves understanding the current situation and the goals that need to be achieved.

Principles of Statistics

The first principle of statistics is that the data must be collected in a systematic and unbiased manner. This means that the sample should be representative of the population and that the data should be collected in a way that does not introduce any bias.

The second principle of statistics is that the data should be analyzed using appropriate statistical methods. This means that the methods should be chosen based on the type of data and the research question, and that the results should be interpreted in the context of the data.

The third principle of statistics is that the results should be reported in a clear and concise manner. This means that the results should be presented in a way that is easy to understand and that the conclusions should be based on the evidence.

The fourth principle of statistics is that the data should be stored and managed in a secure and accessible manner. This means that the data should be kept in a secure location and that it should be accessible to those who need it for their research.

The fifth principle of statistics is that the data should be shared with the research community. This means that the data should be made available to other researchers who may be interested in using it for their own research.

The sixth principle of statistics is that the data should be used to inform policy and practice. This means that the results of the research should be used to inform decisions about how to improve the quality of life for the population.

The seventh principle of statistics is that the data should be used to inform the development of new theories and models. This means that the results of the research should be used to develop new theories and models that can be used to explain the data.

The eighth principle of statistics is that the data should be used to inform the development of new technologies. This means that the results of the research should be used to develop new technologies that can be used to improve the quality of life for the population.

The ninth principle of statistics is that the data should be used to inform the development of new policies. This means that the results of the research should be used to develop new policies that can be used to improve the quality of life for the population.

The tenth principle of statistics is that the data should be used to inform the development of new laws. This means that the results of the research should be used to develop new laws that can be used to improve the quality of life for the population.

The eleventh principle of statistics is that the data should be used to inform the development of new standards. This means that the results of the research should be used to develop new standards that can be used to improve the quality of life for the population.

The twelfth principle of statistics is that the data should be used to inform the development of new guidelines. This means that the results of the research should be used to develop new guidelines that can be used to improve the quality of life for the population.

The thirteenth principle of statistics is that the data should be used to inform the development of new best practices. This means that the results of the research should be used to develop new best practices that can be used to improve the quality of life for the population.

2. Income

This note shows the income generated from the portfolio (investment assets) of the Company and income received from any other source.

	2017 £'000	2016 £'000
Income from listed investments		
UK dividends		
- Ordinary dividends	48,237	40,163
- Special dividends	1,784	5,039
Overseas dividends		
- Ordinary dividends	10,205	9,610
- Special dividends	-	1,744
Scrip dividends	-	1,514
Unfranked investment income	1,707	737
Income from money market funds	4	7
	61,937	58,814
Other income		
Deposit interest	1	2
Underwriting commission	-	155
Total Income	61,938	58,971

Special dividends of £522,000 were recognised in capital during the year (2016: £nil).

3. Investment Management Fee

This note shows the fee due to the Manager. This is calculated and paid monthly.

	Revenue £'000	2017 Capital £'000	Total £'000	Revenue £'000	2016 Capital £'000	Total £'000
Investment management fee	2,262	5,278	7,540	2,226	5,194	7,420

Details of the investment management agreement are disclosed on page 33 in the Directors' Report. At 31 March 2017 investment management fees of £640,000 (2016: £596,000) were accrued.

4. Other Expenses

The other expenses of the Company are presented below; those paid to the Directors and the auditor are separately identified.

	Revenue £'000	2017 Capital £'000	Total £'000	Revenue £'000	2016 Capital £'000	Total £'000
Other expenses	893	1	894	857	1	858
Other expenses include the following:						
Directors' remuneration	177	-	177	177	-	177
Fees payable to the Company's auditor in relation to:						
- the audit of the Company's annual accounts (including expenses)	22	-	22	21	-	21
- audit related assurance services	7	-	7	7	-	7

Further information on Directors' remuneration can be found in the Directors Remuneration Report. Included within other expenses is £17,000 (2016: £17,000) of employer's National Insurance payable on Directors' remuneration. As at 31 March 2017, the amount outstanding on Director's remuneration and employer's National Insurance was £17,620 (2016: £19,080).

Fees payable to the Company's auditor for audit related assurance services are for their review in connection with the half-yearly financial statements and the annual certificate to the trustee of the debenture stock, which are recognised in revenue. Fees payable to the Company's auditor are shown excluding VAT, which is included in other expenses.

5. Finance costs

Finance costs arise on any borrowing facilities the Company has used. Borrowing facilities are the £100 million debenture stock and a £150 million bank revolving credit facility.

	Revenue £'000	2017 Capital £'000	Total £'000	Revenue £'000	2016 Capital £'000	Total £'000
Interest payable on borrowings repayable not by instalments:						
- interest on bank facility	373	872	1,245	289	674	963
- debenture stock repayable after 5 years	2,325	5,425	7,750	2,325	5,425	7,750
Amortised debenture stock discount and issue costs	75	176	251	75	176	251
	2,773	6,473	9,246	2,689	6,275	8,964

6. Tax on Ordinary Activities

As an investment trust the Company pays no tax on capital gains. As the Company invests principally in UK equities, it has little overseas tax and the overseas tax charge is the result of withholding tax deducted at source. This note also clarifies the basis for the Company to having no deferred tax asset or liability.

(a) Tax charge

	2017 £'000	2016 £'000
Overseas tax	1,346	1,132

(b) Reconciliation of tax charge

	2017 £'000	2016 £'000
Total return on ordinary activities before taxation	192,638	60,755
UK Corporation Tax rate of 20% (2016: 20%)	38,527	12,151
Effect of:		
- non-taxable gains on investments	(29,593)	(3,811)
- non-taxable losses on foreign exchange movements	22	6
- non-taxable UK dividends and scrip dividends	(9,135)	(7,978)
- non-taxable overseas dividends	(2,020)	(1,922)
- non-taxable special dividends	(461)	(1,357)
- expenses and finance costs in excess of taxable income for the year carried forward	2,660	2,911
- overseas tax	1,346	1,132
Tax charge for the year	1,346	1,132

(c) Deferred tax

Owing to the Company's status as an investment company, and the Directors' intention that it continues to meet the conditions required to maintain that approval in the foreseeable future, no deferred tax has been provided on any capital gains and losses arising on the revaluation or disposal of investments.

(d) Factors that may affect future tax changes

The Company has surplus management expenses and losses on loan relationships of £436,223,000 (2016: £422,942,000) that are available to offset future taxable revenue. A deferred tax asset of £74,158,000 (2016: £76,130,000), measured at the prospective corporation tax rate of 17% (2016: 18%), has not been recognised in respect of these expenses since the Directors believe that there will be no taxable profits in the future against which the deferred tax assets can be offset.

8. Dividends on Ordinary Shares

Dividends represent the distribution of income to shareholders. The Company pays four dividends a year - three interims and one final dividend.

