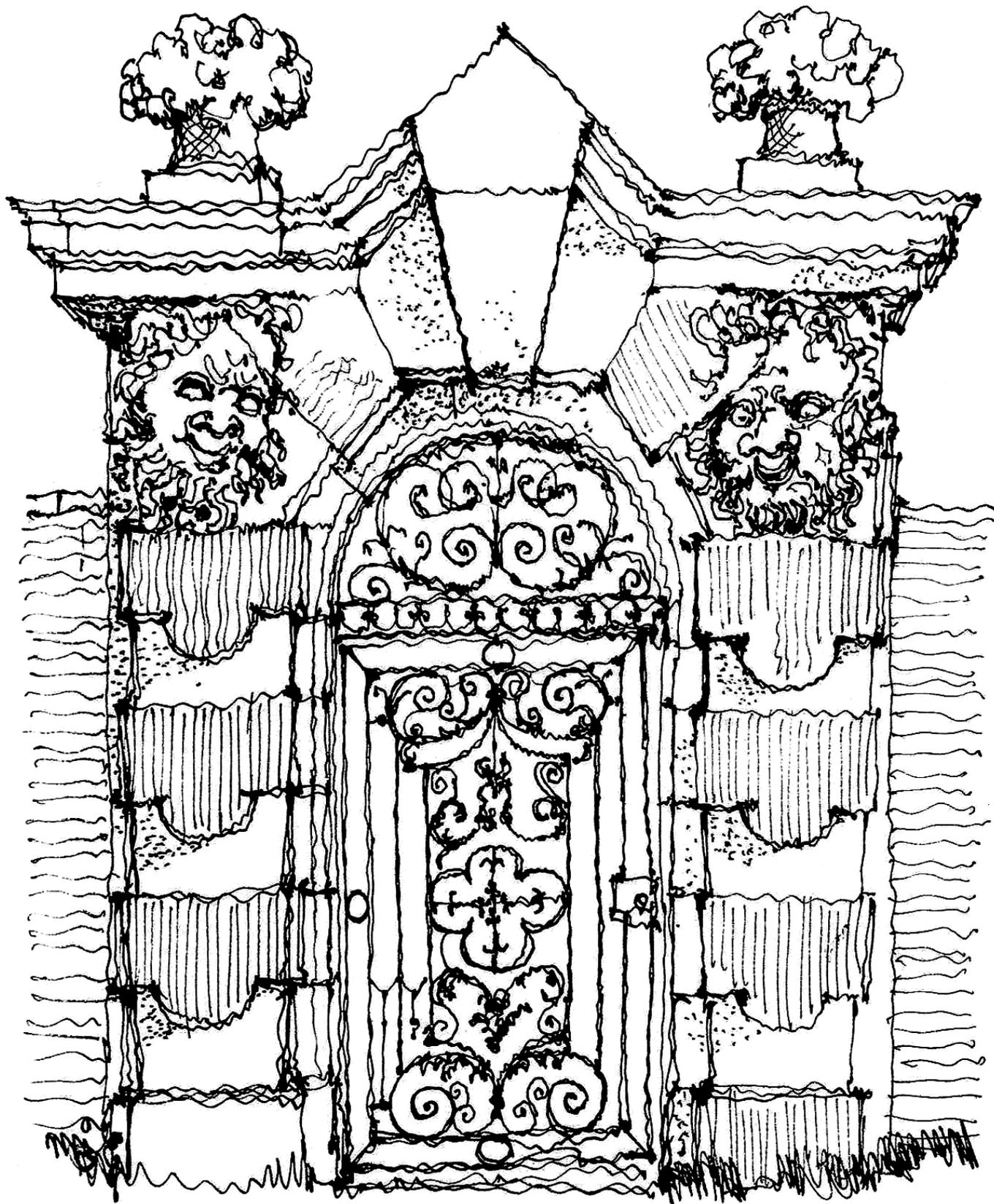


Keystone Investment Trust plc

ANNUAL FINANCIAL REPORT

YEAR ENDED 30 SEPTEMBER 2010



If you have any queries about Keystone Investment Trust plc,
or any of the other specialist funds managed by Invesco Perpetual,
please contact our Investor Services Team on

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🌐 www.invesco-perpetual.co.uk/investmenttrusts

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Investment Objective

Keystone Investment Trust plc is an investment trust whose objective is to provide shareholders with long-term growth of capital, mainly from UK investments.

The Company is a member of
aic
The Association of Investment Companies

Keystones

The keystone is the central feature of the magnificent Satyr Gate at Castle Howard in Yorkshire, designed by John Vanbrugh and Nicholas Hawksmoor and built in 1705. Deliberate emphasis has been given to the keystone, expressing its symbolic importance to the architects. The faces of satyrs were carved by Samuel Carpenter.

Vanbrugh, who began work on Castle Howard in 1699, enjoyed a remarkable career. He began life as a merchant and spent a year in India in the service of the East India Company, part of the astonishing explosion of England's international trade in the late 17th century. He was after that a soldier, imprisoned in the Bastille as a spy, and a successful playwright. When he later became an architect his time in India made him the only notable English architect of the period to have travelled further east than Europe.

Castle Howard is one of the greatest monuments of the English baroque. Still the family home of the Howard family, it was famously used as the setting for the television series of Evelyn Waugh's novel 'Brideshead Revisited', and again for the new feature film released in October 2008.

This specially commissioned drawing is by Ptolemy Dean, an architect specialising in work on historic country houses. He is also well known as an author of 'Britain's Buildings, Places and Spaces', and as a television broadcaster on 'Restoration'.

Jeremy Musson

Performance Statistics

† Defined in the Glossary of Terms on page 59.

	AT 30 SEPTEMBER 2010	AT 30 SEPTEMBER 2009	% CHANGE
Assets			
Net assets attributable to ordinary shareholders (£'000)	162,154	150,252	+7.9
Net asset value† per ordinary share	1212.9p	1123.9p	+7.9
– with income reinvested			+15.3
Share price (mid-market) of ordinary shares	1170.0p	1008.0p	+16.1
– with income reinvested			+22.6
FTSE All-Share Index			+8.8
– with income reinvested			+12.5
Discount† of share price to net asset value per ordinary share (%):			
– debt at par	3.5	10.3	
– debt at fair value	1.7	8.6	
Total borrowings as % of net assets attributable to ordinary shareholders	24.6	26.5	
Effective gearing† – equity exposure as % of net assets attributable to ordinary shareholders	108	105	
Revenue			
Net revenue available for ordinary shareholders (£'000)	5,428	7,680	
Dividends per ordinary share – interim	17.5p	17.5p	
– final	28.0p	28.0p	
– total excluding special	45.5p	45.5p	—
– special	—	11.1p	
– total including special	45.5p	56.6p	
Total expense ratio†:			
– excluding performance fee	0.9%	0.9%	
– including performance fee	0.9%	1.3%	

Historical Record – Last 10 Years

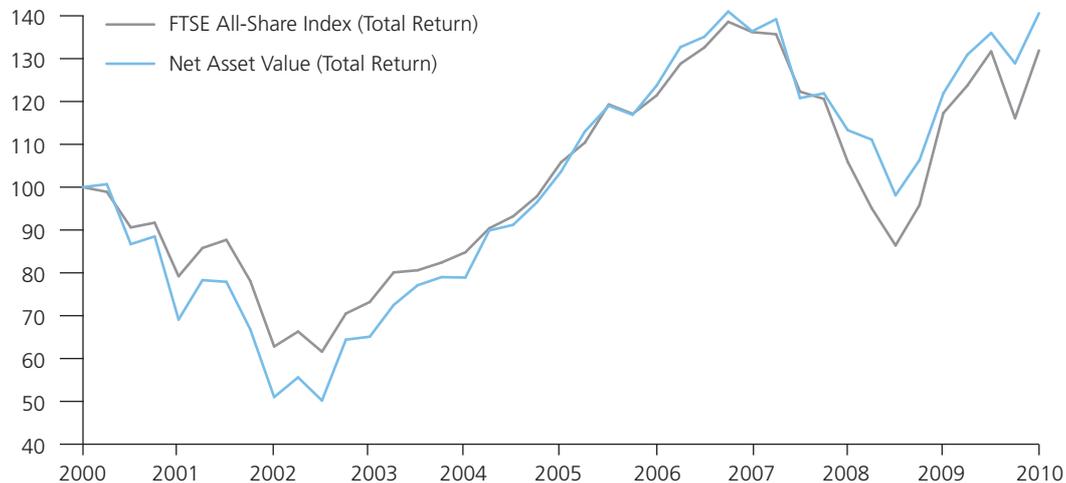
Year ended 30 September	Gross revenue £'000	Net revenue available for shares £'000	Earnings per share p	Dividends per share p	Net assets attributable to shareholders £'000	Net asset value per share p	Mid-market price per share p
2001	4,043	2,726	19.3	30.0	115,765	821.4	719.5
2002	3,786	2,647	19.4	25.5	78,286	585.6	455.0
2003	4,524	3,324	24.9	25.5	95,564	714.8	651.0
2004	5,659	4,298	32.2	30.0	111,224	832.0	754.0
2005	5,737	4,315 ⁽¹⁾	32.2 ⁽¹⁾	31.5	143,415 ⁽¹⁾	1072.8 ⁽¹⁾	963.0
2006	6,477	4,984	37.3	35.0	166,739	1247.2	1102.0
2007	7,099	5,566	41.6	40.0	179,197	1340.4	1190.0
2008	8,159	6,745	50.4	44.0	144,908	1083.9	940.0
2009	8,263	7,680	57.4	56.6 ⁽²⁾	150,252	1123.9	1008.0
2010	6,864	5,428	40.6	45.5	162,154	1212.9	1170.0

(1) Restated for new UK Accounting Standards.

(2) Includes a special dividend of 11.1p per share.

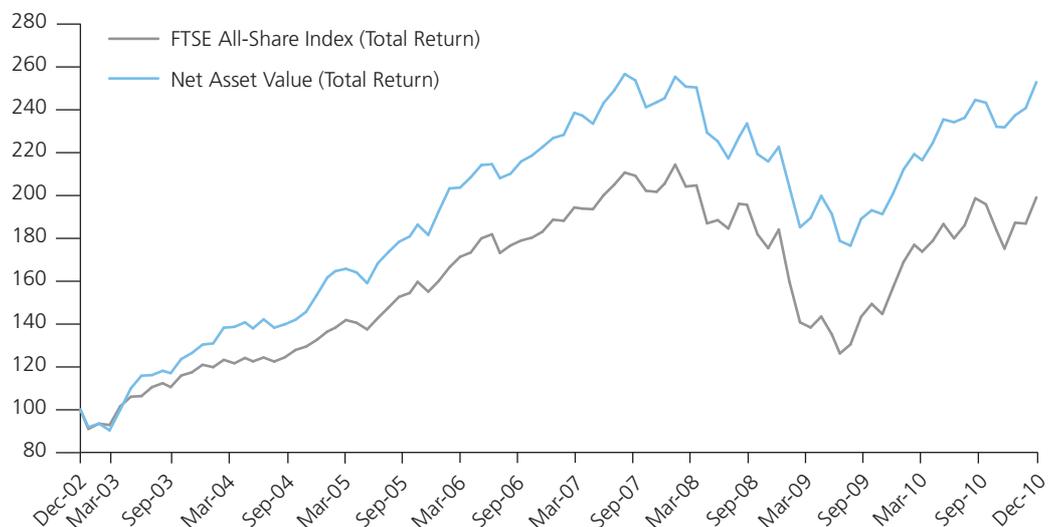
Total Return Net Asset Value Performance (10 years)

From 30 September 2000 to 30 September 2010
(Figures have been rebased to 100 at 30 September 2000)



Total Return Net Asset Value Performance (since change of Manager)

From 1 January 2003 to 30 September 2010
(Figures have been rebased to 100 at 31 December 2002)



Total Return Net Asset Value per Ordinary Share to 30 September

	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	FIVE YEARS	TEN YEARS
Keystone %	-30.9	-26.2	+27.6	+21.2	+31.3	+19.5	+10.2	-17.4	+7.5	+15.3	+35.7	+40.6
FTSE All-Share Index %	-20.8	-20.8	+16.7	+15.7	+24.9	+14.7	+12.2	-22.2	+10.8	+12.5	+24.7	+31.9

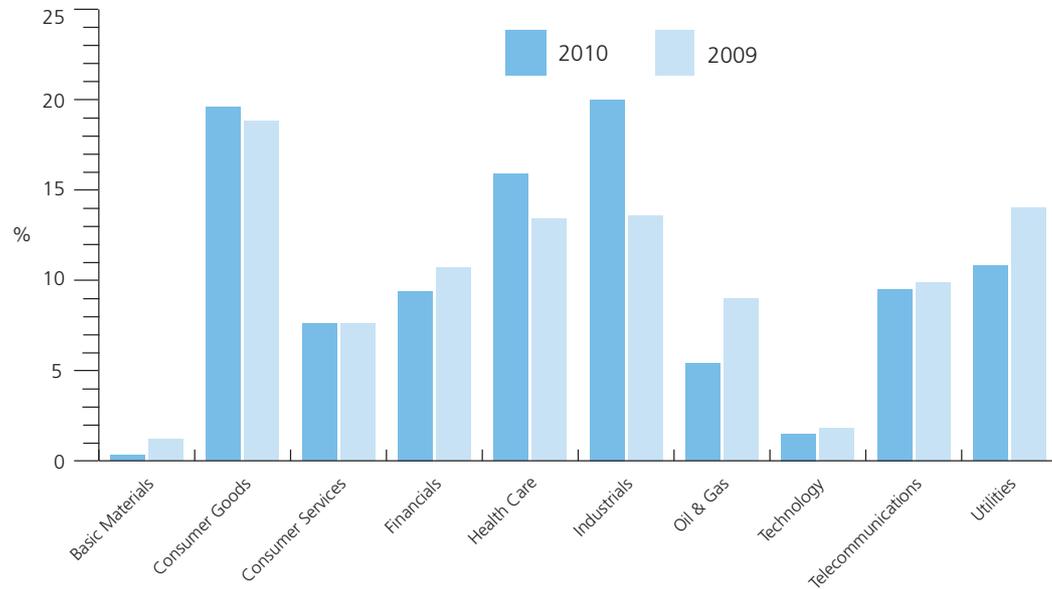
Source: Datastream, Morningstar and Invesco

FINANCIAL INFORMATION AND PERFORMANCE STATISTICS

continued

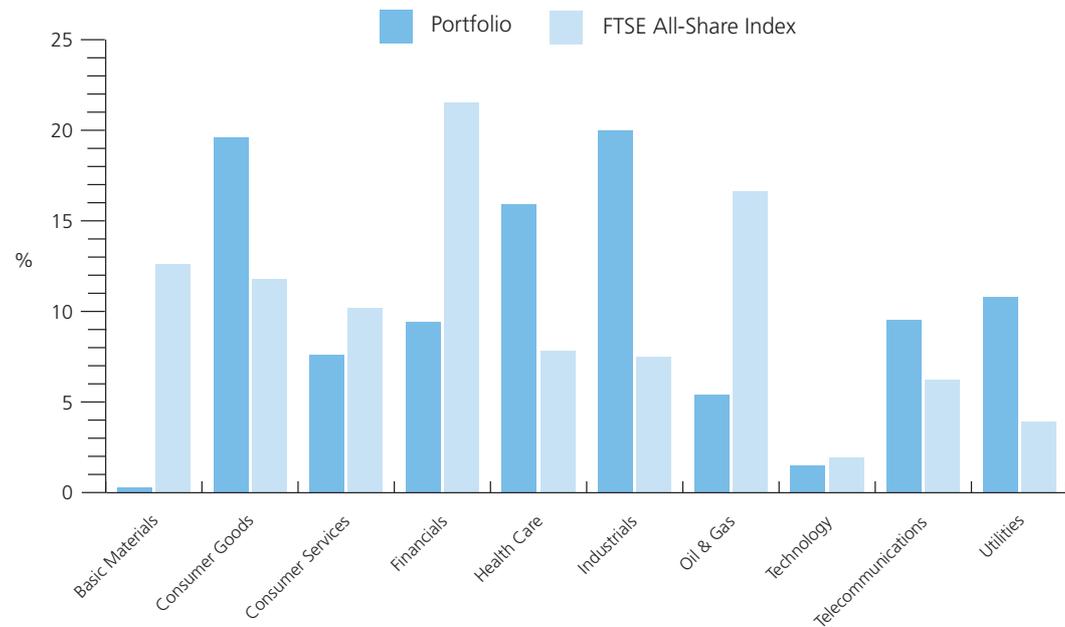
Allocation of Portfolio (excluding cash and borrowings) by Sector

As at 30 September



Allocation of Portfolio (excluding cash and borrowings) and FTSE All-Share Index by Sector

At 30 September 2010



CHAIRMAN'S STATEMENT

In the year to 30 September 2010, the Company's share price provided a total return of +22.6%. The total return of the net asset value per share was +15.3%. In the same period, the total return of the Company's benchmark for the purpose of performance measurement, the FTSE All-Share Total Return Index, was +12.5%. All these figures are with income reinvested. The discount of the share price relative to net asset value per share narrowed considerably from 10.3% at the end of September 2009 to 3.5% at 30 September 2010.