Dividends paid and recognised in the year:	2017		2016	
	pence	£'000	pence	£'000
- third interim paid in respect of previous year	5.20	10,175	5.15	10,049
- final paid in respect of previous year	8.75	17,121	8.60	16,780
- first interim paid	5.40	10,566	5.20	10,146
- second interim paid	5.40	10,566	5.20	10,175
	24.75	48,428	24.15	47,150

Dividends on shares payable in respect of the year:	2017		2016	
	pence	£'000	pence	£'000
- first interim	5.40	10,566	5.20	10,146
- second interim	5.40	10,566	5.20	10,175
- third interim	5.40	10,566	5.20	10,175
- proposed final	9.15	17,904	8.75	17,121
	25.35	49,602	24.35	47,617

The proposed final dividend is subject to approval by ordinary shareholders at the AGM.

9. Investments

The portfolio comprises investments which are principally listed or traded on a regulated stock exchange or AIM. A very small proportion of investments are valued by the Directors as they are unlisted or not regularly traded.

Gains and losses are either:

- realised, usually arising when investments are sold; or
- unrealised, being the difference from cost on those investments still held at the year end.

(a) Analysis of investments by listing status

	2017 £'000	2016 £'000
- investments listed on a regulated stock exchange	1,687,525	1,508,324
- AIM quoted investments	43,344	54,455
- unlisted or not regularly traded investments at Directors' valuation	396	755
	1,731,265	1,563,534

(b) Analysis of investments gains

	2017 £'000	2016 £'000
Opening valuation	1,563,534	1,512,631
Movements in year:		
- purchases at cost	188,021	227,320
- sales - proceeds	(168,256)	(195,473)
- sales - net realised gains	74,684	64,971
Movement in investment holding gains	73,282	(45,915)
Closing valuation	1,731,265	1,563,534
Closing book cost	1,269,624	1,175,175
Closing investment holding gains	461,641	388,359
Closing valuation	1,731,265	1,563,534

There were no purchases or sales of unlisted investments during the year (2016: £nil).

(c) Gains on investments

	2017 £'000	2016 £'000
<i>Realised gains on sales</i>	74,684	64,971
Movement in investment holding gains	73,282	(45,915)
Gains on Investments	147,966	19,056

(d) Transaction costs

Transaction costs on purchases of £1,026,000 (2016: £1,195,000) and on sales of £314,000 (2016: £274,000) are included within gains and losses on investments.

(e) Significant holdings

At 31 March 2017 the Company had holdings of 3% or more of the number in issue of the following investments:

Name of Undertaking	Country of Incorporation	Instrument	% held
Hadrians Wall Secured Investments	Guernsey	Ordinary shares	5.0
Honeycomb Investment Trust	England & Wales	Ordinary shares	5.0
GAME Digital	England & Wales	Ordinary shares	4.9
Zegona Communications	England & Wales	Ordinary shares	4.9
NewRiver REIT	England & Wales	Ordinary shares	4.6
Barclays Bank	England & Wales	Nuclear Power Notes 28 February 2019	4.4
Secure Trust Bank	England & Wales	Ordinary shares	4.1

Financial Notes to the financial statements

10. Debtors

Debtors are amounts which are due to the Company, such as monies due from brokers for investments sold and income which has been earned (accrued) but not yet received.

	2017 £'000	2016 £'000
Amounts due from brokers	7,252	-
Prepayments and accrued income	4,159	4,491
Tax recoverable	1,486	1,581
	12,897	6,072

11. Creditors: amounts falling due within one year

Creditors are amounts which must be paid by the Company and are split between those payable within 12 months of the balance sheet date and those payable after that time. The main creditors are the debenture and bank borrowings. The other creditors include any amounts due to brokers for the purchase of investments or amounts owed to suppliers (accruals) such as the Manager and auditor.

	2017 £'000	2016 £'000
Amounts due to brokers	3,004	24
Bank facility	109,700	80,000
Accruals	888	878
	113,592	80,902

The Company has a 364 day committed revolving credit facility (the 'facility') of £150 million (2016: £150 million) with the lender, The Bank of New York Mellon. The facility is due for renewal on 21 June 2017. Interest is payable at 0.70% over LIBOR with a commitment fee for undrawn amounts. Under the facility's covenants, the Company's total indebtedness must not exceed 25% of total assets and total assets must not be less than £700 million (2016: £700 million).

12. Creditors: amounts falling due after more than one year

These creditors are amounts that must be paid, as shown by note 11, but are due more than one year after the balance sheet date.

	2017 £'000	2016 £'000
Debenture Stock 7¾% redeemable 30 September 2022	100,000	100,000
Unamortised discount and issue expenses on debenture stock	(1,381)	(1,632)
	98,619	98,368

The debenture is secured by a floating charge on the Company, under which borrowing must not exceed a sum equal to the Adjusted Total of Capital and Reserves. The interest on the 7¾% debenture is payable in half-yearly instalments, in March and September, each year.

The effect on the net asset value of deducting the debenture stock at market value, rather than at par, is disclosed in note 15.

13. Share Capital

Share capital represents the total number of shares in issue, on which dividends accrue.

	2017 number	£'000	2016 number	£'000
Allotted 25p ordinary shares:				
Brought forward	195,666,734	48,917	195,116,734	48,779
Issue of new shares	-	-	550,000	138
Carried forward	195,666,734	48,917	195,666,734	48,917

No shares have been issued or bought back subsequent to the year end.

The Directors' Report on page 34 sets out the Company's share capital structure, restrictions and voting rights.

15. Net Asset Value per Ordinary Share

The Company's total net assets (total assets less total liabilities) are often termed shareholders' funds and are converted into NAV per ordinary share by dividing by the number of shares in issue.

The NAV - debt at par is the NAV with the value of the £100 million debenture (the debt) at its nominal (equivalent to the par) value of £100 million. The NAV - debt at market value reflects the debenture stock at the value that a third party would be prepared to pay for the debt, and this amount fluctuates owing to various factors including changes in interest rates and the remaining life of the debt. The number of ordinary shares in issue at the year end was 195,666,734 (2016: 195,666,734).

(a) NAV - debt at par

The shareholders' funds in the balance sheet are accounted for in accordance with accounting standards; however, this does not reflect the rights of shareholders on a return of assets under the Articles of Association. These rights are reflected in the net assets with debt at par and the corresponding NAV per share. A reconciliation between the two sets of figures follows:

	2017 NAV per share pence	Shareholders' funds £'000	2016 NAV per share pence	Shareholders' funds £'000
Shareholders' funds	784.59	1,535,181	711.58	1,392,317
Less:				
Unamortised discount and expenses arising from debenture issue	(0.71)	(1,381)	(0.84)	(1,632)
NAV - debt at par	783.88	1,533,800	710.74	1,390,685

(b) NAV - debt at market value

The market value of the debenture stock is determined by reference to the daily closing price, and is subject to review against various data providers to ensure consistency between data providers and against the reference gilt.

The net asset value per share adjusted to include the debenture stock at market value rather than at par is as follows:

	2017 NAV per share pence	Shareholders' funds £'000	2016 NAV per share pence	Shareholders' funds £'000
NAV - debt at par	783.88	1,533,800	710.74	1,390,685
Debenture stock - debt at par	51.11	100,000	51.11	100,000
- debt at market value	(66.18)	(129,490)	(66.55)	(130,208)
NAV - debt at market value	768.81	1,504,310	695.30	1,360,477

	2017		2016	
	USD £'000	CHF £'000	USD £'000	CHF £'000
Foreign currency exposure on net monetary items	1,312	1,169	1,119	1,115
Investments at fair value through profit or loss that are equities	184,163	86,075	152,475	74,917
Total net foreign currency exposure	185,475	87,244	153,594	76,032

Financial Notes to the Financial Statements

1.1.1. Interest rates

The Group's exposure to interest rate risk arises from its financial assets and liabilities, which are primarily denominated in British pounds sterling. The Group's exposure to interest rate risk is managed through the use of interest rate derivatives, which are used to hedge the Group's exposure to interest rate risk.