PERFORMANCE	SIX MONTHS	ONE YEAR	SINCE APPOINTMENT OF CURRENT MANAGER ON 1 JANUARY 2003
Share Price Total Return	+14.7%	+22.6%	+209.4%
NAV Total Return per share	+3.4%	+15.3%	+152.8%
FTSE All-Share Total Return Index	+0.2%	+12.5%	+99.0%

Source: Morningstar.

Gearing and investment guidelines

The Company's borrowings, in the form of long-term debentures, amount to £32 million after two of the debentures, the 10.25% Debenture Stock 2010 and the 11.375% Debenture Stock 2010/2015, were redeemed in full on 1 October 2010. The effective gearing of the Company is determined by the extent to which these borrowings are invested in shares. The present position is that the Manager must make no net purchases which would take equity exposure above 107.5% of net assets, and has to make sales if, as a result of market movements, equity exposure goes higher than 115% of net assets. It is up to the investment manager to decide on exposure subject to those limits.

The Board has also authorised in the past some exposure to corporate bonds which is treated as additional to the gearing limits. The maximum limit on corporate bond investments is £12 million. At the year-end, bonds held by the Company amounted to only 0.1% of total investments.

Dividends

The Board has declared a final dividend of 28p per share (2009: 28p), giving a total dividend of 45.5p per share, the same as last year. Based on the share price at the year-end, this total dividend represents a dividend yield of 3.89%. While the primary objective of the Company is long-term growth of capital, the Board will continue to pay attention to the importance of dividend to some of the Company's shareholders. This emphasis is in tune with the Manager's focus on investing in companies which can maintain and increase dividends. Earnings per share in this year were 40.6p (2009: 57.4p). The dividend will be paid on 17 December 2010 to shareholders on the register on 19 November 2010.

Expenses

The Company's total management expenses were 0.9% of average net assets excluding performance fee in the year ended 30 September 2010 (2009: 0.9%). Including performance fee the Company's total management expenses were also 0.9% of average net assets (2009: 1.3%).

The Manager

During the year the Board again reviewed all aspects of the service provided by the Manager and the terms of the Manager's appointment. We remain satisfied with the service and the current terms of appointment.

Outlook

Kenneth Arrow, twice winner of the Nobel Prize for economics, was employed during the second World War as a meteorologist in the US Air Force. Required to produce medium term weather forecasts, he soon realised that his forecasts were no better than randomly right, and asked to be relieved of this responsibility. The reply came back: "The Commanding General is well aware that your forecasts are no good. However, they are essential for planning purposes."

An outlook section is similarly necessary for an annual report. But we do not know the future. At the beginning of 2008, both the IMF and the OECD expected world growth to be more than 2.5%. It turned out to be a minus number. The Board of Keystone is not likely to be better at economic forecasting than the IMF and the OECD.

CHAIRMAN'S STATEMENT

continued

Eight years ago the Board chose as the Company's new manager one who focussed on valuations rather than on prediction. In the Manager's report which follows, Mark Barnett emphasises some "startling anomalies" in the relative pricing of corporate bonds and equities, the discount being applied to large companies with dependable earnings, and the cheap and attractive opportunities available in equity markets. The investment manager, with the Invesco team, has steered his way successfully through turbulent waters both in the past year and more broadly since 2003, finding opportunities which have allowed the share price (including dividends deemed to be reinvested) to more than triple while the stock market as a whole has doubled. From time to time we have warned that every manager, however successful, has a bad patch, and outperformance in every year cannot be expected. But we have every confidence, now as in 2003, that in the long term the returns which shareholders in the Company receive will be satisfactory.

Special Business at the Annual General Meeting ('AGM')

As special business at the AGM, the Board will propose four resolutions:

Share issuance

First, the Board is asking for the usual authority to issue up to an aggregate nominal amount of £334,219 in new ordinary shares, this being 5% of the Company's issued ordinary share capital. This will allow Directors to issue shares within the prescribed limits should any favourable opportunities arise to the advantage of shareholders. The powers authorised will not be exercised at a price below net asset value so that the interests of existing shareholders are not diluted. This authority will expire at the AGM in 2011.

Second, the Directors are also asking for the authority to issue new ordinary shares pursuant to a rights issue, or otherwise than in accordance with a rights issue, of up to an aggregate nominal amount of £334,219 (5% of the Company's issued ordinary share capital) of new ordinary shares disapplying pre-emption rights. This will allow for shares to be issued to new shareholders without having to be offered to existing shareholders first, thus broadening the shareholder base of the Company. This authority will expire at the AGM in 2011.

Share Buybacks

Third, the Board is seeking to renew the authority to purchase up to 2,003,982 of the Company's own shares, this being 14.99% of the issued ordinary shares, subject to the restrictions referred to in the notice of the AGM. This authority will expire at the AGM in 2011.

Calling General Meetings at 14 Days' Notice

New UK legislation implementing the EU Shareholder Rights Directive has increased the notice period for a general meeting from 14 days to 21 days. However, companies are able to pass a special resolution permitting them to continue to call general meetings (other than AGMs) on 14 days' notice if they allow voting by electronic means.

Approval of Special Resolution 12 will therefore enable the Board to call any general meetings other than AGMs on 14 days' notice, should that be necessary. It is intended that this flexibility will only be used for non-routine business and where it is in the interests of shareholders as a whole.

The Board has carefully considered all the resolutions proposed in the Notice of the AGM and consider them all to be in the best interest of the Company and its shareholders. The Directors therefore recommend that shareholders vote in favour of each resolution.

My fellow Directors and I look forward to seeing investors at the AGM of the Company on 14 December 2010, where there will be an opportunity to meet and question the investment manager.

This will be my last AGM as chairman of the Company before I hand over to Beatrice Hollond. I would like to thank the investment manager Mark Barnett, the company secretary Kerstin Rucht and all their colleagues at Invesco for the service they have given to the Company during my time as chairman and for what they have achieved for shareholders. I know that the Company is in good hands and I wish the Board and the Company every success.

Richard Oldfield

Chairman

12 November 2010

MANAGER'S REPORT

The UK equity market rose by 12.5% in the 12 months to 30 September 2010, as measured by the FTSE All-Share Index. The best performing sectors in the index included personal goods and leisure goods, while banks and oil & gas producers were among the worst performing. By market capitalisation, smaller companies were the strongest performers. The market performance was enhanced by a number of factors: positive corporate earnings, renewed merger activity and the beneficial impact of the Bank of England's policy of quantitative easing which was stopped having bought £200 billion of gilts by February 2010. One of the most significant corporate events over the period was the BP oil spill in the Gulf of Mexico. The repercussions of the spill were far-reaching, culminating in the company agreeing to US government demands to place US\$20 billion into a compensation fund, supported by asset sales and the suspension of dividend payments until 2011. The performance of the overall market is even more impressive considering that BP, its largest constituent, had fallen by almost a quarter over the year.

In terms of economic developments, the most important event was the sovereign debt crisis, which emanated from Greece and spread to other peripheral European countries such as Spain and Portugal. This led to equity-market volatility as the scale of the debt problem and the difficulty of finding a solution came into the market's focus.

The new government's emergency budget on 22 June contained a number of measures designed to arrest the growth of the UK's budget deficit. The features of the budget included a new £2 billion levy on banks, downward revisions to GDP forecasts by the newly formed Office for Budget Responsibility, a rise in capital gains tax (to 28% for higher rate taxpayers), an increase in VAT to 20% from 17.5%, and stepped reductions in corporation tax to 24% by 2015. The autumn spending review is going to give more detail on the long-term goals to reduce the UK government's debt.

Inflation, as measured by the consumer prices index, remained above the Bank of England's 2% target throughout the review period, while the Monetary Policy Committee (MPC) kept interest rates on hold at 0.5%. Since June this year, one member of the MPC, Andrew Sentance, has repeatedly voted for a 25 basis point rise in interest rates.

Portfolio Strategy & Review

The Company's net asset value rose by 15.3% during the 12 months to the end of September 2010, compared to a rise of 12.5% from the FTSE All-Share Index (both figures include reinvested income).

The Trust's holdings in some of the defensive areas of the market performed particularly well over the review period and were the primary drivers of the outperformance of the FTSE All-Share Index.

AstraZeneca's share price increased in line with the generally positive environment for pharmaceutical businesses. Specifically, AstraZeneca enjoyed success in several of its drug trials and was also the beneficiary of a number of positive regulatory decisions in relation to its leading products. In financial terms, the company outperformed expectations for cash generation and the growth of their emerging markets businesses.

International Power received a takeover offer from French utility GDF Suez to combine their international power generation portfolio. The deal was well received by the market. GDF Suez have paid a cash premium for International Power to acquire a controlling interest in the new company which offers better growth prospects and a much stronger balance sheet.

The better pricing environment for tobacco products saw BAT and Reynolds American enhance the Trust's performance over the review period. Specifically, BAT benefitted from the strong performance of its western brands in the emerging markets, while Reynolds American's tobacco business in the US (the largest profit pool in the tobacco industry) continued to grow their core tobacco brands.

Vodafone was a further positive contributor to the Trust's outperformance. Following the sale of its holding in China Mobile, its shares started to recover in the belief that value will be realised from the disparate portfolio of Vodafone's non-core assets. There was also positive news from Vodafone's core businesses. The European business is starting to benefit from strong growth in mobile data services which is offsetting declining revenues derived from voice calls.

The most negative contributor to the Trust's performance was Yell. The company continued to suffer as a result of the underperformance of its directory business, and on continued speculation

concerning its long-term future. The Manager remains cautiously optimistic as a result of the new strategy to migrate more of Yell's business online. Elsewhere, UK Coal restricted the fund's progress as a result of production delays at its largest UK pit. Given that this is a very high cost business, the delay was a drain on UK Coal's cash position which led to market speculation that UK Coal may need to undertake a fund raising exercise to strengthen its balance sheet.

Over the review period, a new holding in Ladbroke's was purchased for the Trust. Ladbroke's has embarked on a new strategy to improve the performance of its retail estate and online businesses. The company has recently appointed a new chairman and CEO who have initiated these changes.

In the defence sector, Rolls-Royce was sold following a period of strong performance. The Manager felt that valuations were more attractive in other parts of the defence sector and in keeping with this view, a new holding in Chemring was introduced into the Trust. Chemring, a high-quality mid-cap defence company, is exposed to some fast growing consumable markets, with prospects for large contract orders in products for armed forces around the world. The shares had become more attractively valued as the market became concerned about troop withdrawals from Afghanistan.

Outlook

The Manager's view on the economy remains unchanged from the interim report. The Manager continues to believe that the economic outlook remains challenging. Credit growth is largely absent, banks continue to repair balance sheets and consumers remain intent on rebuilding their finances following a decade of debt-fuelled spending. This process of deleveraging of the domestic economy will remain a dominant theme for many years and GDP growth will be subdued during this period of time. The government's recent spending announcements also represent an increased risk to the domestic economy.

Given that the economic outlook is so uncertain, it is perhaps surprising that the stockmarket is not awarding a higher rating to the companies with the most reliable earnings and cashflows. In fact, the continued asset allocation shift out of equities into bonds which is characterising investment flows from both institutional and private clients has created some startling anomalies in the way that the bond and the equity of the same corporate entity are being priced. Given the general lack of top-line growth which is seen in the current environment, the discount that is being applied to large companies with dependable earnings looks too wide. It is not unreasonable to expect these kinds of companies to be trading at a premium to the rest of the market, particularly given their other important characteristics of balance sheet strength, diversified revenues and proven business models. Investors' present infatuation with bonds and emerging market equities seems increasingly unsustainable given the cheap and attractive alternative investment opportunities which exist in other parts of the UK equity market and in which a large proportion of the portfolio is currently invested.

Mark Barnett

Investment Manager

12 November 2010

INVESTMENTS BY SECTOR

AT 30 SEPTEMBER 2010

UK listed ordinary shares unless stated otherwise

SECTOR/COMPANY	MARKET	
	VALUE £'000	% OF PORTFOLIO
Basic Materials		
UK Coal	574	0.3
	574	0.3
Consumer Goods		
British American Tobacco	8,836	4.4
Reynolds American	8,782	4.3
Imperial Tobacco	7,746	3.8
Reckitt Benckiser	4,735	2.3
Tate & Lyle	2,152	1.1
Altria	1,099	0.5
Landkom International	746	0.4
	34,096	16.8
Consumer Services		
Tesco	5,528	2.7
Compass	3,241	1.6
Morrison	2,753	1.4
Ladbrokes	1,691	0.8
	13,213	6.5
Financials		
Hiscox	3,969	2.0
Provident Financial	2,613	1.3
A J Bell	2,400	1.2
Beazley	2,359	1.2
Impax Environmental Markets	1,158	0.6
Damille Investment	1,144	0.6
Impax Asian Environmental Markets	1,027	0.5
Trading Emissions	789	0.4
Macau Property Opportunities Fund	517	0.3
Helphire	334	0.2
Walton & Co	13	0.0
	16,323	8.3
Health Care		
AstraZeneca	8,782	4.3
GlaxoSmithKline	8,173	4.0
BTG	2,731	1.4
Napo Pharmaceuticals	2,534	1.2
Biocompatibles	1,582	0.8
Lombard Medical Technologies	1,113	0.5
Puricore	793	0.4
Imperial Inno	752	0.4
Vectura	582	0.3
Fusion IP	366	0.2
Renovo	281	0.1
Xcounter AB	81	0.0
XTL Biopharmaceutical	43	0.0
	27,813	13.6

INVESTMENTS BY SECTOR

continued

SECTOR/COMPANY	MARKET	
	VALUE £'000	% OF PORTFOLIO
Industrials		
International Power	5,986	3.1
Capita	5,817	2.9
BAE Systems	4,968	2.4
Babcock International	4,099	2.0
Balfour Beatty	3,746	1.8
Homeserve	2,567	1.3
Bunzl	2,475	1.2
Rentokil Initial	2,266	1.1
Chemring	2,221	1.1
Serco	887	0.4
	35,032	17.3
Oil & Gas		
BG	8,064	4.0
Altus Resource	1,430	0.7
	9,494	4.7
Technology		
Sage	1,738	0.9
Yell Group	574	0.3
Nexxon Series B	300	0.1
Mirada	5	0.0
	2,617	1.3
Telecommunications		
Vodafone	8,085	4.0
BT	6,353	3.1
Kcom	2,232	1.1
	16,670	8.2
Utilities		
Centrica	4,941	2.4
Scottish & Southern Energy	4,043	2.0
Penon	3,467	1.7
Drax	2,647	1.3
Northumbrian Water	2,640	1.3
Ecofin Water & Power Opportunities	638	0.3
Barclays Bank – Nuclear Power Notes 28 February 2019 ⁽¹⁾	468	0.2
	18,844	9.2
Total Equity Investments	174,676	86.2
Fixed Interest		
Ecofin 6% May 2016	157	0.1
	157	0.1
Total Fixed Asset Investments	174,833	86.3
Certificates of Deposit		
Barclays Bank 0.75% 29 October 2010	10,001	4.9
Lloyds Bank 0.7% 29 November 2010	9,999	4.9
RBS 0.66% 6 October 2010	8,000	3.9
	28,000	13.7
Total Investments	202,833	100.0

(1) Contingent Value Rights ('CVR') referred to as Nuclear Power Notes ('NPNs') were offered by EDF as a partial cash alternative to its cash bid for British Energy ('BE'). The NPNs were issued by Barclays Bank. The CVRs participate in BE's existing business.

TOP TEN INVESTMENTS

AT 30 SEPTEMBER

COMPANY	2010		2009	
	MARKET		MARKET	
	VALUE	% OF	VALUE	% OF
	£'000	PORTFOLIO	£'000	PORTFOLIO
British American Tobacco	8,836	4.4	8,528	4.6
Reynolds American – US common stock	8,782	4.3	7,471	4.0
AstraZeneca	8,782	4.3	8,475	4.5
GlaxoSmithKline	8,173	4.0	7,752	4.2
Vodafone	8,085	4.0	8,516	4.5
BG	8,064	4.0	9,165	4.9
Imperial Tobacco	7,746	3.8	7,767	4.2
BT	6,353	3.1	6,674	3.6
International Power	5,986	3.1	3,932	2.1
Capita	5,817	2.9	5,267	2.8

DIRECTORS

Richard Oldfield

Has been Chairman of the Company since December 2001, and a Director since 2000. Previously the chief executive of Alta Advisers Limited, a private investment advisory and investment management firm, he founded Oldfield & Co (London) Limited and Oldfield Partners LLP in 2004. Until 1996 he was a director of Mercury Asset Management plc. He will retire at the Board meeting following the forthcoming AGM.