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	Within one year £'000	2017 More than five years £'000	Total £'000	Within one year £'000	2016 More than five years £'000	Total £'000
Exposure to floating interest rates:						
Cash and cash equivalents	3,230	-	3,230	1,981	-	1,981
Bank facility	(109,700)	-	(109,700)	(80,000)	-	(80,000)
Exposure to fixed interest rates:						
Debt, excluding unamortised discount and issue expenses	-	(100,000)	(100,000)	-	(100,000)	(100,000)
Total exposure to interest rates	(106,470)	(100,000)	(206,470)	(78,019)	(100,000)	(178,019)

10. CAPITAL RISK

Equity and debt financing of the Group's operations, including investments, is the primary source of funding for the Group's activities. The Group's capital structure is subject to change as a result of the Group's operational performance, its financial results and its investment activities. The Group's capital structure is as follows:

10.1 Capital structure

The following table shows the maturity profiles of the financial liabilities of the Group as at 31 December 2017 and 2016. The maturity profiles of the financial liabilities of the Group are as follows:

	three months or less £'000	More than three months but less than one year £'000	More than one year £'000	Total £'000
2017				
Debenture stock	-	-	100,000	100,000
Bank facility	109,700	-	-	109,700
Interest on debenture stock	-	7,750	34,875	42,625
Amounts due to brokers	3,004	-	-	3,004
Accruals	888	-	-	888
	113,592	7,750	134,875	256,217

	three months or less £'000	More than three months but less than one year £'000	More than one year £'000	Total £'000
2016				
Debenture stock	-	-	100,000	100,000
Bank facility	80,000	-	-	80,000
Interest on debenture stock	-	7,750	42,625	50,375
Amounts due to brokers	24	-	-	24
Accruals	878	-	-	878
	80,902	7,750	142,625	231,277

1970-1971 1972-1973 1974-1975 1976-1977 1978-1979 1980-1981 1982-1983 1984-1985 1986-1987 1988-1989 1990-1991 1992-1993 1994-1995 1996-1997 1998-1999 2000-2001 2002-2003 2004-2005 2006-2007 2008-2009 2010-2011 2012-2013 2014-2015 2016-2017 2018-2019 2020-2021 2022-2023 2024-2025 2026-2027 2028-2029 2030-2031 2032-2033 2034-2035 2036-2037 2038-2039 2040-2041 2042-2043 2044-2045 2046-2047 2048-2049 2050-2051 2052-2053 2054-2055 2056-2057 2058-2059 2060-2061 2062-2063 2064-2065 2066-2067 2068-2069 2070-2071 2072-2073 2074-2075 2076-2077 2078-2079 2080-2081 2082-2083 2084-2085 2086-2087 2088-2089 2090-2091 2092-2093 2094-2095 2096-2097 2098-2099 2100-2101 2102-2103 2104-2105 2106-2107 2108-2109 2110-2111 2112-2113 2114-2115 2116-2117 2118-2119 2120-2121 2122-2123 2124-2125 2126-2127 2128-2129 2130-2131 2132-2133 2134-2135 2136-2137 2138-2139 2140-2141 2142-2143 2144-2145 2146-2147 2148-2149 2150-2151 2152-2153 2154-2155 2156-2157 2158-2159 2160-2161 2162-2163 2164-2165 2166-2167 2168-2169 2170-2171 2172-2173 2174-2175 2176-2177 2178-2179 2180-2181 2182-2183 2184-2185 2186-2187 2188-2189 2190-2191 2192-2193 2194-2195 2196-2197 2198-2199 2200-2201 2202-2203 2204-2205 2206-2207 2208-2209 2210-2211 2212-2213 2214-2215 2216-2217 2218-2219 2220-2221 2222-2223 2224-2225 2226-2227 2228-2229 2230-2231 2232-2233 2234-2235 2236-2237 2238-2239 2240-2241 2242-2243 2244-2245 2246-2247 2248-2249 2250-2251 2252-2253 2254-2255 2256-2257 2258-2259 2260-2261 2262-2263 2264-2265 2266-2267 2268-2269 2270-2271 2272-2273 2274-2275 2276-2277 2278-2279 2280-2281 2282-2283 2284-2285 2286-2287 2288-2289 2290-2291 2292-2293 2294-2295 2296-2297 2298-2299 2300-2301 2302-2303 2304-2305 2306-2307 2308-2309 2310-2311 2312-2313 2314-2315 2316-2317 2318-2319 2320-2321 2322-2323 2324-2325 2326-2327 2328-2329 2330-2331 2332-2333 2334-2335 2336-2337 2338-2339 2340-2341 2342-2343 2344-2345 2346-2347 2348-2349 2350-2351 2352-2353 2354-2355 2356-2357 2358-2359 2360-2361 2362-2363 2364-2365 2366-2367 2368-2369 2370-2371 2372-2373 2374-2375 2376-2377 2378-2379 2380-2381 2382-2383 2384-2385 2386-2387 2388-2389 2390-2391 2392-2393 2394-2395 2396-2397 2398-2399 2400-2401 2402-2403 2404-2405 2406-2407 2408-2409 2410-2411 2412-2413 2414-2415 2416-2417 2418-2419 2420-2421 2422-2423 2424-2425 2426-2427 2428-2429 2430-2431 2432-2433 2434-2435 2436-2437 2438-2439 2440-2441 2442-2443 2444-2445 2446-2447 2448-2449 2450-2451 2452-2453 2454-2455 2456-2457 2458-2459 2460-2461 2462-2463 2464-2465 2466-2467 2468-2469 2470-2471 2472-2473 2474-2475 2476-2477 2478-2479 2480-2481 2482-2483 2484-2485 2486-2487 2488-2489 2490-2491 2492-2493 2494-2495 2496-2497 2498-2499 2500-2501 2502-2503 2504-2505 2506-2507 2508-2509 2510-2511 2512-2513 2514-2515 2516-2517 2518-2519 2520-2521 2522-2523 2524-2525 2526-2527 2528-2529 2530-2531 2532-2533 2534-2535 2536-2537 2538-2539 2540-2541 2542-2543 2544-2545 2546-2547 2548-2549 2550-2551 2552-2553 2554-2555 2556-2557 2558-2559 2560-2561 2562-2563 2564-2565 2566-2567 2568-2569 2570-2571 2572-2573 2574-2575 2576-2577 2578-2579 2580-2581 2582-2583 2584-2585 2586-2587 2588-2589 2590-2591 2592-2593 2594-2595 2596-2597 2598-2599 2600-2601 2602-2603 2604-2605 2606-2607 2608-2609 2610-2611 2612-2613 2614-2615 2616-2617 2618-2619 2620-2621 2622-2623 2624-2625 2626-2627 2628-2629 2630-2631 2632-2633 2634-2635 2636-2637 2638-2639 2640-2641 2642-2643 2644-2645 2646-2647 2648-2649 2650-2651 2652-2653 2654-2655 2656-2657 2658-2659 2660-2661 2662-2663 2664-2665 2666-2667 2668-2669 2670-2671 2672-2673 2674-2675 2676-2677 2678-2679 2680-2681 2682-2683 2684-2685 2686-2687 2688-2689 2690-2691 2692-2693 2694-2695 2696-2697 2698-2699 2700-2701 2702-2703 2704-2705 2706-2707 2708-2709 2710-2711 2712-2713 2714-2715 2716-2717 2718-2719 2720-2721 2722-2723 2724-2725 2726-2727 2728-2729 2730-2731 2732-2733 2734-2735 2736-2737 2738-2739 2740-2741 2742-2743 2744-2745 2746-2747 2748-2749 2750-2751 2752-2753 2754-2755 2756-2757 2758-2759 2760-2761 2762-2763 2764-2765 2766-2767 2768-2769 2770-2771 2772-2773 2774-2775 2776-2777 2778-2779 2780-2781 2782-2783 2784-2785 2786-2787 2788