David Adams OBE

Has been a Director of the Company since 1997. He was appointed as a non-executive director of Equitable Life Assurance Society in 2001. He was chief executive of the Chartered Institute of Public Finance and Accountancy from 1997 to March 2000. Prior to that, he was chief executive of the Railways Pension Trustee Company.

Beatrice Hollond

Will take over as Chairman of the Company after the forthcoming AGM. She was appointed to the Board in September 2003. She is deputy chairman of Millbank Financial Services, an independent family office, and chairman of Millbank Investment Management Limited, its investment management subsidiary. She is also a director of Ora Capital Limited, Ora Capital Partners plc, Oldfield & Co. (London) Limited and Henderson Smaller Companies plc. She was previously managing director of Credit Suisse Asset Management, where she worked for 16 years, with a particular focus on global fixed income and currency investing.

William Kendall

Was appointed to the Board in April 2002. Previously the chief executive of Green & Black's Limited, a premium organic chocolate brand in the UK, he is now an adviser to the business. He is also a director of Adnams plc and a founder director of Nemadi Advisors Limited, which advises on investments in the smaller companies sector. He was previously chief executive of The New Covent Garden Soup Company Limited.

Peter Readman

Has been a Director of the Company since 1993. He is chairman of Abercromby Property International and of the Chamber Orchestra of Europe, a partner of Abercromby & Company and a director of Pantheon International Participations plc and Schroder Income Growth Fund plc.

All Directors are non-executive.

All Directors are, in the opinion of the Board, independent of the management company and, with the exception of Mr Readman, are members of the Audit Committee. All Directors are members of the Nomination Committee.

ADVISERS AND PRINCIPAL SERVICE PROVIDERS

Manager, Company Secretary and Registered Office

Keystone Investment Trust plc is managed by Invesco Asset Management Limited. Day-to-day investment management is the responsibility of Mark Barnett who is a member of the UK equity investment team.

Invesco Asset Management Limited
30 Finsbury Square
London EC2A 1AG.
☎ 020 7065 4000.
Company Secretarial Contact: Kerstin Rucht.

Company Number

Registered in England and Wales.
Number: 538179.

Invesco Perpetual Investor Services

Invesco Perpetual has a Investor Services Team, available to assist you from 8.30 a.m. to 6 p.m. every working day. Please feel free to take advantage of their expertise.
☎ 0800 085 8677.
www.invescoperpetual.co.uk/investmenttrusts

Custodian

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160 Queen Victoria Street
London EC4V 4LA.

Auditors

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1 More London Place
London SE1 2AF.

Savings Scheme Administrators

For the Invesco Perpetual Investment Trust Series 2: Savings Scheme

Invesco Perpetual
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12 Blenheim Place
Edinburgh EH7 5JH
☎ 0844 892 0998.

ISA Administrators

For the Invesco Perpetual Investment Trust ISA

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Perpetual Park
Perpetual Park Drive
Henley-on-Thames
Oxfordshire RG9 1HH
☎ 0800 085 8677.

Registrars

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Huddersfield
West Yorkshire HD8 0GA.

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 ☎ 0871 664 0300.

Calls cost 10p per minute plus network charges.

Lines are open Monday to Friday 8.00 a.m. to 5.30 p.m.

Shareholders can also access their holding details via Capita's websites www.capitaregistrars.com or www.capitashareportal.com

Capita Registrars provide an on-line and telephone shareholding service to existing shareholders who are not seeking advice on buying or selling. This service is available at www.capitadeal.com or ☎ 0871 664 0454.

Calls cost 10p per minute plus network charges.

Lines are open Monday to Friday 8.00 a.m. to 4.30 p.m.

SHAREHOLDER INFORMATION

The shares of Keystone Investment Trust plc are quoted on the London Stock Exchange.

Savings Plan and ISA

The Company's ordinary shares are eligible for investment via an ISA.

Keystone Investment Trust plc is also a member of the Invesco Perpetual Investment Trust Savings Scheme ISA. Shares in this Company can be purchased and sold via these two schemes.

Invesco Perpetual Investment Trust Savings Scheme

The Invesco Perpetual Investment Trust Savings Scheme allows investors to make purchases from £25 per month or through lump sum investments from £1,000.

Invesco Perpetual Investment Trust ISA

The Invesco Perpetual Investment Trust ISA allows investments up to £10,200 in shares of Keystone Investment Trust plc in each tax year. Investors can also choose to make lump sum investments from £500, or regular investments from £20 per month.

For full details of these Invesco Perpetual investment schemes please contact the Invesco Perpetual's Investor Services Team free on ☎ 0800 085 8677.

NAV Publication

The net asset value of the Company's ordinary shares ('NAV') 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 below under Share Price Listings.

Company Website

The Company's website can be located at www.invescoperpetual.co.uk/investmenttrusts

Share Price Listings

The price of your shares can be found in the

following places:

Financial Times	Investment Companies
Daily Telegraph	Investment Trusts
The Times	Investment Companies
Reuters	
ordinary shares	KIT.L
Bloomberg	
ordinary shares	KIT.LN

Internet addresses

TrustNet	www.trustnet.com
Interactive Investor	www.iii.co.uk
Invesco Perpetual	www.invescoperpetual.co.uk/investmenttrusts
Association of Investment Companies	www.theaic.co.uk

Financial Calendar

The timing of the announcement and publication of the Company's results may normally be expected in the months shown below:

November

Annual Results and final dividend for year announced
Annual Financial Report published

December

Annual General Meeting
Final dividend paid

January

Interim Management Statement

May

Half-yearly figures announced and half-yearly financial report published

June

Interim dividend paid

July

Interim Management Statement

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 SEPTEMBER 2010

Introduction

The Directors present their report together with the audited financial statements of Keystone Investment Trust plc (the 'Company') for the year ended 30 September 2010. The Report of the Directors incorporates the Business Review and includes the Corporate Governance Statement. It expands on the following main areas:

page 15	Nature of the Company
page 15	Objective and Investment Policy
page 16	Share Capital and Rights Attaching to the Company's shares
page 17	Revenue and Dividends
page 17	Share Valuations
page 17	Key Performance Indicators
page 18	Resources, Relationships, Advisers and Principal Service Providers
page 18	Principal Risks and Uncertainties
page 20	Financial Position
page 21	Social and Environmental Policies
page 21	Substantial Holdings in the Company
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page 22	The Manager
page 23	Directors
page 25	Report of the Audit Committee
page 27	Corporate Governance

Nature of the Company

The Company was incorporated and registered in England and Wales as a public limited company on 17 September 1954, registered number 538179.

The Company is an investment company as defined by section 833 of the Companies Act 2006 and operates as an investment trust in accordance with section 1158 of the Corporation Tax Act 2010 ('CTA') (previously section 842 of the Income and Corporation Taxes Act 1988). HM Revenue & Customs ('HMRC') have approved the Company's status as an investment trust, subject to there being no subsequent enquiry under Corporation Tax Self Assessment, in respect of the year ended 30 September 2009. In the opinion of the Directors, the Company has subsequently conducted its affairs so as to enable it to maintain such approval. The Board seeks to ensure that the Company is managed in such a way that it will continue to qualify as an investment trust under the provisions of section 1158 of CTA.

Objectives and Investment Policy

Objective

Keystone Investment Trust plc's objective is to provide shareholders with long-term growth of capital, mainly from UK investments.

Investment policy and risk

The Portfolio is invested by the Manager so as to maximise exposure to the most attractive sectors and stocks within the UK stockmarket. The Manager does not set out to manage the risk characteristics of the portfolio relative to the benchmark index and the investment process will result in potentially very significant over or underweight positions in individual sectors versus the benchmark.

The Manager controls stock-specific and sector risk by ensuring that portfolios are always appropriately diversified. In depth, continual analysis of the fundamentals of investee companies allows the portfolio managers to assess the financial risks associated with any particular stock. The portfolio is typically made up of 50-80 stocks. If a stock is not considered to be a good investment, then the Company will not own it, irrespective of its weight in the index.

Investment limits

The Board has prescribed limits on the investment policy, among which are the following:

- no single equity investment in a UK listed company may exceed 12.5% of gross assets;
- the Company will not invest more than 15% of its assets in other listed investment companies;
- the Company will not invest more than £12 million in bonds, with a maximum of £1.5 million in any issue;

REPORT OF THE DIRECTORS

continued

- the Company will not invest more than £5 million in unquoted investments; and
- gearing may be used by the Company within limits determined by the Board.

Company Business

The Board does not at present envisage any significant changes to the business of the Company. No important events affecting the Company have occurred since the end of its financial year.

A review of the Company's business is provided in the Chairman's Statement on pages 5 to 6 and in the Manager's Report on pages 7 and 8.

Share Capital and Rights Attaching to the Company's Shares

At the year end, the Company's issued share capital consisted of 13,368,799 ordinary shares of 50p each and 250,000 5% cumulative preference shares of £1 each. During the year, there have been no changes to either the ordinary shares or the 5% cumulative preference shares in issue.

Rights Attaching to the Ordinary Shares

Under the Company's Articles of Association, any share in the Company may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine).

The profits of the Company available for distribution and resolved to be distributed, subject to the provisions of UK law, shall be distributed by way of dividends to the holders of the ordinary shares. On a return of capital on liquidation, the assets of the Company shall be applied in repaying a sum equal to the nominal capital paid up or credited as paid up on the ordinary shares. The remaining balance shall be distributed rateably among the holders of the ordinary shares according to the number of shares held by them.

At a general meeting of the Company every ordinary shareholder has one vote on a show of hands and on a poll one vote per £1 nominal 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.

Unless the Board decides otherwise, no shareholder is entitled to attend or vote either personally or by proxy at a general meeting or to exercise any other right conferred by being a shareholder if he or she or any person with an interest in shares has been sent a notice under section 793 of the Companies Act 2006 (which confers upon public companies the power to require information with respect to interests in their voting shares) and he or she or any interested person fails to supply the Company with the information requested within 14 days after delivery of that notice. The Board may also decide that no dividend is payable in respect of those default shares and that no transfer of any default shares shall be registered. These restrictions end seven days after receipt by the Company of a notice of an approved transfer of the shares or all the information required by the relevant section 793 notice, whichever is the earlier.

Rights Attaching to the 5% Cumulative Preference Shares

The holders of preference shares receive their dividend before any dividends are paid to the holders of ordinary shares. Also, the dividends on the preference shares are fixed while the dividends in respect of the ordinary shares can fluctuate. In case the Company does not make timely dividend payments, the dividends of cumulative preference shares will accrue.

Twice annually, on the last business days in March and September, the Company pays a fixed dividend of 2.5% in respect of the preference shares, a total of 5%.

In the event of a liquidation, the preference shares take precedence over ordinary shares so that preferred shareholders have the first claim on the Company's assets and are paid off before the ordinary shareholders receiving the nominal value of their preference shares and any outstanding dividends.

Like ordinary shares, preference shares represent partial ownership in the Company, but holders of preference shares do not enjoy any of the voting rights of ordinary shareholders.

Restrictions on the Transfers of Ordinary or Preference Shares

The Directors may refuse to register any transfer of any share which is not a fully-paid share, although such discretion may not be exercised in a way which the Financial Services Authority regards as

preventing dealings in the shares of the relevant class or classes from taking place on a open or proper basis. As at 30 September 2010, the Company's issued share capital did not include any ordinary or preference shares that were not fully paid.

The Directors may refuse to register any transfer of a share in favour of more than four persons jointly.

The Company is not aware of any other restrictions on the transfer of shares in the Company other than certain restrictions that may from time to time be imposed by laws and regulations (for example insider trading laws).

The Company is also not aware of any agreements between shareholders that may result in restrictions on the transfer of securities or voting rights.

Revenue and Dividends

The results for the year are shown in the Income Statement.

Subject to approval at the Annual General Meeting, the final proposed dividend for the year ended 30 September 2010 of 28p (2009: 28p) per ordinary share will be payable on 17 December 2010 to Shareholders on the register on 19 November 2010. This will give a total dividend for the year of 45.5p per share, compared with 56.6p in 2009 which included a special dividend of 11.1p in respect of VAT reclaimed on management fees. Revenue returns per share in this year were 40.6p (2009: 57.4p).

Share Valuations

On 30 September 2010 the mid-market price and the net asset value per 50p ordinary share were 1170.0p and 1212.9p respectively. The comparative figures on 30 September 2009 were 1008.0p and 1123.9p.

Key Performance Indicators

The Board reviews performance by reference to a number of Key Performance Indicators that include the following:

- asset performance, in absolute terms and relative to the benchmark;
- discount of share price to net asset value; and
- total expense ratio.

Asset Performance

In reviewing the performance of the assets in the Company's portfolio the Board reviews the total return provided by the net asset value in relation to that of the benchmark index, the FTSE All-Share Index. Performance is also compared with that of other investment trust companies investing in this sector of the market.

The net asset value of the Company rose by 15.3% during the course of the year, compared with a rise of 12.5% in the benchmark index (in both cases with income reinvested).

There are currently some 300 investment trust companies in the UK, of which there are 21 in the UK Growth sector. The Board monitors the performance of the Company in relation to its sector as a whole and to those companies within the sector which most closely match its objectives and capital structure.

As at 30 September 2010, the Company was ranked number 16, 17, and 10 in its sector over one, three and six months respectively, number 12 over one year and number 10 and 10 over three and five years respectively (source: JPMorgan Cazenove).

Discount

The Board monitors the price of the shares in relation to their net asset value and the premium/discount at which the Company's shares trade. During the year, the shares traded at a discount to net asset value, with debt at par, in the range of 3.3% to 13.8%. At the year end, the discount with debt at par stood at 3.5% (2009: 10.3%). 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. This may assist in the management of the discount, but the primary reason for buying back or issuing shares is to enhance investor value.

Total Expense Ratio ('TER')

The expenses of managing the Company are carefully monitored by the Board. Management and performance fees and other expenses for the year totalled £1,414,000 (2009: £1,861,000) excluding

REPORT OF THE DIRECTORS

continued

finance costs. The TER, excluding finance costs, provides a guide to the effect on performance of all annual operating costs.

At the year end, the TER was 0.9% (2009: 0.9%) excluding performance fee, and 0.9% (2009: 1.3%) including performance fee.

Main trends and factors likely to affect the future development, performance and position of the Company's business

As Keystone Investment Trust plc is an investment company, details of the main trends and factors likely to affect the future development, performance and position of the Company's business can be found in the Investment Manager's Report on pages 7 and 8. Further details as to the risks affecting the Company are set out below under 'Principal Risks and Uncertainties'.

Resources

The Company is an investment trust which outsources its management, company secretarial and administrative functions. As a result the Company has no employees. However, through the contractual arrangements in place, a full range of services is available to it. The most significant contract is with the Manager, Invesco Asset Management Limited, to whom responsibility for the management of the portfolio is delegated. The Board reviews the performance of the Manager at every Board meeting and otherwise as appropriate.

The day-to-day management of the portfolio is the responsibility of Mark Barnett, who forms part of the UK Equities team of Invesco Perpetual based in Henley-on-Thames. Mark has worked in equity markets since 1992, joined Perpetual in 1996 and has been the Fund Manager of the Company since January 2003, when Invesco Asset Management Limited took over the management of Keystone Investment Trust plc.

The Board has adopted guidelines within which the Manager is permitted wide discretion; any proposed variations outside these parameters are referred to the Board. The Board has the power to replace the Manager and reviews the management contract formally once a year. The outcome of this review is discussed on page 23.

Other contractual arrangements govern relationships with the Company Secretary and Administrator, Registrar and Custodian. These contracts are also reviewed by the Board on a regular basis and, more formally, on an annual basis.

Relationships

Through the annual and half-yearly financial reports, interim management statements and the publication of a daily net asset value, the Board endeavours to ensure that shareholders understand the Company's investment objectives and policies and that the Board, both independently and through the Manager, reviews its objectives and policies in the light of feedback from shareholders. The Board monitors and reviews shareholder communications on a regular basis.

Advisers and Principal Service Providers

The Company's main supplier of services is the Manager who provides both Investment Management Services and Company Secretarial and Administrative support.

The Company has the following additional advisers and principal service providers:

- Ernst & Young LLP as Auditors;
- The Bank of New York Mellon as Custodian; and
- Capita Registrars as Registrar.

Further details of the advisers and principal service providers can be found on page 13.

Principal Risks and Uncertainties

The principal risk factors relating to the Company can be divided into the following areas:

Investment Objective

The Company's investment objective is described on page 15. There is no guarantee that the Company's investment objective will be achieved or will provide the returns sought by the Company.

The Board has established guidelines to ensure that the investment policy that has been approved is pursued by the Manager.