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1. **Identify the problem.** The first step in the problem-solving process is to identify the problem. This involves understanding the situation, gathering information, and defining the problem clearly.

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These findings indicate that the effects of the intervention on the health of the population are not only significant but also sustainable. The results of the study suggest that the intervention has a positive impact on the health of the population, and this impact is maintained over time. The findings also suggest that the intervention has a positive impact on the health of the population, and this impact is maintained over time. The findings also suggest that the intervention has a positive impact on the health of the population, and this impact is maintained over time.

	2017			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets designated at fair value through profit or loss				
Quoted investments:				
Equities	1,730,835	-	-	1,730,835
Other securities	-	34	-	34
Unquoted investments	-	-	396	396
Total for financial assets	1,730,835	34	396	1,731,265
	2016			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets designated at fair value through profit or loss				
Quoted investments:				
Equities	1,562,779	-	-	1,562,779
Other securities	-	120	-	120
Unquoted investments	-	-	635	635
Total for financial assets	1,562,779	120	635	1,563,534

[illegible]

	2017		2016	
	Book Value £'000	Fair Value £'000	Book Value £'000	Fair Value £'000
Debtenture stock repayable in more than five years:				
7½% Debtenture Stock 2022	100,000	129,490	100,000	130,208
Discount on issue of debtenture stock	(1,381)	-	(1,632)	-
	98,619	129,490	98,368	130,208

[illegible]

18 Capital Management

The Board of Directors is responsible for the overall management of the Company's capital structure and for ensuring that the Company maintains an adequate level of capital resources to support its operations and growth.

The Board of Directors has established a Capital Management Policy which sets forth the Company's objectives for capital structure, capital resources, and the management of its capital. The Board of Directors also monitors the Company's capital structure and capital resources on an ongoing basis.

The Board of Directors has also established a policy regarding the Company's dividend policy. The Board of Directors has determined that the Company's dividend policy should be based on the Company's financial condition and its ability to pay dividends.

The Board of Directors has also established a policy regarding the Company's debt management. The Board of Directors has determined that the Company's debt management should be based on the Company's financial condition and its ability to service its debt.

The Board of Directors has also established a policy regarding the Company's equity management. The Board of Directors has determined that the Company's equity management should be based on the Company's financial condition and its ability to raise capital. The Board of Directors has also established a policy regarding the Company's share repurchase program.

19 Environmental, Social and Governance

The Board of Directors is responsible for the overall management of the Company's environmental, social and governance (ESG) matters. The Board of Directors has established a policy regarding the Company's ESG matters.

The Board of Directors has also established a policy regarding the Company's climate change matters. The Board of Directors has determined that the Company's climate change matters should be based on the Company's financial condition and its ability to manage climate change risks.

20 Directors' and Officers' Compensation

The Board of Directors is responsible for the overall management of the Company's directors' and officers' compensation. The Board of Directors has established a policy regarding the Company's directors' and officers' compensation.

The Board of Directors has also established a policy regarding the Company's executive compensation. The Board of Directors has determined that the Company's executive compensation should be based on the Company's financial condition and its ability to attract and retain executive talent.

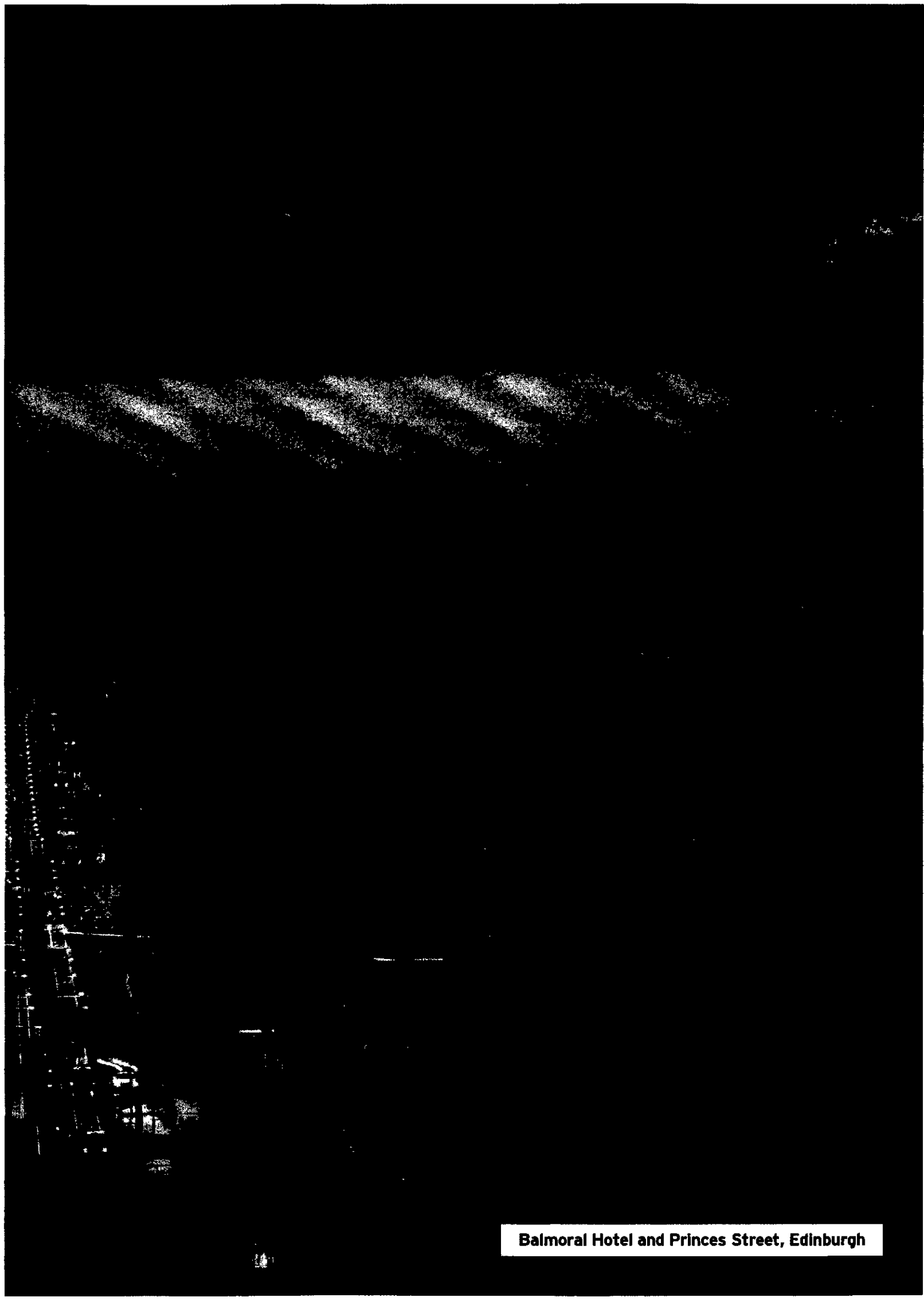
21 Non-Executive Director Compensation

The Board of Directors is responsible for the overall management of the Company's non-executive director compensation. The Board of Directors has established a policy regarding the Company's non-executive director compensation.

The Board of Directors has also established a policy regarding the Company's non-executive director compensation. The Board of Directors has determined that the Company's non-executive director compensation should be based on the Company's financial condition and its ability to attract and retain non-executive director talent.

Other Information for Shareholders

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Providers
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- 72 Alternative Investment Fund
Managers Directive Disclosure



Balmoral Hotel and Princes Street, Edinburgh

Other Information for Shareholders Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in The Edinburgh Investment Trust plc, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice Of Annual General Meeting

Notice is hereby given that the one hundred and twenty eighth Annual General Meeting of The Edinburgh Investment Trust plc will be held at The Merchants' Hall, 22 Hanover Street, Edinburgh EH2 2EP on 20 July 2017 at 11 am, for the following purposes:

Ordinary Business

1. To receive and consider the Annual Financial Report for the year ended 31 March 2017;
2. To approve the Directors' Remuneration Policy;
3. To approve the Annual Statement and Report on Remuneration for the year ended 31 March 2017;
4. To declare a final dividend on the ordinary shares;
5. To re-elect Jim Pettigrew as a Director of the Company;
6. To re-elect Gordon McQueen as a Director of the Company;
7. To re-elect Maxwell Ward as a Director of the Company;
8. To re-elect Victoria Hastings as a Director of the Company;
9. To re-elect Glen Suarez as a Director of the Company;
10. To re-elect Sir Nigel Wicks as a Director of the Company;
11. To reappoint KPMG LLP as auditor of the Company; and
12. To authorise the Audit Committee to determine the remuneration of the auditor.

Biographies of Directors seeking re-election are shown on page 22 of the annual financial report.

Special Business

To consider and, if thought fit, to pass the following resolutions of which 13 will be proposed as an Ordinary Resolution and resolutions 14, 15 and 16 as Special Resolutions:

13. THAT

in substitution for any existing authority under section 551 of the Companies Act 2006 (the 'Act') but without prejudice to the exercise of any such authority prior to the date of this resolution the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Act as amended from time to time prior to the date of the passing of this resolution, to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares up to an aggregate nominal amount

(within the meaning of sections 551(3) and (6) of the Act) of £4,891,668, this being 10% of the Company's issued ordinary share capital as at 25 May 2017, such authority to expire at the conclusion of the next Annual General Meeting of the Company or the date fifteen months after the passing of this resolution, whichever is the earlier unless the authority is renewed or revoked at any other general meeting prior to such time, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require shares to be allotted, or rights to be granted, after such expiry as if the authority conferred by this resolution had not expired.

14. That:

subject to the passing of resolution number 13 set out in the notice of this meeting (the 'Section 551 Resolution') and in substitution for any existing authority under sections 570 and 573 of the Companies Act 2006 (the 'Act') but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors be and are hereby empowered, in accordance with sections 570 and 573 of the Act as amended from time to time prior to the date of the passing of this resolution to allot equity securities (within the meaning of section 560(1), (2) and (3) of the Act) for cash, either pursuant to the authority given by the Section 551 Resolution or (if such allotment constitutes the sale of relevant shares which, immediately before the sale, were held by the Company as treasury shares) otherwise, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of all holders of a class of equity securities where the equity securities attributable respectively to the interests of all holders of securities of such class are either proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal, regulatory or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise); and
- (b) to the allotment (otherwise than pursuant to a rights issue) of equity securities up to an aggregate nominal amount of £4,891,668, this being 10% of the Company's issued ordinary share capital as at 25 May 2017

and this power shall expire at the conclusion of the next Annual General Meeting of the Company or the date fifteen months after the passing of this resolution, whichever is the earlier, unless the authority is renewed or revoked at any other general meeting prior to such time, but so that this power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry as if the power conferred by this resolution had not expired; and so that words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this resolution.

15. That:

the Company be generally and subject as hereinafter appears unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of section 693(4) of the Act) of the issued ordinary shares of 25p each in the capital of the Company ('Shares')

Provided always that:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 29,330,443 ordinary shares (being 14.99% of the issued ordinary share capital of the Company as at 25 May 2017);
- (b) the minimum price which may be paid for a Share shall be 25p;
- (c) the maximum price which may be paid for a Share shall be an amount equal to 105% of the average of the middle market quotations for a Share taken from and calculated by reference to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is purchased;
- (d) any purchase of Shares will be made in the market for cash at prices below the prevailing net asset value per Share (as determined by the Directors);
- (e) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or the date fifteen months after the passing of this resolution, whichever is the earlier, unless the authority is renewed or revoked at any other general meeting prior to such time;
- (f) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract; and
- (g) any shares so purchased shall be cancelled, or, if the Directors so determine and subject to the provisions of section 724 to 731 of the Companies Act 2006 and any applicable regulations of the United Kingdom Listing Authority, be held (or otherwise dealt with in accordance with section 727 or 729 of the Companies Act 2006) as treasury shares.

16. That:

the period of notice required for general meetings of the Company (other than AGMs) shall be not less than 14 days.

For an explanation of all Special Business please refer to pages 35 and 36 of the Directors' Report.

By order of the Board

Invesco Asset Management Limited
Company Secretary

Dated this 25th May 2017

Following the Annual General Meeting, shareholders will have the opportunity to meet the Board and representatives from the Manager informally. Refreshments will be served.

Notes

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his stead. Where more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to a different share or shares. A proxy need not be a member of the Company. In order to be valid an appointment of proxy must be returned by one of the following methods:
 - via Capita Registrar's website www.signalshares.com; or
 - in hard copy form by post, by courier or by hand to the Company's Registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below

and in each case, to be received by the Company not less than 48 hours before the time of the meeting. Any amended proxy appointment must be received by this time.

2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this document. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any changes of instructions to proxies through CREST should be communicated to the appointee through other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s), such action as

Other Information for the Shareholders

Notice of Annual General Meeting

shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.

3. A form of appointment of proxy is enclosed. Appointment of a proxy (whether by completion of a form of appointment of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction) does not prevent a member from attending and voting at this meeting.