Investment Process

The investment process employed by the Manager combines top down assessment of economic and market conditions with stock selection. Fundamental analysis forms the basis of the Company's stock selection process, with an emphasis on sound balance sheets, good cash flows, the ability to pay and sustain dividends, good asset bases and market conditions. The process is complemented by constant assessment of market valuations. It is important to have a sense of a company's realistic valuation which, to some extent, will be independent of the price at which the company currently trades in the market.

Overall, the investment process is aiming to achieve absolute returns through a genuinely active fund management approach. This can therefore result in a portfolio which looks substantially different from the index.

Risk management is an integral part of the investment management process. The Manager effectively controls risk by ensuring that the Company's portfolio is always appropriately diversified. In depth and continual analysis of the fundamentals of all holdings gives the Manager a full understanding of all the financial risks associated with any particular security.

Market Movement and Portfolio Performance

The majority of the Company's investments are traded on the London Stock Exchange. The principal risk for investors in the Company is of a significant fall in the markets and/or a prolonged period of decline in the markets relative to other forms of investment as well as bad performance of individual portfolio investments. The value of investments held within the portfolio is influenced by many factors including the general health of the economy in the UK, interest rates, inflation, government policies, industry conditions, political events, tax laws, environmental laws, and by changing investor demand. The Manager strives to maximise the total return from the securities in which it invests, but these securities are influenced by market conditions and the Board acknowledges the external influences on portfolio performance.

While the Board obviously cannot influence market movements, it is vigilant in monitoring the Manager's performance and additionally in reviewing regularly the degree of gearing, through borrowings, which it permits the Manager to undertake. The continuation of the Manager's mandate is formally reviewed each year.

Past performance of the Company is not necessarily indicative of future performance.

For a fuller discussion of economic and market conditions and prospects for future performance of the portfolio, please see the Chairman's Statement and the Manager's Report on pages 5 to 8.

The Ordinary Shares

The market price of an ordinary share may trade at a discount to its NAV. As at 30 September 2010, an ordinary share of the Company traded at a discount of 3.5% (debt at par). During the year, the Company's shares traded at an average discount of 7.5%.

There can be no guarantee that any appreciation in the value of the Company's investments will occur and investors may not get back the full value of their investment. Due to the potential difference between the mid-market price of the ordinary shares and the prices at which they are sold, there is no guarantee that their realisable value will reflect their market price.

While it is the intention of the Directors to pay dividends to ordinary shareholders twice a year, the ability to do so will depend upon the level of income received from securities and the timing of receipt of such income by the Company. Accordingly, the amount of the twice-yearly dividends paid to ordinary shareholders may fluctuate. Any change in the tax or accounting treatment of dividends or other investment income received by the Company may also affect the level of dividend paid on the ordinary shares in future years.

Bond Holdings

Fixed interest securities are subject to credit, liquidity, duration and interest rate risks. Adverse changes in the financial position of an issuer or in general economic conditions may impair the ability of the

REPORT OF THE DIRECTORS

continued

issuer to make payments of principal and interest or may cause the liquidation or insolvency of an issuer.

Gearing

Gearing levels may change from time to time in accordance with the Manager's and the Board's assessment of risk and reward. Whilst the use of borrowings by the Company should enhance the total return on the ordinary shares where the return on the Company's underlying securities is rising and exceeds the cost of borrowing, it will have the opposite effect where the underlying return is falling. As at 30 September 2010, gearing stood at 108% (equity exposure as a percentage of net assets attributable to ordinary shareholders).

Regulatory and Tax-related

The Company is subject to various laws and regulations by virtue of its status as an investment company under s833 of the Companies Act 2006, as an investment trust, and its listing on the London Stock Exchange. A breach of s1158 CTA (previously s842 ICTA) could lead to the Company being subject to capital gains tax on the profits arising from the sale of its investments. A serious breach of other regulatory rules might lead to suspension from the Stock Exchange or to a qualified Audit Report. Other control failures, either by the Manager or any other of the Company's service providers, might result in operational or reputational problems, erroneous disclosures or loss of assets through fraud, as well as breaches of regulations.

The Manager reviews the level of compliance with s1158 CTA (previously s842 ICTA) and other financial 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 service providers. The Manager's Compliance Officer produces regular reports for review by the Company's Audit Committee.

Further details of risks and risk management policies as they relate to the financial assets and liabilities of the Company are detailed in note 19 to the financial statements.

Reliance on Third Party Service Providers

The Company has no employees and the Directors have all been appointed on a non-executive basis. The Company is therefore reliant upon the performance of third party service providers for its executive function. In particular, the Manager performs services which are integral to the operation of the Company. 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 successfully pursue its investment policy.

The Manager may be exposed to reputational risks. In particular, 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 potential 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 successfully.

Financial Position

Assets and Liabilities

At 30 September 2010, the Company's net assets were valued at £162 million (2009: £150 million). These comprised a portfolio of mainly equity investments, debenture stocks and net current assets.

The Company has an uncommitted short-term overdraft facility with the Custodian for settlement and liquidity purposes. The Company has also issued long-term debentures and cumulative preference shares as noted in the gearing policy below. For details please see notes 12 and 13 to the financial statements.

Due to the readily realisable nature of the Company's assets, cash flow does not have the same significance as for an industrial or commercial company. The Company's principal cash flows arise from the purchase and sales of investments and the income from investments against which must be set the costs of borrowing and management expenses.

Gearing Policy

At 30 September 2010, the Company's ordinary shares were geared by borrowings in the form of four issues of long-term debentures, totalling £40 million (2009: £40 million). The weighted average interest rate was 7.55% (2009: 7.55%).

On 1 October 2010, the Company redeemed in full two issues of long-term debentures, totalling £8 million. Following this exercise, the Company's ordinary shares are geared by borrowings in the form of two issues of long-term debentures, totalling £32 million. The weighted average interest rate is 6.77%. In addition, the Company also has 5% cumulative preference shares of £0.25 million (2009: £0.25 million).

The Board has carefully considered the Company's policy in respect of the level of effective gearing (borrowings less cash, as a percentage of net assets). At the year end the Company's gearing limits were that the Manager must make no net purchases if equity exposure is more than 107.5% of net assets, and must make sales if (as a result of market movements) equity exposure exceeds 115% of net assets. The Board and the Manager regularly review gearing and will continue to monitor the level closely over the year ahead.

Redemption of the Company's Debentures

On 1 October 2010, the Company redeemed all of the outstanding £3,000,000 11.375% debenture stock 2010/2015 and £5,000,000 10.25% debenture stock 2010 in accordance with the trust deeds between the Company and the Trustee (The Prudential Assurance Company Limited). Each of these two debenture stocks were redeemed at par together with accrued interest up to and including the redemption date of 1 October 2010. Thereafter, the two debenture stocks were cancelled and the Company does not intend to re-issue such redeemed stock.

Following the redemption of the above two debenture stocks, the Company's structured debt is provided by 250,000 5% cumulative preference shares of £1 each and the following debentures totalling £32 million:

£7,000,000 7.75% debenture stock 2020.

£25,000,000 6.5% debenture stock 2023.

Social and Environmental Policies

As an investment trust company with no employees, property or activities outside investment management, environmental policy has limited application.

The Manager considers various factors when evaluating potential investments. Some are financial ratios and measures, such as free cash flow, earnings per share and price-to-book value. Others are more subjective indicators which rely on first hand research; for example quality of management, innovation and product strength.

While a company's policy towards the environment and social responsibility is considered as part of the overall assessment of risk and the suitability of the company for the portfolio, the Manager does not necessarily decide not to make an investment on environmental and social grounds alone.

At the AGM in 2007, the Directors received approval from shareholders to send or supply documents or information to shareholders in electronic form (e.g. by e-mail) or by means of a website. This delivers environmental benefits through reduced use of paper and of the energy required for its production and distribution.

Substantial Holdings in the Company

At 12 November 2010, the Company had been notified of the following holdings of 3% and over of the Company's share capital carrying unrestricted voting rights:

	HOLDING	%
Rensburg Sheppards Investment Management	1,831,547	13.7
Brewin Dolphin, Stockbrokers	1,480,401	11.1
Rathbones	777,725	5.8
M&G Investment Management	562,733	4.2
Speirs & Jeffrey, Stockbrokers	532,020	4.0
Charles Stanley, Stockbrokers	526,394	3.9
Legal & General Investment Management	508,108	3.8

REPORT OF THE DIRECTORS

continued

Special Business at the Annual General Meeting ('AGM')

Shareholders will find on pages 54 to 58 the notice of the forthcoming AGM of the Company to be held on 14 December 2010. In addition to the ordinary business of the meeting, four resolutions are proposed as special business. These will be proposed as one Ordinary Resolution and three Special Resolutions as follows:

Authority to Issue Shares

By law, Directors are not permitted to allot new shares (or to grant rights over shares) unless authorised to do so by shareholders. In addition, Directors require specific authority from shareholders before allotting new shares (or granting rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 9 is an Ordinary Resolution which seeks to renew the Directors' authority to allot up to 5% of the Company's issued ordinary share capital. This will allow the Directors to issue ordinary shares within the prescribed limits should any favourable opportunities arise to the advantage of shareholders. The powers authorised will not be exercised at a price below net asset value of the relevant share so that interests of existing shareholders are not diluted.

Resolution 10 is a Special Resolution which seeks authority to issue new ordinary shares pursuant to a rights issue or otherwise than in connection with a rights issue of up to an aggregate nominal amount of £334,219, (5% of the issued ordinary share capital) disapplying pre-emption rights. This will allow ordinary shares to be issued to new shareholders without having to be offered to existing shareholders first, thus broadening the shareholder base of the Company. These authorities will expire at the AGM in 2011.

Authority to Buy Back Shares

The Directors were granted authority at last year's AGM to buy back shares for cancellation. During the period, no shares were bought back and cancelled.

The Directors are, however, seeking to renew this authority and Special Resolution 11, a resolution to purchase in the market, for cancellation, up to 2,003,982 ordinary shares (being 14.99% of the issued ordinary share capital as at 12 November 2010), will be proposed at the AGM. This authority, if approved, will expire on the date of the Company's next AGM, unless renewed. The Directors intend that the authority to purchase the Company's shares will only be exercised when such a purchase would result in an increase in the NAV per share and is in the best interests of shareholders generally.

Purchases of ordinary shares will only be made through the market for cash at prices below the prevailing NAV per ordinary share. Under the Listing Rules of the Financial Services Authority, 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 50p 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.

Calling General Meetings at 14 days' Notice

The EU Shareholder Rights Directive that came into effect on 3 August 2009 amended the Companies Act 2006 so that the notice period for a general meeting is 21 days (previously 14 days). However, companies are able to propose a special resolution each year permitting them, if passed, to continue to call general meetings (other than AGMs) on a 14 day notice period if they allow voting by electronic means.

With Special Resolution 12 the Board again seeks shareholders' authority to call any general meetings other than AGMs on a 14 day notice period, should that be necessary. If approved, this authority will need to be renewed at every AGM of the Company.

Investment Management Agreement

The terms of the agreement with Invesco Asset Management Limited, dated 31 December 2002, include a basic management fee for investment management and company secretarial work. This is, in respect of each of the quarterly periods ending on 31 March, 30 June, 30 September and 31 December each year, 0.2% of the average value of the market capitalisation of its shares for the ten business days

ending on the relevant quarter end date. The market capitalisation is calculated using middle market quotations derived from the Stock Exchange Daily Official List and the weighted average number of shares in issue during the quarter.

The Manager is also entitled to a performance-related fee based on the previous three years' performance of the net asset value (including dividends reinvested) and the FTSE All-Share (Total Return) Index, annualised and calculated per annum on 31 December each year. If the net asset value total return (including dividends reinvested) per annum of the Company as at 31 December of that year is greater than the percentage change per annum in the FTSE All-Share (Total Return) Index plus 2% per annum, the performance-related fee is payable. The performance-related fee is 15% of the value of any outperformance of this hurdle.

The amount of any payment of performance-related fee is a maximum of 1% of the Company's gross assets less the basic management fees. In addition, the amount of any payment of performance-related fee in respect of any financial year is limited to an amount which, if added to the basic management fees paid in respect of that year, would not exceed 1.5% of gross assets less basic management fees. The amount of any payment of performance-related fee in excess of these limits would be carried forward and would become payable in any subsequent year in which the total fees payable are less than the maximum levels for that year.

The Investment Management Agreement can be terminated by either the Company or the Manager upon the expiry of not less than three months' written notice given to the other.

The Manager's Responsibilities

The Directors have delegated to Invesco Asset Management Limited (the 'Manager') the responsibility for the day-to-day investment management activities of the Company. The Manager has full discretion to manage the assets of the Company in accordance with the Company's stated objectives and policies as determined from time to time by the Board. The Manager has discretion to make purchases and sales, make and withdraw cash deposits, enter into underwriting commitments and exercise all rights over the investment portfolio. The Manager also advises on borrowings.

The Manager provides full administration and company secretarial 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 interim management statements, half-yearly and annual financial statements are prepared.

Assessment of the Investment Manager

The Board continually reviews the policies and performance of the Manager. The Board's philosophy and the Manager's approach are that the portfolio should consist of shares thought attractive irrespective of their index weightings. The portfolio's composition and performance are likely, therefore, to be very different from those of the benchmark index. Over the short term, there may be periods of sharp underperformance compared with the benchmark. Over the long term, the Board expects the combination of the Company's and Manager's approach to result in a significant degree of outperformance compared with the benchmark. The Board is satisfied with the current terms of appointment of the Manager.

Annually, the Board also considers the ongoing secretarial and administrative requirements of the Company and assesses the services. The Board, based on its recent review of activities, believes that the continuing appointment of Invesco Asset Management Limited remains in the best interest of the Company and its shareholders.

Directors

Directors are elected by ordinary resolution at a general meeting of ordinary shareholders. The Directors have the power to appoint a Director during the year but any person so appointed must stand for election at the next Annual General Meeting.

Subject to its Articles of Association and the relevant statutory law and to such direction as may be given by the Company in general meeting by special resolution, the business of the Company is managed by the Directors, who may exercise all powers of the Company which are not required to be exercised by the Company in general meeting.

REPORT OF THE DIRECTORS

continued

The present members of the Board, all of whom served throughout the year, are listed on page 12 together with their biographies.

The Company's Articles of Association require that no Directors shall serve more than three years since previously elected or re-elected before offering himself or herself for re-election.

The Board decided in 2006 that, until further notice, all Directors will stand for annual re-election. Accordingly, resolutions 4 to 7 deal with the re-elections of the Directors at the forthcoming AGM on 14 December 2010. Richard Oldfield, having decided to retire at the Board meeting following the AGM, will not seek re-election.

The following table sets out the number of Board, Audit Committee and Nomination Committee meetings held during the year and the number of meetings attended by each Director:

	BOARD MEETINGS		AUDIT COMMITTEE MEETINGS		NOMINATION COMMITTEE MEETINGS	
	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
David Adams	5	5	3	3	1	1
Beatrice Hollond	5	4	3	3	1	1
William Kendall	5	5	3	3	1	1
Richard Oldfield	5	5	3	3	1	1
Peter Readman ¹	5	5	n/a	n/a	1	1

1. Not a member of the Audit Committee.

Apart from the meetings detailed above, there were a number of meetings held by committees of the Board to approve the Interim Management Statements of the Company and deal with other ad hoc items. The Board as a whole deals with all issues otherwise dealt with by Remuneration and Management Engagement Committees.

All Directors have letters of appointment which are available for inspection at the Registered Office of the Company and on the Company's website. All Directors are independent of the investment manager.

Directors' Interests

The beneficial interests of the Directors in the ordinary share capital of the Company are set out below:

	30 SEPTEMBER 2010	1 OCTOBER 2009
David Adams	—	—
Beatrice Hollond	—	—
William Kendall	4,500	4,500
Richard Oldfield	8,780	8,780
Peter Readman	—	—

Save as aforesaid, no Director had any interests, beneficial or otherwise, in the shares of the Company during the year. No Director held any of the Company's preference shares or debenture stocks at either date. No changes to these holdings had been notified up to the date of this report.

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. The Company has entered into a Deed of Indemnity with Directors under which Directors are indemnified by the Company for, *inter alia*, costs incurred in defending claims made by third parties.

Conflicts of Interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director

becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty.

The Articles of Association of the Company give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be 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 will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

The Directors have advised any potential conflicts of interest with the Company. The Register of Potential Conflicts of Interests is kept in the Registered Office of the Company. It is reviewed regularly by the Board and the Directors will advise the Company Secretary as soon as they become aware of any potential conflicts of interest. Directors who have potential conflicts of interest will not take part in any discussions which relate to any of their potential conflicts.

Deeds of Indemnity

Deeds of Indemnity have been exercised on behalf of the Company for each of the Directors.

Under the terms of the indemnities, a Director may be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the discharge of his duties or the exercise of his powers or discretions as a Director of the Company. This includes any liability incurred by the Director in disputing, defending, investigating or providing evidence in connection with any actual or threatened or alleged claims, demands, investigations or proceedings whether civil or criminal, and any settlement in respect thereof. Directors will continue to be indemnified under the terms of the indemnities notwithstanding that they may have ceased to be Directors of the Company.

However, Directors will not be entitled to be indemnified for any liability to the Company for fines payable to regulatory authorities, for defending any criminal proceedings in which they are convicted or in defending any civil proceedings brought by the Company. In the event that judgment is given against a Director in relation to any claim, the Director will repay to the Company any amount received from the Company under his indemnity. The indemnity does not apply to the extent that a liability is recoverable from any insurers, if it is prohibited by law, if it relates to tax payable on remuneration or other benefits received, or if a liability arises from an act or omission of the Director which is shown to have been in bad faith or arising from gross negligence.

Directors' and Officers' Liability Insurance

The Company maintains a Directors' and Officers' liability insurance policy.

Report of the Audit Committee

The Audit Committee is responsible to the Board for reviewing each aspect of the financial reporting process: the Manager's systems of internal control and management of the financial risks; the audit process; relationships with the external auditors; the Company's processes for monitoring compliance with laws and regulations; its code of business conduct; and for making recommendations to the Board.

The Company's internal financial controls and risk management systems have been reviewed with the Manager against risk parameters approved by the Board. The Audit Committee has also received a satisfactory report on the Manager's internal operations from the Manager's Compliance and Internal Audit Officer.

REPORT OF THE DIRECTORS

continued

The audit programme and timetable were drawn up and agreed with the Auditors in advance of the Company's financial year end. At this stage, matters for audit focus were agreed. These matters were given particular attention during the audit process and among other matters they were reported on by the Auditors to the Audit Committee. These matters were considered by the Audit Committee and discussed with the Auditors and the Manager prior to approving and signing the financial statements.

The Audit Committee has reviewed the financial statements for the year ended 30 September 2010 with the Manager and the Auditors at the conclusion of the audit process. There were no matters arising from the audit that needed to be brought to the Board's attention.

Audit Information

The Directors who held office at the date of the approval of the Directors' Report confirm that, so far as they are aware, there is no relevant audit information of which the Company's Auditors are 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 Auditors are 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.

Auditors

The Audit Committee has considered the independence of the Auditor and the objectivity of the audit process and is satisfied that Ernst & Young LLP has fulfilled its obligations to shareholders and as independent auditors to the Company.

The Committee has recommended approval by the Board of an audit fee of £25,000, exclusive of expenses and VAT.

A resolution proposing the re-appointment of Ernst & Young LLP as the Company's auditors and authorising the Directors to determine their remuneration will be put to shareholders at the forthcoming AGM.

Individual Savings Account ('ISA')

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

Creditor Payment Policy

It is the Company's policy to obtain the best terms for all business, including purchases of investments, and to abide by those agreed terms. It is the Company's policy to settle all investment transactions according to settlement periods established for the relevant markets. The Company had no trade creditors at 30 September 2010 (2009: nil).

Donations

The Company made no political or charitable donations during the year.

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. In considering this, the Directors took into account the diversified portfolio of readily realisable securities which can be used to meet short-term funding commitments, and the ability of the Company to meet all of its liabilities, including the redemption of the two debentures on 1 October 2010, and ongoing expenses. The Directors also considered the revenue forecasts for the forthcoming year and future dividend payments in concluding on the going concern basis.

CORPORATE GOVERNANCE STATEMENT

Corporate Governance Principles

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

In February 2006, the Financial Reporting Council ('FRC') first confirmed that AIC member companies who report against the AIC Code and who follow the AIC Guide would meet their obligations in relation to the Combined Code on Corporate Governance and paragraph 9.8.6 of the Listing Rules (relating to additional items to be included in the annual financial report). On 20 February 2009 the FRC provided the AIC with an updated endorsement to cover the 2009 edition of the AIC Code. This statement describes how the principles of the AIC Code and Guide have been complied with in the affairs of the Company. Any reference to the 'AIC Code' in this statement includes references to the AIC Guide. Copies of the AIC Code and AIC Guide can be found on the AIC's website at www.theaic.co.uk.

The Board of Keystone Investment Trust plc has considered the principles and recommendations of the AIC Code by reference to the AIC Guide. The AIC Code, as explained by the AIC Guide, addresses all the principles set out in Section 1 of the Combined Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to Keystone Investment Trust plc.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the Combined Code), will provide better information to shareholders.

The Company has complied with the recommendations of the AIC Code and the relevant provisions of Section 1 of the Combined Code, except as set out below:

The Combined Code includes provisions relating to the role of the chief executive and a senior independent director, executive directors' remuneration and the need for an internal audit function. For the reasons set out in the AIC Guide, and in the preamble to the Combined Code, the Board considers these provisions are not relevant to the position of Keystone Investment Trust plc, being an externally managed investment company. The Company has therefore not reported further in respect of these provisions.

During the year under review, the terms of reference for the Board and the Audit Committee were reviewed and updated to bring them in line with latest best practice and to ensure compliance with the AIC Code. In addition, a Nomination Committee was established and its terms of reference were drafted in line with best practice and in compliance with the AIC Code. The Company's Corporate Governance procedures are considered regularly by the Board and amended as necessary.

In October 2010, a new edition of the AIC Code was published, which addresses the governance issues relevant to investment companies and enables boards to satisfy any requirements they may have under the new UK Corporate Governance Code. Both the new UK Corporate Governance Code and the new 2010 AIC Code apply to companies whose financial year starts on or after 29 June 2010. Keystone Investment Trust plc will report against these new Codes at the end of the next financial year.

Directors

Independence

The Board currently comprises five non-executive Directors, all of whom the Board regards as wholly independent of the Company's Manager.

The Board understands that concern has been expressed about length of service compromising independence, which is based on the view that after a certain period a director may not be sufficiently independent of management. The AIC does not believe that this is the case for investment companies and therefore does not recommend that long-serving directors be prevented from forming part of the independent majority.

The Board considers that the independence of Messrs Adams, Oldfield and Readman, who have served on the Board for more than 9 years, is not compromised by their length of service, in particular because the current Manager has been in place for less than eight years. The Board believes that the Company benefits from a balance of board members with different tenures. All Directors, long-serving or not, will stand for annual re-election at the AGM, with the exception of Mr Oldfield who will retire as a Director of the Company at the Board meeting following the forthcoming AGM.

REPORT OF THE DIRECTORS

continued

All Directors are equally responsible under the law for the proper conduct of the Company's affairs, and for ensuring that their policies and operations are in the best interests of shareholders, creditors and suppliers to the Company.

Chairman

The Chairman of the Company is currently Richard Oldfield, a non-executive and independent Director who has no conflicting relationships. As the Company is an investment trust and sub-contracts its day-to-day investment management and administration, its Board consists exclusively of non-executive Directors and it does not have a Chief Executive Officer.

Following Mr Oldfield's retirement as a Director after the forthcoming AGM, Beatrice Hollond will take over as Chairman of the Company. She has been on the Board since September 2003 and is an independent Director with no conflicting relationships. She is subject to an annual performance appraisal. Following this year's appraisal, the Board has confirmed that Mrs Hollond's performance continues to be effective and therefore recommends her re-election.

The Chairman will be present at the AGM to answer questions.

Senior Independent Director/Deputy Chairman

The nature of an investment trust and the relationship between the Board and the Manager are such that it is considered unnecessary to identify a senior non-executive Director other than the Chairman.

All Directors are available to shareholders if they have concerns which contact through the normal channels of Chairman or Manager have failed to resolve, or for which such contact is inappropriate.

Board Balance

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. Brief biographical details of members of the Board are shown on page 12. The Nominations Committee is currently considering the addition of another director in due course.

Supply of Information

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.

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 changing risks.

The Board meets on a regular basis at least five times each year. Additional meetings are arranged as necessary. Regular contact is maintained between the Manager, the Chairman and the other Directors 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, marketing and shareholder relations, corporate governance, regulatory changes and industry and other issues.

Appointment, Re-election, Tenure and the Nomination Committee

Up until this year, Directors were selected and appointed by the Board as a whole functioning as a Nomination Committee. When Richard Oldfield declared his intention of retiring as a Director after the AGM, a Nomination Committee was formed under the chairmanship of Beatrice Hollond, consisting of all non-executive Directors.

The main responsibilities of the Nomination Committee are to review the size, structure and skills of the Board and to make recommendations with regard to any changes considered necessary or new appointments. The Nomination Committee has written terms of reference which are reviewed regularly and clearly define its responsibilities and duties. They will be available for inspection at the AGM and can be inspected at the Registered Office of the Company as well as on the Company's website.

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 the Company's website at www.invescoperpetual.co.uk/investmenttrusts. They will also be available at the AGM.

The Articles of Association require that a Director shall retire and be subject to re-election at the first AGM after appointment and at least every three years thereafter. The Board has resolved that, for the time being, all Directors shall stand for annual re-election at the AGM.

The Articles of Association provide that the Directors may, by notice in writing, remove any Director from the Board without notice or compensation.

The Chairman confirms that the performance of all Directors is and continues to be effective and demonstrates commitment to the role. He recommends to shareholders the approval of Resolutions 4 to 7 relating to the Directors seeking to be re-elected.

Board, Committee and Directors' Performance Appraisal

The Directors recognise the importance of the AIC Code's recommendations in respect of evaluating the performance of the Board as a whole, the Audit Committee and individual Directors. The performance of the Board, Audit Committee and Directors has been assessed during the year in terms of:

- attendance at Board and Committee meetings;
- the independence of individual Directors;
- the ability of Directors to make an effective contribution to the Board and Committees through the range and diversity of skills and experience each Director brings to their role; and
- the Board's ability to challenge the Manager's recommendations, suggest areas of debate and set the future strategy of the Company.

The Board again opted to conduct performance evaluation through questionnaires and discussion between the Directors, the Chairman and the Chairman of the Audit Committee. Findings and feedback from the previous evaluation were used as the basis for review and update of performance during the year. The result of this year's performance evaluation process was that the Board and the Audit Committee collectively and the Directors individually were deemed to have performed satisfactorily. The Directors are confident of their ability to continue to make effective contributions and to demonstrate commitment to their respective roles.

Directors' Remuneration

The Board as a whole reviews Directors' remuneration periodically. The Directors' Remuneration Report is set out on pages 33 and 34.

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 its results. This information is supplemented by the daily calculation and publication at the Stock Exchange of the net asset value of the Company's ordinary shares, the interim management statements and by a monthly fact sheet produced by the Manager. At each AGM, a presentation is made by the Fund Manager following the business of the Meeting and shareholders have the opportunity to communicate directly with the whole Board.

There is a regular dialogue between the Manager and 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 institutional and other shareholders are reported to the Board.

It is the intention of the Board that the Annual Financial Report and Notice of the AGM be issued to shareholders so as to provide at least twenty working days' notice of the AGM. Shareholders wishing to lodge questions in advance of the AGM are invited to do so, either on the reverse of the proxy card or otherwise in writing to the Company Secretary at the address given on page 13. At other times,

REPORT OF THE DIRECTORS

continued

the Company responds to letters from shareholders on a range of issues.

Shareholders can also visit the Manager's investment trust website:

www.invescoperpetual.co.uk/investmenttrusts in order to access copies of half-yearly and annual financial reports; interim management statements; shareholder circulars; Company factsheets; Stock Exchange announcements; and ISA and savings scheme literature. Shareholders can also access various Company reviews and information such as an overview of UK equities and the Company's share price. Shareholders are also able to access copies of the schedule of matters reserved for the Board and the terms of reference of the Audit Committee and the Nomination Committee, the Directors' letters of appointment and, following any shareholders' general meetings, proxy voting results.

Accountability and Audit

The Directors' responsibilities with regard to the Company's accounting records and financial statements are set out on page 35 and the Independent Auditors' Report is set out on pages 36 and 37.

Internal Financial and Non-Financial Controls

The Directors acknowledge that they are responsible for ensuring that the Company maintains a sound system of internal financial and non-financial controls ('internal controls') to safeguard shareholders' investments and the Company's assets.

The Company's internal controls and risk management systems have been reviewed with the Manager against risk parameters approved by the Board. The Audit Committee has also received a satisfactory report on the Manager's internal operations from the Manager's Compliance and Internal Audit Officers. The Audit Committee is pleased to report that, as a result of this year's review, no weaknesses were found in the financial reporting process.

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 control 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. The system can therefore only provide reasonable and not absolute assurance against material misstatement of loss. The Board confirms that the necessary actions are taken to remedy any significant failings or weaknesses identified from its review. There are no significant failings or weaknesses that have occurred throughout the year ended 30 September 2010 and up to the date of this annual financial report.

As stated above, the Board meets regularly, at least five times a year, and reviews financial reports and performance against approved 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 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 and are reviewed annually by the Board. 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.

The control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives. The Directors consider that these procedures enable the Company to comply with the Financial Reporting Council's Internal Control: Revised Guidance for Directors on the Combined Code.

Internal Audit Function

The Audit Committee has reviewed the need for the Company to establish an internal audit function, but, in view of the extent of the Manager's executive responsibilities and, given that the Manager has an internal audit function, consider that such a function is not necessary for the Company.

Board Responsibilities

Directors have a duty to promote the success of the Company taking into consideration the likely consequences of any decision in the long-term; the need to foster the Company's business relationships with its Manager and advisers; the impact of the Company's operations on the

community and the environment; the desirability of the Company maintaining a reputation for high standards of business conduct; and the need to act fairly as between shareholders of the Company.

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 best interest of all of the Company's shareholders and that the best interests of creditors and suppliers to the Company are properly considered.

A formal schedule of matters reserved for decision by the Board and detailing the responsibilities of the Board has been established. The main responsibilities include: setting the Company's objectives, policies and standards, ensuring that the Company's obligations to shareholders and others are understood and complied with, approving accounting policies and dividend policy, managing the capital structure, setting long-term objectives and strategy, assessing risk, reviewing investment performance, approving loans and borrowing, and controlling risk, approving recommendations made by the Audit Committee, reviewing Directors' remuneration, undertaking nomination responsibilities and assessing the Manager on an ongoing basis. The schedule of matters reserved for decision by 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 website at www.invescoeternal.co.uk/investmenttrusts.

The Board also seeks to ensure 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 annual and half-yearly financial reports, interim management statements, factsheets and daily net asset value disclosures.

There is an agreed procedure for Directors, in the furtherance of their duties, to take legal advice at the Company's expense up to an initial cost of £5,000, having first consulted with the Chairman.

The Board as a whole undertakes the responsibilities which would otherwise be assumed by committees for management engagement and remuneration:

- *Management Engagement*
The Board as a whole operates as the Management Engagement Committee by reviewing all supplier services, and in particular the Investment Management and Services Agreements, annually. The performance of the Managers in respect of investment performance and administration is reviewed formally in respect of agreed standards and reported on in the Report of the Directors under 'Assessment of the Investment Manager' on page 23.
- *Remuneration*
The Board as a whole operates as a Remuneration Committee by determining the Company's remuneration policy, taking 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 on pages 33 and 34.

The Manager's Responsibilities

The Manager is responsible for the day-to-day investment management decisions of the Company and for the provision of Company Secretarial and Accounting Services. A statement of the Manager's responsibilities is shown on page 23 in the Report of the Directors.

The Board has reviewed and accepted the Manager's 'whistleblowing' policy under which staff of Invesco Asset Management can, in confidence, raise concerns about possible improprieties or irregularities in matters affecting the Company.

The Audit Committee

The Board is currently supported by an Audit Committee consisting of Mrs Hollond and Messrs Adams, Kendall and Oldfield. The Chairman of the Audit Committee is David Adams. The Committee has written terms of reference which clearly define its responsibilities and duties. The terms of reference of the Audit Committee, including its role and authority, were updated during the year to ensure best practice and compliance with the AIC Code. They will be available for inspection at the AGM and can be inspected at the Registered Office of the Company or on the Company's website at www.invescoeternal.co.uk/investmenttrusts.

REPORT OF THE DIRECTORS

continued

The Audit Committee is responsible to the Board for reviewing each aspect of the financial reporting process, systems of internal control and the management of financial risks, the audit process, relationships with external auditors, the Company's processes for monitoring compliance with laws and regulations, its code of business conduct and for making recommendations to the Board.

The Audit Committee is responsible for the appointment, reappointment and removal of auditors as laid out in the terms of reference of the Audit Committee.

The Audit Committee meets at least three times a year to review the internal financial and non-financial controls, accounting policies and the contents of the interim and annual reports to shareholders.

In addition, the Committee reviews the Auditors' independence, objectivity and effectiveness, the quality of the services of the service providers 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. At each meeting, representatives of the Manager's Internal Audit and Compliance Departments are present. Representatives of Ernst & Young LLP, the Company's Auditors, attend the Committee meeting at which the draft annual financial report is reviewed and are given the opportunity to speak to Committee members without the presence of representatives of the Manager.