To be effective, the form of appointment of proxy, duly completed and executed, together with any power of attorney or other authority under which it is signed (or a notarially certified copy thereof) must be lodged at the office of the Company's Registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 11 am on 18 July 2017.

4. A person entered on the Register of Members at close of business on 18 July 2017 (a 'member') is entitled to attend and vote at the Meeting pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001. Any changes to the Register of Members after such time and date shall be disregarded in determining the rights of any person to attend and/or vote at the Meeting. If the Meeting is adjourned, entitlement to attend and vote at the adjourned meeting, and the number of votes which may be cast thereat, will be determined by reference to the Company's register of members 48 hours before the time fixed for the adjourned meeting.

5. The Terms of Reference of the Audit, Management Engagement and Nominations Committees and the Letters of Appointment for Directors will be available for inspection at the Company's AGM.

6. A copy of the Articles of Association is available for inspection at the Registered Office of the Company during normal business hours on any business day (excluding public holidays) until the close of the AGM and will also be available at the AGM for at least 15 minutes prior and during the meeting.

7. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the shareholder as to the exercise of voting rights.

The statement of the above rights of the shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

9. Any member attending the AGM has the right to ask questions. Under section 319A of the Companies Act 2006 the Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (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 AGM that the question be answered.

10. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

11. As at 25 May 2017 (being the last practicable day prior to the publication of this Notice) the Company's issued share capital consists of 195,666,734 ordinary shares of 25p each carrying one vote each. Therefore, the total voting rights in the Company as at that date are 195,666,734.

12. A copy of this notice (which is at the back of the annual financial report), and other information required by section 311A of the Companies Act 2006, can be found at www.invescopetpetual.co.uk/edinburgh.

13. Shareholders should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) 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 AGM for the financial year beginning on 1 April 2016; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 April 2016 ceasing to hold office since the previous meeting at which the annual financial report was laid in accordance with section 437 of the Companies Act 2006 (in each case) that the members propose to raise at the relevant AGM.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Other Information for the Shareholders

Shareholder Information

The Company's Incorporation

The Edinburgh Investment Trust was incorporated on 1 March 1889.

How to Invest in The Edinburgh Investment Trust plc (The Company)

The Company's shares are quoted on the London Stock Exchange. There are a variety of ways by which investors can buy the shares. In addition to the Manager's in-house schemes listed below, shares may be purchased through discretionary wealth managers, banks, independent financial advisers and via a large number of execution-only trading platforms. The Manager's website contains a list of some of the larger dealing platforms as well as a link to unbiased.co.uk, for those seeking financial advice, and to the AIC's website for detailed information on investment trusts.

Share Price

The price of your ordinary shares can be found in the Financial Times, Daily Telegraph and The Times.

In addition, share price information can be found using the EDIN ticker code and on the Company's section of the Manager's website of www.invescopetual.co.uk/edinburgh.

NAV Publication

The NAV of the Company's ordinary shares is calculated by the Manager on a daily basis and is notified to the Stock Exchange on the next business day. It is published daily in the newspapers detailed above.

Manager's Website

Information relating to the Company can be found on the Company's section of

the Manager's website, which is located at www.invescopetual.co.uk/edinburgh.

The contents of websites referred to in this document, or accessible from links within those websites, are not incorporated in to, nor do they form part of this annual financial report.

Financial Calendar

In addition, the Company publishes information according to the following calendar:

Announcements

Annual financial report	May/June
Half-yearly financial report	November

Dividend Payable Timetable

1st interim	November
2nd interim	February
3rd interim	May
Final	July

Debenture Stock

Interest payable on 7 ³ / ₄ % 2022	September and March
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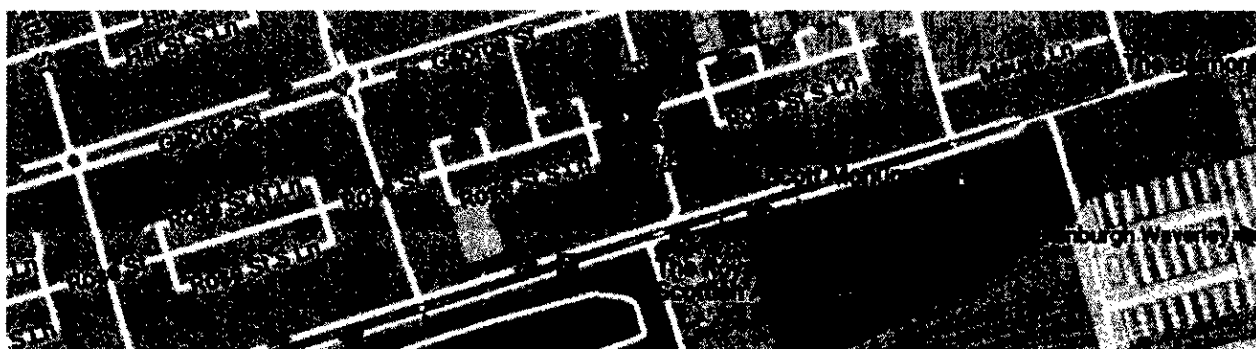
Annual General Meeting	July
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Year End	31 March
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Location of AGM

The one hundred and twenty eighth Annual General Meeting of the Company will be held at the The Merchants' Hall, 22 Hanover Street, Edinburgh EH2 2EP on 20 July 2017 at 11 am.

The portfolio manager, Mark Barnett, will make a presentation about the Company after the AGM.



Other Information for Shareholders Advisers and Principal Service Providers

Registered Office

Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP

Company Number

Registered in Scotland.
Number: SC1836

Manager

Invesco Fund Managers Limited

Company Secretary

Invesco Asset Management Limited
Company Secretarial Contact: Kelly Nice
and Nira Mistry

Correspondence Address

6th Floor
125 London Wall
London
EC2Y 5AS
☎ 020 3753 1000

Invesco Perpetual Client Services

Invesco Perpetual has a Client Services Team, available to you from 8.30 am to 6.00 pm, Monday to Friday (excluding Bank Holidays). Current valuations, statements and literature can be ordered, however, no investment advice can be given.

☎ 0800 085 8677
www.invescoperpetual.co.uk/investmenttrusts

Independent Auditor

KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

Depository

BNY Mellon Trust Depository (UK) Limited
BNY Mellon Centre
160 Queen Victoria Street
London
EC4V 4LA

Banker and Custodian

The Bank of New York Mellon
160 Queen Victoria Street
London
EC4V 4LA

Corporate Broker

Canaccord Genuity Limited
88 Wood Street
London
EC2V 7QR

The Association of Investment Companies

The Company is a member of the Association of Investment Companies. Contact details are as follows:

☎ 020 7282 5555
Email: enquiries@theaic.co.uk
Website: www.theaic.co.uk

Lawyer

Maclay Murray & Spens LLP
Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP

Registrar

Capita Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU

If you hold your shares direct and not through a Savings Scheme or ISA and have queries relating to your shareholding, you should contact the Registrars on:
☎ 0871 664 0300.

Calls cost 12p per minute plus your phone company's access charge.

From outside the UK: +44 371 664 0300. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open from 9.00 am to 5.30 pm, Monday to Friday (excluding Bank Holidays).

Shareholders can also access their holding details via Capita's website: www.signalshares.com.