The audit programme and timetable are drawn up and agreed with the Company's Auditors in advance of the financial year-end. At this stage, matters for audit focus are discussed and agreed. These matters are given particular attention during the audit process and, among other matters, are reported on by the Auditors in their report to the Committee. This report is considered by the Committee and discussed with the Auditors and the Managers prior to approval and signature of the Financial Statements.

It is the Company's policy normally not to seek substantial non-audit services from its auditors. The Audit Committee considers whether the skills and experience of the auditors make them a suitable supplier of the non-audit service and whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the auditors.

Apart from the normal audit-related services, the Company's auditors also provide tax compliance services. Details are set out in note 4 to the financial statements.

The Chairman of the Audit Committee will be present at the AGM to deal with questions relating to the accounts.

The Company Secretary

The Board has direct access to the advice and services of the 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.

Institutional Voting

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.

By order of the Board

Invesco Asset Management Limited

Company Secretary
30 Finsbury Square
London EC2A 1AG

12 November 2010

DIRECTORS' REMUNERATION REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2010

The Board presents this Remuneration Report which has been prepared under the requirements of Schedule 8 to the Large and Medium-sized Companies and Group Regulations 2008 and in accordance with the Directors' Remuneration Report Regulations 2002 and the Listing Rules of the Financial Services Authority. An ordinary resolution for the approval of this Report will be put to shareholders at the Annual General Meeting.

The Company's auditors are required to audit certain of the disclosures provided in this Report. Where disclosures have been audited, they are indicated in this Report. The independent auditors' opinion is included in their Report on pages 36 and 37.

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. The Board seeks advice, *inter alios*, from the Company Secretary, Invesco Asset Management Limited, when considering the level of Directors' fees.

All through the year under review, Directors' remuneration was as follows:

- Chairman: £20,000;
- Chairman of the Audit Committee: £17,500; and
- Directors: £14,000.

Since the year-end, the Board has reviewed Directors' remuneration and decided, with effect from 1 October 2010, to increase fees to:

- Chairman: £25,000;
- Chairman of the Audit Committee: £22,500; and
- Directors: £18,000.

Policy on Directors' Remuneration

The Board's policy is that the remuneration of non-executive Directors should be fair and reasonable in relation to that of other comparable investment trusts and to the time incurred and responsibility undertaken. It is intended that this policy will continue for the year ending 30 September 2011 and subsequent years.

Fees for the Directors are determined by the Board within the limits stated in the Company's Articles of Association. The maximum currently dictated by the Company's Articles of Association is £150,000 in aggregate per annum. The Directors are not eligible for bonuses, pension benefits, share options or other incentives or benefits.

Directors' Service Contracts

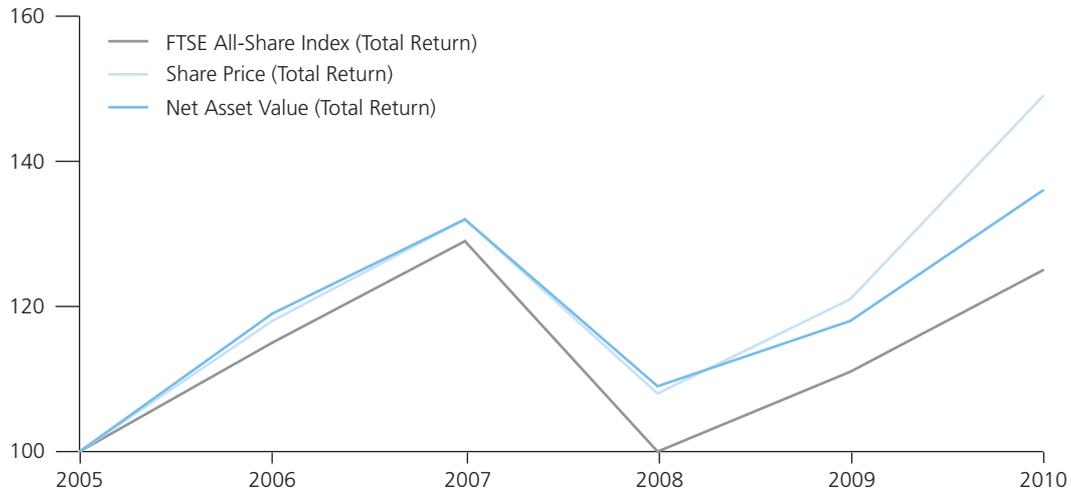
All Directors have letters of appointment which are available for inspection at the Registered Office of the Company and on the Company's website. Under the Articles of Association of the Company, the terms of the Directors' appointment provide that a Director shall retire and be subject to re-election at the first AGM after appointment and at least every three years thereafter. However, the Board has decided that, for the time being, all Directors retire at every AGM and offer themselves for re-election. The terms of the appointment letters also provide that a Director may be removed from office without notice and that no compensation will be due on leaving office.

The Company's Performance

The graph overleaf plots the total return net asset value and total return share price to ordinary shareholders compared to the total return of the FTSE All-Share Index over the 5 years to 30 September 2010. This index is the benchmark adopted by the Company for comparison purposes. (Figures have been rebased to 100 at 30 September 2005.) Graphs showing the performance over the last 10 years and since the appointment of the present Manager are shown on page 3.

DIRECTORS' REMUNERATION REPORT

continued



Directors' Emoluments for the Year (Audited)

The Directors who served during the year received the following emoluments in the form of fees:

	2010 £	2009 £
Richard Oldfield (Chairman of the Board)	20,000	20,000
David Adams (Chairman of the Audit Committee)	17,500	23,500
Beatrice Hollond (Chairman of the Nomination Committee)	14,000	14,000
William Kendall*	14,000	14,000
Peter Readman*	14,000	14,000
Total	79,500	85,500

*£14,000 plus VAT each was paid to third parties in respect of Directors' services for William Kendall and Peter Readman (2009: £14,000 each).

In addition to his normal fees of £17,500 as the chairman of the Audit Committee, Mr Adams received an additional one-off payment of £6,000 in the year ended 30 September 2009, in recognition of his work in respect of recovery of VAT on investment management fees.

Approval

The Directors' Remuneration Report was approved by the Board of Directors on 12 November 2010.

Richard Oldfield

Chairman

Signed on behalf of the Board of Directors

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF FINANCIAL STATEMENTS

The Directors are responsible for preparing the annual financial report 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping adequate accounting records which 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 accounts comply with company law. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

The Directors of the Company, whose names are shown on page 12 of this Report, each confirm to the best of their knowledge that:

- the accounts, which have been prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; 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.

Richard Oldfield

Chairman

Signed on behalf of the Board of Directors

12 November 2010

Electronic Publication

The annual financial report is published on www.invescooperpetual.co.uk/investmenttrusts which is the Company's website maintained by the Company's Manager. The work carried out by the Auditors does not involve consideration of the maintenance and integrity of this website and accordingly, the Auditors accept 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KEYSTONE INVESTMENT TRUST PLC

We have audited the financial statements of Keystone Investment Trust plc for the year ended 30 September 2010 which comprise the Income Statement, the Reconciliation of Movements in Shareholders' Funds, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 21. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 35, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2010 and of its net return for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matters Prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are Required to Report by Exception

We have nothing to report in respect of the following:

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or

- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review:

- the Directors' Statement, set out on page 26, in relation to going concern; and
- the part of the Corporate Governance Statement relating to the company's compliance with the nine provisions of the 2008 Combined Code specified for our review.

Julian Young (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

12 November 2010

INCOME STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER

	NOTES	REVENUE £'000	2010 CAPITAL £'000	TOTAL £'000	REVENUE £'000	2009 CAPITAL £'000	TOTAL £'000
Gains on investments	9	—	17,312	17,312	—	6,538	6,538
Gains on certificates of deposit	10	—	1	1	—	29	29
Foreign exchange losses		—	(149)	(149)	—	(931)	(931)
Income	2	6,864	—	6,864	8,263	—	8,263
Investment management fee	3	(280)	(840)	(1,120)	(245)	(1,318)	(1,563)
VAT recovered on investment management fees	3	—	—	—	840	1,576	2,416
Other expenses	4	(294)	—	(294)	(298)	—	(298)
Net return before finance costs and taxation		6,290	16,324	22,614	8,560	5,894	14,454
Finance costs	5	(772)	(2,283)	(3,055)	(772)	(2,280)	(3,052)
Return on ordinary activities before tax		5,518	14,041	19,559	7,788	3,614	11,402
Tax on ordinary activities	6	(90)	—	(90)	(108)	—	(108)
Return on ordinary activities after tax for the financial year		5,428	14,041	19,469	7,680	3,614	11,294
Return per ordinary share							
Basic	8	40.6p	105.0p	145.6p	57.4p	27.1p	84.5p

The total column of this statement represents the Company's profit and loss account, prepared in accordance with the accounting policies detailed in note 1 to the financial statements. 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 and the Company has no other gains or losses. Therefore no statement of total recognised gains or losses is presented. No operations were acquired or discontinued in the year.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

FOR THE YEAR ENDED 30 SEPTEMBER

	SHARE CAPITAL £'000	SHARE PREMIUM £'000	CAPITAL REDEMPTION RESERVE £'000	CAPITAL RESERVE £'000	REVENUE RESERVE £'000	TOTAL £'000
Balance as at 30 September 2008	6,685	1,258	466	127,925	8,574	144,908
Dividends paid – note 7	—	—	—	—	(5,950)	(5,950)
Net return on ordinary activities	—	—	—	3,614	7,680	11,294
Balance as at 30 September 2009	6,685	1,258	466	131,539	10,304	150,252
Dividends paid – note 7	—	—	—	—	(7,567)	(7,567)
Net return on ordinary activities	—	—	—	14,041	5,428	19,469
Balance as at 30 September 2010	6,685	1,258	466	145,580	8,165	162,154

The accompanying notes are an integral part of these statements.

BALANCE SHEET

AT 30 SEPTEMBER

	NOTES	2010 £'000	2009 £'000
Fixed assets			
Investments held at fair value through profit or loss	9	174,833	165,788
Current assets			
Certificates of deposits	10	28,000	20,999
Debtors	11	731	1,889
Cash and cash funds		—	3,762
		28,731	26,650
Creditors: amounts falling due within one year	12	(9,559)	(2,354)
Net current assets		19,172	24,296
Total assets less current liabilities		194,005	190,084
Creditors: amounts falling due after more than one year	13	(31,851)	(39,832)
Provisions	14	—	—
Net assets		162,154	150,252
Capital reserves			
Share capital	15	6,685	6,685
Share premium	16	1,258	1,258
Capital redemption reserve	16	466	466
Capital reserve	16	145,580	131,539
Revenue reserve	16	8,165	10,304
Shareholders' funds		162,154	150,252
Net asset value per ordinary share			
Basic	17	1212.9p	1123.9p

These financial statements were approved and authorised for issue by the Board of Directors on 12 November 2010.

Signed on behalf of the Board of Directors

Richard Oldfield
Chairman

The accompanying notes are an integral part of this statement.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER

	NOTES	2010 £'000	2009 £'000
Cash inflow from operating activities	18(a)	5,946	8,395
Servicing of finance	18(b)	(3,036)	(3,034)
Capital expenditure and financial investment	18(b)	811	(2,956)
Equity dividends paid	7	(7,567)	(5,950)
<hr/>			
Net cash outflow before management of liquid resources and financing		(3,846)	(3,545)
Management of liquid resources		—	—
<hr/>			
Decrease in cash		(3,846)	(3,545)
<hr/>			
Reconciliation of net cash flow to movement in net debt			
Decrease in cash		(3,846)	(3,545)
Exchange movements		(397)	(660)
Debenture stock non-cash movement		(19)	(18)
<hr/>			
Movement in net debt in the year		(4,262)	(4,223)
Net debt at beginning of the year		(36,070)	(31,847)
<hr/>			
Net debt at end of the year	18(c)	(40,332)	(36,070)

The accompanying notes are an integral part of this statement.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below.

(a) Basis of preparation

(i) *Accounting Standards applied*

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards and with the Statement of Recommended Practice ('SORP') 'Financial Statements of Investment Trust Companies and Venture Capital Trusts', issued by the Association of Investment Companies in January 2009. The financial statements are also prepared on a going concern basis. The disclosures on going concern in the Report of the Directors on page 26 form part of the financial statements.

(ii) *Functional and presentation currency*

The financial statements are presented in sterling, which is the Company's functional and presentation currency and the currency in which the Company's share capital and expenses, as well as a majority of its assets and liabilities, are denominated.

(iii) *Enhanced disclosure*

Following amendments to FRS 29 'Financial Instruments: Disclosures' for reporting periods beginning on or after 1 January 2009, enhanced disclosures for financial instruments and liquidity risk are shown in note 19 and comprise a three level hierarchy for making fair value measurements. This has no effect on either the net assets or earnings of the Company.

(b) Financial instruments

(i) *Recognition of financial assets and financial liabilities*

The Company recognises financial assets and financial liabilities when the Company becomes a party to the contractual provisions of the instrument. The Company will offset financial assets and financial liabilities if the Company has a legally enforceable right to set off the recognised amounts and interests and intends to settle on a net basis.

(ii) *Derecognition of financial assets*

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire or it transfers the right to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in the transferred financial asset that is created or retained by the Company is recognised as an asset.

(iii) *Derecognition of financial liabilities*

The Company derecognises financial liabilities when its obligations are discharged, cancelled or expired.

(iv) *Trade date accounting*

Purchases and sales of financial assets are recognised on trade date, being the date on which the Company commits to purchase or sell the assets.

(v) *Classification and measurement of financial assets and financial liabilities*

Financial assets

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

Financial assets held at fair value through profit or loss are initially recognised at fair value, which is taken to be their cost, with transaction costs expensed in the income statement, and are subsequently valued at fair value.

Fair value for investments that are actively traded in organised financial markets is determined by reference to stock exchange quoted bid prices at the balance sheet date. For investments that are not actively traded or where active stock exchange quoted bid prices are not available, fair value is determined by reference to a variety of valuation techniques including broker quotes and price modelling. Where there is no active market, unlisted/illiquid investments are valued by the Directors at fair value based on recommendations from Invesco's Pricing Committee, which in turn is guided by the International Private Equity and Venture Capital Valuation Guidelines, using valuation techniques such as earnings multiples, recent arm's length transactions and net assets.

NOTES TO THE FINANCIAL STATEMENTS

continued

1. Accounting policies (continued)

(b) Financial instruments (continued)

Financial liabilities

Financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method.

(c) Income

Dividend income arises from equity investments held and is recognised on the date investments are marked 'ex-dividend'. Where the Company elects to receive dividends in the form of additional shares rather than cash, the equivalent to the cash dividend is recognised as income in the revenue account and any excess in value of the shares received over the amount of the cash dividend is recognised in capital reserve. Interest income arising from fixed income securities and cash is recognised in the income statement using the effective interest method. Deposit interest and underwriting commission receivable are taken into account on an accruals basis.

(d) Management and performance-related fees

Investment management fees are charged 75% to capital reserve and 25% to the revenue account. This is in line with the Board's expected long-term split of returns, in the form of capital gains and income respectively, from the investment portfolio of the Company.

Performance-related fees are calculated as detailed in the Report of the Directors and are charged wholly to capital as they arise mainly from capital returns on the portfolio.

(e) Expenses and finance costs

Expenses are recognised on an accruals basis and finance costs are recognised using the effective interest method, with the debentures being held at amortised cost. The finance costs of debt are allocated 75% to capital reserve and 25% to the revenue account for the reasons outlined in (d) above. The 5% cumulative preference shares are classified as a liability and therefore the dividend payable on these shares are classified as finance costs and charged to the revenue column of the income statement.

(f) Hedging and derivatives

Forward currency contracts entered into for hedging purposes are valued at the appropriate forward exchange rate ruling at the balance sheet date. Profits or losses on the closure or revaluation of positions are included in capital reserves.

Futures contracts may be entered into for hedging purposes and any profits and losses on the closure or revaluation of positions are included in capital reserves.

Derivative instruments are valued at fair value in the balance sheet. Derivative instruments may be capital or revenue in nature and, accordingly, changes in their fair value are recognised in revenue or capital in the income statement as appropriate.

(g) Foreign currency translation

Transactions in foreign currency, whether of a revenue or capital nature, are translated to sterling at the rates of exchange ruling on the dates of such transactions. Foreign currency assets and liabilities are translated to sterling at the rates of exchange ruling at the balance sheet date. Any gains or losses, whether realised or unrealised, are taken to the capital reserve or to the revenue account, depending on whether the gain or loss is of a capital or revenue nature. All gains and losses are recognised in the income statement.

(h) Taxation

Deferred taxation is provided using the liability method on all timing differences to the extent that they are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

(i) Dividends payable

Dividends are not recognised in the accounts unless there is an obligation to pay at the balance sheet date. Proposed final dividends are recognised in the period in which they are either approved by or paid to shareholders.