Capita Asset Services provide an on-line and telephone share dealing service to existing shareholders who are not seeking advice on buying or selling. This service is available at www.capitadeal.com or
☎ 0371 664 0445.

Calls cost 12p per minute plus your phone company's access charge.

From outside the UK: +44 371 664 0300. Calls from outside the UK will be charged at the applicable international rate. Lines are open from 8.00 am to 4.30 pm, Monday to Friday (excluding Bank Holidays).

Other Information for Shareholders

Glossary of Terms

Benchmark

An index against which performance is compared. For the Company this is the FTSE All-Share Index.

Discount/(Premium)

The amount by which the share price of an investment trust is lower/(higher) than the net asset value per share. The discount/premium is normally expressed as a percentage of the net asset value of the share.

Dividend Yield

The annual dividend expressed as a percentage of the current share price.

Gearing

The gearing percentage reflects the amount of borrowings that a company has invested, with debt at par. This figure indicates the extra amount by which shareholders' funds would move if a company's investments were to rise or fall. A positive percentage indicates the extent to which shareholders' funds are geared; a nil gearing percentage, or 'nil', shows a company is ungeared. A negative percentage indicates that a company is not fully invested.

There are several methods of calculating gearing and the following has been used in this report:

Gross Gearing

This reflects the amount of gross borrowings in use by a company and takes no account of any cash balances. It is based on gross borrowings as a percentage of shareholders' funds.

Net Gearing

This reflects the amount of net borrowings invested, ie borrowings less cash and investments in money market funds. It is based on net borrowings as a percentage of shareholders' funds.

Leverage

Leverage, for the purposes of the Alternative Investment Fund Managers Directive (AIFMD), is not synonymous with gearing as defined above. In addition to borrowings, it encompasses anything that increases the Company's exposure, including foreign currency and exposure gained through derivatives. Leverage expresses the Company's exposure as a ratio of the Company's net asset value. Two methods of calculating such exposure are set out in the AIFMD, gross and commitment. Under the gross method, exposure represents the aggregate of all the Company's exposures other than cash balances held in base currency and without any offsetting. The commitment method takes into account hedging and other netting arrangements designed to limit risk, offsetting them against the underlying exposure.

Net Asset Value (NAV)

Also described as shareholders' funds, the NAV is the value of total assets less liabilities. Liabilities for this purpose include current and long-term liabilities. The NAV per share is calculated by dividing the net asset value by the number of ordinary shares in issue. For accounting purposes assets are valued at fair (usually market) value and liabilities are valued at par (their repayment - often nominal - value). An alternative, NAV with debt at market value, values long term liabilities at their market (fair) value.

Ongoing Charges Ratio

This is calculated in accordance with guidance issued by the AIC as follows: the annualised ongoing charges, including those charged to capital but excluding interest, incurred by the Company, expressed as a percentage of the average undiluted net asset value (at market value) reported in the period.

Return

The return generated in a period from the investments.

Capital Return

Reflects the return on capital, excluding any income returns.

Total Return

Reflects the aggregate of capital and income returns in the period. The NAV total return reflects capital changes in the NAV and dividends paid in the period.

Share Price Total Return

The share price total return reflects the change in the share price with dividends reinvested in the period, and is also known as total shareholder return.

Other Information for Shareholders

Alternative Investment Fund Managers Directive Disclosure

Alternative Investment Fund Manager (AIFM) and the Alternative Investment Fund Managers Directive (the 'AIFMD', the Directive)

The Company falls within the definition of an Alternative Investment Fund (AIF) under the Directive and, as such, is required to have (or be) an authorised AIFM. Invesco Fund Managers Limited (IFML) was authorised as an AIFM, and appointed by the Company effective from 22 July 2014.

Amongst other things, regulations implementing AIFMD require certain information to be provided to prospective investors. This information can be found in the Company's section of the Manager's website (www.invescopetual.co.uk/edinburgh) in a downloadable document entitled 'AIFMD Investor Information'. There have been no material changes to this information in the year to 31 March 2017 or up to the date of this report. Any information requiring immediate disclosure pursuant to the Directive will be disclosed through a primary information provider.

In addition, the Directive requires information in relation to the Company's leverage (both 'gross' and 'commitment' - see Glossary on page 71) and the remuneration of the Company's AIFM (IFML) to be made available to investors.

Accordingly:

- the leverage calculated for the Company at its year end was 113.0% for both gross and commitment (2016: both 112.6%). The limits the AIFM has set for the Company remain unchanged at 250% and 200%, respectively;
- the AIFM remuneration policy is available from the Company's company secretary, on request (see contact details on page 70); and
- the AIFM remuneration paid for the year to 31 December 2016 is set out below.

AIFM Remuneration

The AIFM remuneration paid is based on the latest financial year of the AIFM, which was to 31 December 2016.

IFML does not employ any staff directly. All staff involved in the AIF related activities of IFML are employed and paid by Invesco UK Limited or other entities in the Invesco Limited Group. Remuneration for staff involved in AIF related activities has been apportioned based on the average assets under management of £3.6 billion for the nine AIFs managed by IFML during the reporting period.

The aggregate total remuneration apportioned to IFML's AIF related activities for performance year 2016 is £6,631,628, of which £3,852,051 is fixed remuneration and £2,779,577 is variable remuneration. The number of beneficiaries is 35.

IFML has identified individuals considered to have a material impact on the risk profile of IFML or the AIFs it manages ('AIFMD Code Staff'), including Board members of IFML, senior management, heads of control functions and other risk takers whose professional activities can exert material influence on IFML's risk profile or on an AIF it manages.

The aggregate total remuneration paid to the AIFMD Code Staff of IFML for AIF related activities is £988,243 of which £435,714 is paid to senior management and £552,529 is paid to other AIFMD Code Staff. The total remuneration for AIFMD Code Staff excludes remuneration for staff employed by delegates.



The Manager of The Edinburgh Investment Trust plc is Invesco Fund Managers Limited.

Invesco Fund Managers Limited is a wholly owned subsidiary of Invesco Limited and is authorised and regulated by the Financial Conduct Authority.

Invesco is one of the largest independent global investment management firms, with assets under management of \$841.4 billion.*

We aim to provide the highest returns available from markets, through active management, but in a controlled manner, conscious of the risks involved and within our clients' objectives.

* Assets under management as at 30 April 2017

Other Information for Shareholders

Investment Companies Managed by Invesco Perpetual

Investing for Income, Income Growth and Capital Growth (from equities, fixed interest securities or property)

The Edinburgh Investment Trust plc
Invests primarily in UK securities with the long-term objective of achieving:

1. an increase of the Net Asset Value per share in excess of the growth in the FTSE All-Share Index; and
2. growth in dividends per share in excess of the rate of UK inflation.

The Company has a debenture stock in issue and, in addition, may use bank borrowings.

City Merchants High Yield Trust Limited

A Jersey-incorporated closed-ended Company that aims to generate a high level of income from a variety of fixed income instruments combined. The Company may use bank borrowings.

Invesco Income Growth Trust plc

Aims to produce income and capital growth superior to that of the UK stock market and dividends paid quarterly that, over time, grow at above the rate of inflation. The Company may use bank borrowings.