2. Income

	2010 £'000	2009 £'000
Income from investments		
UK dividends	5,901	5,537
Overseas dividends	601	609
UK unfranked investment income – interest	310	1,285
Scrip dividends	38	135
	6,850	7,566
Other income		
Interest on VAT recovered on management fees (note 3)	—	640
Deposit interest	8	18
Underwriting commission	6	39
	14	697
Total income	6,864	8,263

3. Investment management fee

	2010			2009		
	REVENUE £'000	CAPITAL £'000	TOTAL £'000	REVENUE £'000	CAPITAL £'000	TOTAL £'000
Investment management fee	280	840	1,120	245	734	979
Performance-related fee relating to 31 December 2008	—	—	—	—	584	584
	280	840	1,120	245	1,318	1,563

Details of the management agreement are disclosed in the Report of the Directors. Performance-related fees are based on a calendar year. No performance fee has been provided for the year ended 31 December 2010 (31 December 2009: £nil and 31 December 2008: £584,000).

VAT is no longer payable on management or performance fees. An amount of £2,416,000 was recognised in 2009 in respect of VAT recoverable on management fees paid to both Invesco Asset Management Limited and the previous manager, Merrill Lynch Investment Managers Limited. This was credited £840,000 to revenue and £1,576,000 to capital, in the same proportion as originally charged to the income statement. In addition, £640,000 of interest thereon was credited to revenue.

4. Expenses

	2010 £'000	2009 £'000
Directors' fees	80	86
Fees payable to the Company's auditor in relation to ⁽¹⁾ :		
– the audit of the financial statements	25	25
– for other services, relating to taxation	4	4
Other expenses	185	183
	294	298

(1) Fees payable to the Company's auditor are shown excluding VAT which is included in other expenses.

NOTES TO THE FINANCIAL STATEMENTS

continued

5. Finance costs

	2010			2009		
	REVENUE £'000	CAPITAL £'000	TOTAL £'000	REVENUE £'000	CAPITAL £'000	TOTAL £'000
Interest payable on borrowings repayable not by installment:						
Interest payable on overdraft	—	2	2	—	—	—
Debentures stock repayable in less than 1 year	213	640	853	—	—	—
Debentures stock repayable in 2 to 5 years	—	—	—	213	640	853
Debentures stock repayable after 5 years	547	1,641	2,188	547	1,640	2,187
	760	2,283	3,043	760	2,280	3,040
Dividends on 5% Cumulative preference shares	12	—	12	12	—	12
	772	2,283	3,055	772	2,280	3,052

6. Taxation

(a) Current tax charge

	2010 REVENUE £'000	2009 REVENUE £'000
Overseas tax	90	108

(b) Reconciliation of current tax charge

	2010 £'000	2009 £'000
Total return on ordinary activities before taxation	19,559	11,402
UK Corporation Tax rate of 28% (2009: 28%)	5,477	3,193
Effect of:		
– Gain on investments and certificates of deposits	(4,848)	(1,839)
– Loss on foreign exchange movements	41	261
– UK dividends which are not taxable	(1,652)	(1,550)
– Non-taxable overseas dividends	(168)	—
– Overseas tax	90	108
– Non-taxable scrip dividends	(11)	(38)
– Disallowed expenses	6	—
– Movement in unutilised management expenses	1,155	—
– Excess expenses of previous years now utilised	—	(27)
Current tax charge for the period	90	108

(c) Factors that may affect future tax changes

The Company has excess expenses of £41,923,000 (2009: £37,957,000) that are available to offset future taxable revenue. A deferred tax asset 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.

7. Dividends

	2010 £'000	2009 £'000
Dividends on equity shares paid and recognised in the year:		
Final dividend for 2009 of 28p (2008: 27p)	3,743	3,610
Special dividend of 11.1p in respect of VAT refunds	1,484	—
Interim dividend for 2010 of 17.5p (2009: 17.5p)	2,340	2,340
	7,567	5,950
	2010 £'000	2009 £'000
Dividends on equity shares payable in respect of the year:		
Interim paid 17.5p per ordinary share (2009: 17.5p)	2,340	2,340
Final dividend of 28p per ordinary share (2009: 28p)	3,743	3,743
Special dividend per ordinary share (2009: 11.1p)	—	1,484
	6,083	7,567

8. Return per ordinary share

Basic revenue, capital and total return per ordinary share is based on each of the returns on ordinary activities after taxation and on 13,368,799 (2009: 13,368,799) shares being the number of ordinary shares in issue throughout the year.

9. Investments

(a) Analysis of investments by listing status

	2010 £'000	2009 £'000
Investments listed on recognised stock exchange	169,599	163,838
Unlisted investments	5,234	1,950
	174,833	165,788

(b) Analysis of investments gains and losses

	2010			2009
	LISTED £'000	UNLISTED £'000	TOTAL £'000	TOTAL £'000
Opening valuation	163,838	1,950	165,788	142,670
Movements in year:				
Purchases at cost	33,756	325	34,081	69,676
Sales— proceeds	(42,348)	—	(42,348)	(53,096)
— net realised gains/(losses) on sales	4,191	—	4,191	(3,706)
Transfer in the year	(15)	15	—	—
Movement in investment holding gains	10,177	2,944	13,121	10,244
Closing valuation	169,599	5,234	174,833	165,788
Closing book cost	160,288	3,051	163,339	167,415
Closing investment holding gains/(losses)	9,311	2,183	11,494	(1,627)
Closing valuation	169,599	5,234	174,833	165,788
Net realised gains/(losses) based on historical cost	4,191	—	4,191	(3,706)
Movement in investment holding gains in year	10,177	2,944	13,121	10,244
Gains on investments	14,368	2,944	17,312	6,538

NOTES TO THE FINANCIAL STATEMENTS

continued

9. Investments (continued)

(c) Transaction costs

Transaction costs on purchases of £191,000 (2009: £358,000) and on sales of £46,000 (2009: £66,000) are included within gains and losses on investments in the income statement.

10. Certificates of deposit

	2010 £'000	2009 £'000
Opening valuation	20,999	34,973
Movements in the year:		
Purchases	101,002	103,503
Sales – proceeds	(94,002)	(117,506)
– net realised gains	—	3
Movements in investment holding gains	1	26
Closing valuation	28,000	20,999
Closing book cost	28,000	21,000
Closing investment holding losses	—	(1)
Closing valuation	28,000	20,999
Net realised gains based on historical cost	—	3
Movement in investment holding gains in year	1	26
Gains on certificates of deposit	1	29

11. Debtors

	2010 £'000	2009 £'000
Amounts due from brokers	—	566
Unrealised profit on forward currency contracts	12	—
Prepayments and accrued income	719	1,323
	731	1,889

12. Creditors: amounts falling due within one year

	2010 £'000	2009 £'000
Amounts due to brokers	—	1,060
Unrealised loss on forward currency contracts	—	236
Bank overdraft	481	—
Debenture Stock:		
10.25% redeemable 1 October 2010	5,000	—
11.375% redeemable 1 October 2010	3,000	—
Accruals and deferred income	1,078	1,058
	9,559	2,354

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

	2010 £'000	2009 £'000
Debtenture Stock:		
10.25% redeemable 1 October 2010	—	5,000
11.375% redeemable between 1 October 2010 and 1 October 2015	—	3,000
7.75% redeemable 1 October 2020	7,000	7,000
6.5% redeemable 27 April 2023	25,000	25,000
	32,000	40,000
Discount and issue expenses on debtenture stock	(399)	(418)
	31,601	39,582
5% cumulative preference shares of £1 each	250	250
	31,851	39,832

The dividend entitlement on the preference shares is cumulative and on a winding-up holders would be entitled to repayment of capital and of any arrears of dividends in priority to the ordinary shares. Preference shareholders are not entitled to vote at general meetings of the Company.

The 10.25% Debtenture Stock 2010 and the 11.375% Debtenture Stock 2010/2015 were repaid in full on 1 October 2010, together with accrued interest to the date of repayment, and cancelled.

14. Provisions

	2010 £'000	2009 £'000
Performance-related fee:		
Opening provision	—	—
Paid in the year	—	(584)
Charged in the year	—	584
Closing provision	—	—

Details of the performance-related fee are given in the Report of the Directors and in note 3.

15. Share capital

	2010		2009	
	NUMBER	£'000	NUMBER	£'000
Authorised				
Ordinary shares of 50p each	20,000,000	10,000	20,000,000	10,000
Allotted, called-up and fully paid:				
Ordinary shares of 50p each	13,368,799	6,685	13,368,799	6,685

The ordinary shares are fully participating and carry one vote per £1 nominal held.

NOTES TO THE FINANCIAL STATEMENTS

continued

16. Reserves

The capital redemption reserve maintains the equity share capital arising from the buy back and cancellation of shares; it, and the share premium account, are non-distributable.

The capital reserve includes the investment holding gains/(losses), being the difference between cost and market value at the balance sheet date, totalling a gain of £11,494,000 (2009: loss of £1,627,000). The capital reserve is non-distributable, however, it can be used to fund share buy backs.

The revenue reserve is the only reserve that is distributable by way of dividend.

17. Net asset value per ordinary share

The net asset value per ordinary share and the net assets attributable at the year end were as follows:

	NET ASSET VALUE PER SHARE		NET ASSETS ATTRIBUTABLE	
	2010 PENCE	2009 PENCE	2010 £'000	2009 £'000
Ordinary shares				
– Basic	1212.9	1123.9	162,154	150,252

Net asset value per ordinary share is based on net assets at the year end and on 13,368,799 (2009: 13,368,799) ordinary shares, being the number of ordinary shares in issue at the year end.

18. Notes to the cash flow statement

(a) Reconciliation of operating profit to operating cash flows

	2010 £'000	2009 £'000
Total return before finance costs and taxation	22,614	14,454
Adjustment for gains on investments and certificates of deposit	(17,313)	(6,567)
Adjustment for exchange losses	149	931
Scrip dividends	(38)	(135)
Decrease/(increase) in debtors	604	(194)
Increase in creditors and provisions	20	14
Tax on overseas dividends	(90)	(108)
Net cash inflow from operating activities	5,946	8,395

(b) Analysis of cash flow for headings netted in the cash flow statement

	2010 £'000	2009 £'000
Servicing of finance		
Preference dividends paid	(12)	(12)
Bank interest paid	(2)	—
Interest paid on debenture stocks	(3,022)	(3,022)
Net cash outflow from servicing of finance	(3,036)	(3,034)
Capital expenditure and financial investment		
Purchase of investments*	(35,103)	(69,489)
Sale of investments	42,914	52,530
Purchase of certificates of deposit	(101,002)	(103,503)
Sale of certificates of deposit	94,002	117,506
Net cash inflow/(outflow) from capital expenditure and financial investments	811	(2,956)

*Excludes scrip dividends received as income.

(c) Analysis of changes in net debt

	1 OCTOBER 2009 £'000	CASH FLOW £'000	EXCHANGE MOVEMENTS £'000	DEBENTURE STOCK NON-CASH MOVEMENT £'000	30 SEPTEMBER 2010 £'000
Cash/(bank overdraft)	3,762	(3,846)	(397)	—	(481)
Debentures	(39,582)	—	—	(19)	(39,601)
5% Cumulative preference shares	(250)	—	—	—	(250)
Net debt	(36,070)	(3,846)	(397)	(19)	(40,332)

19. Financial instruments

The Company's financial instruments comprise its investment portfolio (as shown on pages 9 and 10), cash, borrowings (including overdraft and debenture), debtors and creditors that arise directly from its operations such as sales and purchases awaiting settlement and accrued income. The accounting policies in note 1 include criteria for the recognition and the basis of measurement applied for financial instruments. Note 1 also includes the basis on which income and expenses arising from financial assets and liabilities are recognised and measured.

The principal risks that an investment company faces in its portfolio management activities are set out below:

Market risk – arising from fluctuations in the fair value or future cash flows of a financial instrument because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk:

Currency risk – arising from fluctuations in the fair value or future cash flows of a financial instrument because of changes in foreign exchange rates;

Interest rate risk – arising from fluctuations in the fair value or future cash flows of a financial instrument because of changes in market interest rates; and

Other price risk – arising from fluctuations in the fair value or future cash flows of a financial instrument for reasons other than changes in foreign exchange rates or market interest rates.

Liquidity risk – arising from any difficulty in meeting obligations associated with financial liabilities.

Credit risk – arising from financial loss for a company where the other party to a financial instrument fails to discharge an obligation.

Risk management policies and procedures

The Directors have delegated to the Manager the responsibility for the day-to-day investment activities of the Company as more fully described in the Report of the Directors.

As an investment trust the Company invests in equities and other investments for the long term so as to meet its investment objective and policies. In pursuing its investment objective, the Company is exposed to a variety of risks that could result in either a reduction in the Company's net assets or a reduction of the profits available for dividends.

The risks applicable to the Company and the policies the Company used to manage these risks for the two years under review follow.

Market risk

The Company's Manager assesses the Company's exposure when making each investment decision, and monitors the overall level of market risk on the whole of the investment portfolio on an ongoing basis. The Board meets at least quarterly to assess risk and review investment performance, as disclosed on pages 30 and 31. No other derivative or hedging instruments are utilised to manage market risk. Gearing is used to enhance returns, however, this will also increase the Company's exposure to market risk and volatility.

NOTES TO THE FINANCIAL STATEMENTS

continued

19. Financial instruments (continued)

Risk management policies and procedures (continued)

Currency risk

The majority of the Company's assets, liabilities and income are denominated in sterling. There is some exposure to US dollars.

Management of the currency risk

The Manager monitors the Company's exposure to foreign currencies on a daily basis and reports to the board on a regular basis.

Forward currency contracts can be used to limit the Company's exposure to anticipated future changes in exchange rates which are used also to achieve the portfolio characteristics that assist the Company in meeting its investment objective and policies. All contracts are limited to currencies and amounts commensurate with the asset exposure to those currencies.

Income denominated in foreign currencies is converted to sterling on receipt. The Company does not use financial instruments to mitigate the currency exposure in the period between the time that income is included in the financial statements and its receipt.

Currency exposure

The fair values of the Company's monetary items that have currency exposure at 30 September are shown below. Where the Company's equity investments (which are not monetary items) are priced in a foreign currency, they have been included separately in the analysis so as to show the overall level of exposure.

	30 SEPTEMBER 2010 US DOLLAR £'000	30 SEPTEMBER 2009 US DOLLAR £'000
Forward currency sales	(9,919)	(7,420)
Foreign currency exposure on net monetary items	(9,919)	(7,420)
Investments at fair value through profit or loss that are equities	9,924	7,494
Total net foreign currency exposure	5	74

The above may not be representative of the exposure to risk during the year, because the levels of foreign currency exposure may change significantly throughout the year.

Currency sensitivity

The following table illustrates the sensitivity of the profit after taxation for the year using exchange rates for sterling to US dollars. It is based on the Company's monetary foreign currency financial instruments held at each balance sheet date and takes account of forward foreign exchange contracts that offset the effects of changes in currency exchange rates.

The movement in exchange rate of $\pm 3.9\%$ (2009: $\pm 6.3\%$) has been determined based on market volatility in the year, using the standard deviation of sterling's daily fluctuation to the US dollar against the mean during the year.

If sterling had strengthened against the US dollar to this extent, this would have had the following effect:

	2010 £'000	2009 £'000
Income statement – profit/(loss) after taxation		
Revenue return	(24)	(39)
Capital return	(392)	(474)
Total loss after taxation for the year	(416)	(513)

If sterling had weakened against the US dollar to this extent, this would have had the following effect:

	2010 US\$ £'000	2009 US\$ £'000
Income statement – profit/(loss) after taxation		
Revenue return	24	39
Capital return	392	474
Total profit after taxation for the year	416	513

In the opinion of the Directors, the above sensitivity analyses are not representative of the year as a whole, since the level of exposure may change frequently as part of the currency risk management process of the Company.

Interest rate risk

Interest rate movements may affect the level of income receivable on cash deposits and the interest payable on variable rate borrowings. When the Company has cash balances, they are held on variable rate bank accounts yielding rates of interest dependent on the base rate of the Custodian. The Company has an uncommitted bank overdraft facility which it uses for settlement purposes. Use of this facility has been minimal over the two years being reported on. At the year end it was drawn down by £0.5 million (2009: nil).

At the balance sheet date the Company has structural debt comprising £40 million of debenture stock and £250,000 of 5% cumulative preference shares. On 1 October 2010, £8 million of debenture stock was redeemed, leaving £32 million in issue. The interest rates on the debenture stocks and preference shares are fixed and the details are shown in note 5. The Company's portfolio is substantially invested in equities which are not directly exposed to interest rate risk.