Invesco Perpetual Enhanced Income Limited

A Jersey-incorporated closed-ended Company that aims to provide a high level of income, paid gross to UK investors, whilst seeking to maximise total return through investing, primarily in a diversified portfolio of high-yielding corporate and government bonds. The Company seeks to balance the attraction of high-yield securities with the need for protection of capital and to manage volatility. The Company uses repo financing to enhance returns.

Invesco Perpetual Select Trust plc - Managed Liquidity Portfolio

Aims to generate income from a variety of fixed income instruments combined with a high degree of security. Income will reduce during periods of very low interest rates.

Invesco Perpetual Select Trust plc - UK Equity Portfolio

Aims to generate long-term capital and income growth with real growth in dividends from investment, primarily in the UK equity market. The portfolio may use bank borrowings.

Keystone Investment Trust plc

Aims to provide shareholders with long-term growth of capital mainly from UK investments. The Company has two debenture stocks in issue.

Perpetual Income and Growth Investment Trust plc

Aims to provide shareholders with capital growth and real growth in dividends over the medium to longer term from a portfolio of securities listed mainly in the UK equity markets. The Company has secured loan stock in issue and, in addition, may use bank borrowings.

Investing in Smaller Companies

Invesco Perpetual UK Smaller Companies Investment Trust plc

Aims to achieve long-term total returns for the Company's shareholders primarily by investment in a broad cross-section of small to medium sized UK quoted companies. The Company may use bank borrowings.

Investing Internationally

Invesco Asia Trust plc

Aims to provide long-term capital growth by investing in a diversified portfolio of Asian and Australasian securities. The Company aims to achieve growth in its net asset value in excess of the MSCI AC Asia ex Japan Index, total return, in sterling terms. The Company may use bank borrowings.

Invesco Perpetual Select Trust plc - Global Equity Income Portfolio

Aims to provide an attractive and growing level of income return and capital appreciation over the long term, predominantly through investment in a diversified portfolio of equities worldwide. The portfolio may use bank borrowings.

Investing for Total Returns

Invesco Perpetual Select Trust plc - Balanced Risk Portfolio

Aims to provide shareholders with an attractive total return in differing economic and inflationary environments and with low correlation to equity and bond market indices by gaining exposure to three asset classes: debt securities, equities and commodities.

The portfolio is constructed so as to balance risk, is long-only, using transparently-priced exchange-traded futures contracts and other derivative instruments to gain such exposure and to provide leverage.

Investing in Multiple Asset Classes

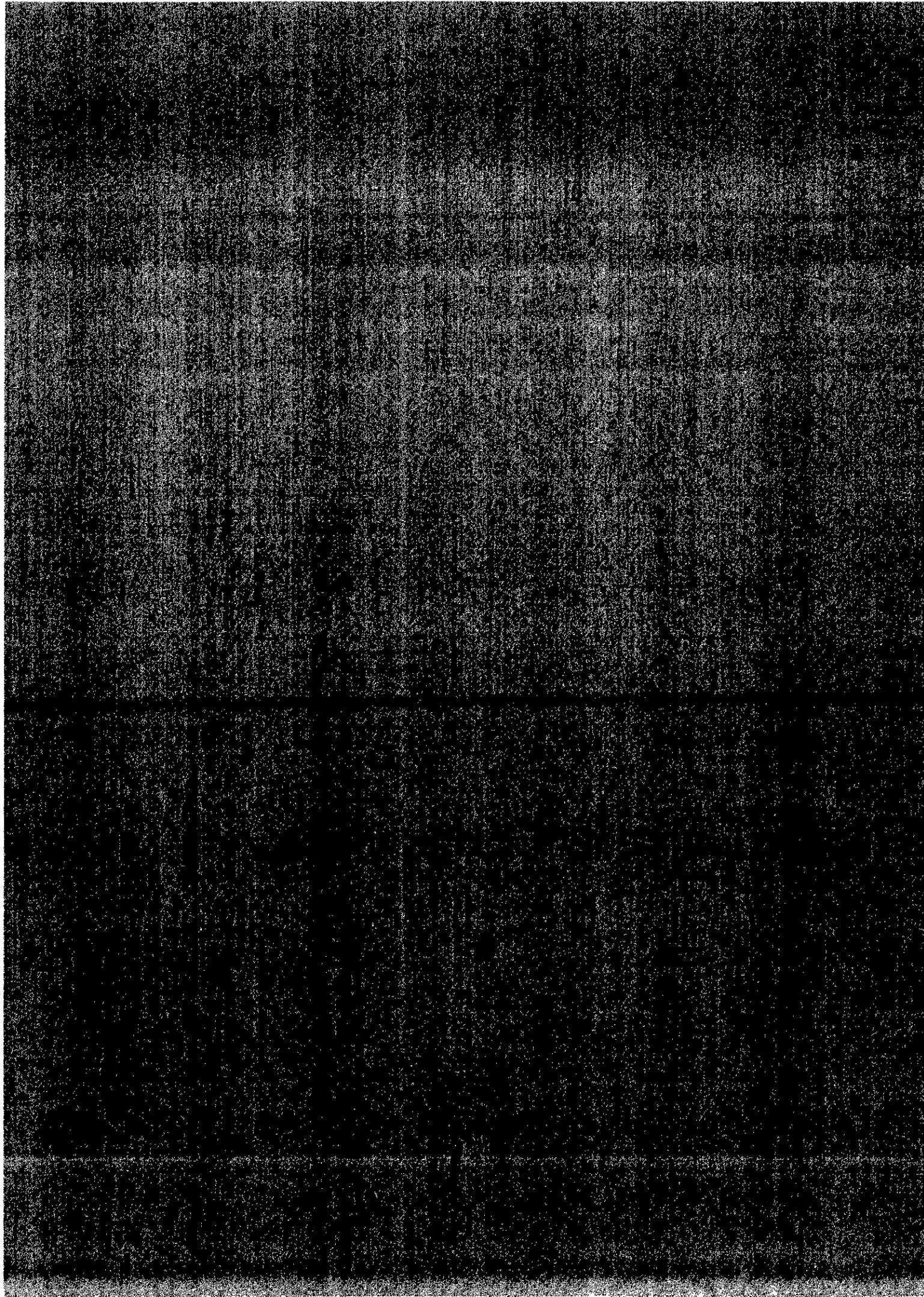
Invesco Perpetual Select Trust plc

- UK Equity Portfolio
- Global Equity Income Portfolio
- Managed Liquidity Portfolio
- Balanced Risk Portfolio

A choice of four investment policies and objectives, each intended to generate attractive risk-adjusted returns from segregated portfolios, with the ability to switch between them, four times a year, free from capital gains tax liability. Dividends are paid quarterly, apart from Balanced Risk which will not normally pay dividends.

For more information

Please contact our Client Services Team on 0800 085 8677 if you would like more information about the investment trusts or other specialist funds listed above. Further details are also available on the following website:
www.invescoperpetual.co.uk/investmenttrusts





www.invescopetual.co.uk/investmenttrusts

Invesco Perpetual Client Services Team
Freephone 0800 085 8677

Telephone lines are open Monday to Friday 8.30am - 6.30pm.

Telephone calls may be recorded and monitored for security and training purposes.