The Company can invest in fixed interest securities and at the year end the level of exposure was £157,000 (2009: £7,730,000) maturing after more than five years. Of this none (2009: £1,944,000) was exposure to floating interest rates, giving cash flow interest rate risk, and £157,000 (2009: £5,786,000) was exposure to fixed interest rates, giving fair value interest rate risk. If interest rates were either to increase or decrease by 1%, there would be no effect on revenue as all was fixed; the estimated effect on capital profit after taxation is £8,000, resulting on no impact on the net asset value.

Other price risk

Other price risks (i.e. changes in market prices other than those arising from interest rate risk or currency risk) may affect the value of the equity investments, but it is the business of the Manager to manage the portfolio to achieve the best return that he can.

Management of other price risk

The Directors manage the market price risks inherent in the investment portfolio by meeting regularly to monitor on a formal basis the Manager's compliance with the Company's stated objectives and policies and to review investment performance.

The Company's portfolio is the result of the Manager's investment process and as a result is not correlated with the Company's benchmark or the market in which the Company invests. The value of the portfolio will not move in line with the market but will move as a result of the performance of the company shares within the portfolio.

If the value of the portfolio fell by 10% at the balance sheet date, the profit after tax for the year would decrease by £17.5 million (2009: £16.6 million). If the value of the portfolio rose by 10%, the profit after tax would increase by £17.5 million (2009: £16.6 million).

Liquidity risk

Liquidity risk is minimised as the majority of the Company's investments comprise a diversified portfolio of readily realisable securities which can be sold to meet funding commitments as necessary. In addition, the bank overdraft facility provide for additional funding flexibility.

NOTES TO THE FINANCIAL STATEMENTS

continued

19. Financial instruments (continued)

Risk management policies and procedures (continued)

Credit risk

Credit risk encompasses the failure by counterparties to deliver securities which the Company has paid for, or to pay for securities which the Company has delivered. This risk is minimised by using only approved counterparties. Investments may be adversely affected if the Company's custodian suffers insolvency or other financial difficulties. The Board reviews the custodian's annual controls report and the Manager's management of the relationship with the custodian. Cash balances are limited to a maximum of either £10 or £15 million with any one depositary and only depositories approved by the Board are used.

Fair values of financial assets and financial liabilities

The fair values of the financial assets and financial liabilities are either carried in the balance sheet at their fair value (investments), or the balance sheet amount is a reasonable approximation of fair value (due from brokers, dividends receivable, accrued income, due to brokers, accruals, cash at bank and overdraft). The book cost and fair value of the debentures and the preference shares based on the offer value at the balance sheet date are as follows:

	BOOK VALUE 2010 £'000	FAIR VALUE 2010 £'000	BOOK VALUE 2009 £'000	FAIR VALUE 2009 £'000
Debentures repayable in less than 5 years:				
10.25% Debenture Stock 2010	5,000	5,000	5,000	5,454
11.375% Debenture Stock 2010/2015	3,000	3,000	3,000	3,306
Debentures repayable in more than 5 years:				
7.75% Debenture Stock 2020	7,000	7,988	7,000	7,988
6.5% Debenture Stock 2023	25,000	27,065	25,000	25,725
Discount on issue of debentures	(399)	—	(418)	—
	39,601	43,053	39,582	42,473
5% Cumulative preference shares of £1 each	250	192	250	195
	39,851	43,245	39,832	42,668

Fair value of hierarchy disclosures

Nearly all of the Company's portfolio of investments are in the Level 1 category as defined in FRS 29 'Financial Instruments: Disclosures' which is applicable for reporting periods beginning on or after 1 January 2009. The three levels set out in FRS 29 follow.

- Level 1 – fair value based on quoted prices in active markets for identical assets.
- Level 2 – fair values based on valuation techniques using observable inputs other than quoted prices within Level 1.
- Level 3 – fair values based on valuation techniques using inputs that are not based on observable market data.

Categorisation within the hierarchy is determined on the basis of the lowest level input that is significant to the fair value measurement of each relevant asset/liability. The valuation techniques used by the Company are explained in the accounting policies note. The equity quoted investments are deemed to be Level 1. Any fixed interest investments are deemed to be Level 2, together with any certificates of deposit and the Company's holding of Barclays Bank – Nuclear Power Notes. Level 3 investments at the year end comprise three unquoted securities – AJ Bell, Napo Pharmaceuticals and Nexxon.

	LEVEL 1 £'000	LEVEL 2 £'000	LEVEL 3 £'000	TOTAL £'000
Financial assets designated at fair value through profit or loss:				
Quoted investments:				
Debt securities	—	157	—	157
Other securities	28,000	468	—	28,468
Equities	168,974	—	—	168,974
Unquoted investments	—	—	5,234	5,234
Total for financial assets	196,974	625	5,234	202,833
Financial liabilities				
Bank overdraft	481	—	—	481
Debenture stocks	—	39,601	—	39,601
Preference shares	—	250	—	250
Total for liabilities	481	39,851	—	40,332

A reconciliation of the fair value movements in Level 3 is set out below:

	£'000
Opening fair value of Level 3	1,950
Transfer from Level 1 to Level 3	15
Investments purchased	325
Movement in holding gains on assets held at the year end	2,944
Closing fair value of Level 3	5,234

Maturity analysis of contractual liability cash flows

The financial liabilities of the Company are shown in notes 11 to 13. The main liabilities are the debentures totalling £40 million, the cumulative preference shares and the uncommitted overdraft facility of £2 million available for settlement purposes of which £481,000 (2009: nil) was drawn down at the year end. On 1 October 2010, two of the debentures totalling £8 million were redeemed. Interest on the remaining two debentures is paid twice a year on 31 March and 30 September.

The final dividend for the year will be paid following the approval by the shareholders at the AGM. Other liabilities comprise any amounts due to brokers and accruals. All are paid under contractual terms. For amounts due to brokers, this is usually the purchase date of the investment plus three business days. For accruals, this is normally within 30 business days of invoice or, in the case of management fees, in accordance with the management agreement.

Capital Management

The Company does not have any externally imposed capital requirements. The Company's capital is as disclosed in the Balance Sheet and is managed on a basis consistent with its Investment Policy as disclosed in the Report of the Directors' on pages 15 and 16. The principal risks and their management are disclosed above.

20. Contingencies, guarantees and financial commitments

There were no other contingencies, guarantees or financial commitments of the Company at the year end (2009: £nil).

21. Related party transactions

Invesco Asset Management Limited ('IAML'), a wholly owned subsidiary of Invesco Limited, acts as Manager, Company Secretary and Administrator to the Company. Details of IAML's services and fees are disclosed in the Report of the Directors. Full details of Directors' interests are set out in the Report of the Directors on page 24. There are no other related party transactions.

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 Keystone 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 GIVEN that the Annual General Meeting of Keystone Investment Trust plc will be held at the offices of Invesco Perpetual in 43-45 Portman Square, London W1H 6LY at 2.30 p.m. on 14 December 2010 for the following purposes:

Ordinary Business

1. To receive the Directors' Report and Accounts for the year ended 30 September 2010.
2. To declare a final dividend as recommended.
3. To approve the Directors' Remuneration Report.
4. To re-elect Mr David Adams a Director of the Company.
5. To re-elect Mrs Beatrice Hollond a Director of the Company.
6. To re-elect Mr William Kendall a Director of the Company.
7. To re-elect Mr Peter Readman a Director of the Company.
8. To re-appoint Ernst & Young LLP as auditors to the Company and authorise the Directors to determine their remuneration.

Biographies of Directors seeking re-election are shown on page 12 of the Annual Financial Report.

Special Business

To consider and, if thought fit, pass the following resolutions of which Resolution 9 will be proposed as Ordinary Resolution and Resolutions 10, 11 and 12 will be proposed as Special Resolutions.

9. THAT:

the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 as amended from time to time prior to the date of the passing of this Resolution (the 'Act') to exercise all powers of the Company to allot relevant securities (as defined in that Section) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the Act) of £334,219, such authority to expire at the conclusion of the next AGM of the Company or the date 15 months after the passing of this Resolution, whichever is the earlier, 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 relevant securities to be allotted after such expiry as if the authority conferred by this Resolution had not expired.

10. THAT:

the Directors be and they are hereby empowered, in accordance with Sections 570 and 573 of the Companies Act 2006 as amended from time to time prior to the date of the passing of this Resolution (the 'Act') to allot equity securities for cash, pursuant to the authority given by Resolution 9 set out above, 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 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 £334,219

and this power shall expire at the conclusion of the next AGM of the Company or the date 15 months after the passing of this Resolution, whichever is the earlier, 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.

11. 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 its issued ordinary shares of 50p each ('Shares').

PROVIDED ALWAYS THAT:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 14.99% of the Company's issued ordinary shares, this being 2,003,982;
- (b) the minimum price which may be paid for a Share shall be 50p;
- (c) the maximum price which may be paid for a Share 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 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;
- (e) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or, if earlier, on the expiry of 15 months from the passing of this Resolution unless the authority is renewed at any other general meeting prior to such time; and
- (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.

12. THAT

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

Explanatory Note to Resolution 12

This resolution is required as the implementation of the EU Shareholder Rights Directive has 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. To ensure that the Company's general meetings (other than AGMs) may be held on 14 days' notice, a shareholder resolution reducing the period of notice to not less than 14 days must have been passed at the immediately preceding AGM. It is intended that this flexibility will be used only for non-routine business and where it is in the interests of shareholders as a whole.

For further explanations of all Resolutions presented under Special Business please refer to the Chairman's Statement on pages 5 and 6 and to the Report of the Directors on page 22.

Dated this 12 November 2010

By order of the Board

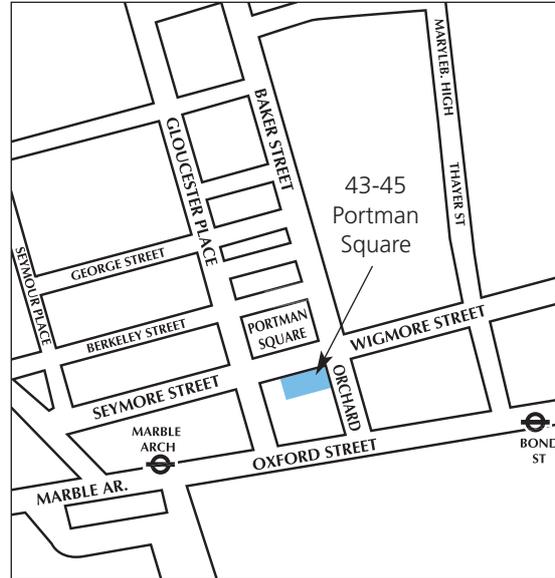
Invesco Asset Management Limited
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

continued

The Annual General Meeting will be held at 2.30 p.m. on 14 December 2010 at the offices of Invesco Perpetual in 43-45 Portman Square, London W1H 6LY. The Manager will be giving a presentation following the Annual General Meeting.

Map of venue



Invesco Perpetual's offices are on the first floor of 43-45 Portman Square.

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 Registrars' website www.capitashareportal.com; or
 - in hard copy form by post, by courier or by hand to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; 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.
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 CRESTCo'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. 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 CRESTCo 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 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.
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 Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by not later than 2.30 p.m. on 12 December 2010.
4. A person entered on the Register of Members at close of business on 12 December 2010 ('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 Register of Directors' Interests, the Schedule of Matters Reserved for the Board, the Terms of Reference of the Audit Committee and the Nomination Committee 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 Annual General Meeting and will also be available at the Annual General Meeting 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 under the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between

NOTICE OF ANNUAL GENERAL MEETING

continued

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. 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 12 November 2010 (being the last practicable day prior to the publication of this Notice) the Company's issued share capital consisted of 13,368,799 ordinary shares of 50p each carrying one vote for every £1 nominal held; and 250,000 5% Cumulative Preference Shares of £1 each carrying no voting rights.
12. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.invesco perpetual.co.uk/investmenttrusts
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 '2006 Act'), 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 auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning on 1 October 2009; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 October 2009 ceasing to hold office since the previous meeting at which annual financial reports were laid in accordance with section 437 of the Companies Act 2006 (in each case) that the members propose to raise at the relevant Annual General Meeting. 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 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

GLOSSARY OF TERMS

Net Asset Value ('NAV')

The value of the Company's assets, principally investments made in other companies and cash being held, minus any liabilities for which the Company is responsible (for example, money owed). The NAV is also described as 'shareholders' funds'. The NAV is often expressed in pence per share after being divided by the number of shares which have been issued. The NAV per share is unlikely to be the same as the share price which is the price at which the Company's shares can be bought or sold by an investor. The share price is determined by the relationship between the demand and supply for the shares.

Discount

A description of the situation when the share price is lower than the NAV per share. The size of the discount is calculated by subtracting the share price from the NAV per share and is expressed as a percentage (%) of the NAV per share. If the share price is higher than the NAV per share, this situation is called a premium.

Total Return

The combined effect of any dividends paid, together with the rise or fall in the share price or NAV. Performance comparisons can then be made between companies with different dividend policies. Any dividends (after tax) received by a shareholder are assumed to have been reinvested in either additional shares (to give share price total return) or the company's assets (to give NAV total return).

Effective Gearing

The figure for equity exposure is calculated as a % of net assets attributable to ordinary shareholders and show the extent to which the Company has made use of its long-term borrowings for investment purposes. To the extent not used for investment purposes in equities, the proceeds of these borrowings have been held in cash deposits, certificates of deposit or their equivalent.

Total Expense Ratio

The total expenses excluding interest incurred by the Company, including those charged to capital, as a percentage of average net assets (shareholders' funds).



The Manager of Keystone Investment Trust plc is Invesco Asset Management Limited.

Invesco Asset Management Limited is a wholly owned subsidiary of Invesco Limited and is authorised and regulated by the Financial Services Authority.

Invesco is one of the largest independent global investment management firms, with funds under management of \$621.2 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.

* Funds under Management as at 31 October 2010.

SPECIALIST FUNDS MANAGED BY INVESCO PERPETUAL

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

City Merchants High Yield Trust plc

Aims to generate a high level of income from a variety of fixed income instruments combined with a degree of security. The Trust is geared by bank debt.

Invesco Income Growth Trust plc

Aims to provide shareholders with a long-term growth in capital and real, long-term growth in dividends from an above-average yielding portfolio comprising mainly UK equities and equity-related securities. Seeks to achieve a total return in excess of the FTSE All-Share Index. The Trust is geared by bank debt.

Invesco Leveraged High Yield Fund 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 Trust is highly geared.

Invesco Perpetual Recovery Trust 2011 plc

A split-capital investment trust with ordinary income shares, zero dividend preference shares and units (a combination of the two). Aims to meet the capital entitlements of the zero dividend preference shares and to maximise the capital and income returns of the ordinary income shares by investing primarily in equities but also debt securities which are considered to offer recovery prospects. Returns to ordinary income shareholders are geared by the prior charge of the zero shares. The Trust has an initial life projected to end in 2011.

Invesco Perpetual Select Trust plc – Managed Liquidity Share Portfolio

Aims to generate a high level of income from a variety of fixed income instruments combined with a high degree of security.

Invesco Perpetual Select Trust plc – UK Equity Share Portfolio

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 is geared by bank debt.

Invesco Property Income Trust Limited

The Company is a closed-ended investment company with limited liability incorporated in Jersey. The objective is to provide ordinary shareholders with an attractive level of income together with the prospect of income and capital growth from investing in commercial properties in the UK and Continental Europe. The Trust is geared by bank debt.

Keystone Investment Trust plc

Aims to provide shareholders with long-term growth of capital mainly from UK investments. The Trust is geared by way of debenture stocks.

Perpetual Income and Growth Investment Trust plc

Aims to generate capital growth with a higher than average income from investment, primarily in the UK equity market. It is intended that the Company will provide shareholders with real dividend growth over the medium-term by investing mainly in above-average yield equities. However, investments are also made in companies with lower initial yields which are considered to have good potential for income growth. The Trust is geared by a debenture stock and bank debt.

The Edinburgh Investment Trust plc

Invests in UK securities with long term objective of achieving:

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

Investing in Smaller Companies

Invesco Perpetual UK Smaller Companies Investment Trust plc

Aims to achieve long-term total returns for the Company's shareholders from investment in a broad cross-section of small to medium size UK-quoted companies. The Trust may gear by bank debt.

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 Morgan Stanley Capital International (All Country) Asia Pacific (ex Japan) Index, measured in sterling. The Trust is geared by bank debt.

Invesco Perpetual Select Trust plc – Global Equity Share Portfolio

Aims to produce long-term capital growth from a sensibly diversified portfolio of international equities (including the UK). The portfolio comprises the 'best ideas' of a number of Invesco Perpetual's investment managers. The portfolio is geared by bank debt.

Investing for Absolute Returns

Invesco Perpetual Select Trust plc – Hedge Fund Share Portfolio

Aims to achieve absolute return of 3-month sterling LIBOR plus 6% per annum over a rolling 5-year period, coupled with low volatility. Capital preservation is a priority.

Investing in Multiple Asset Classes

Invesco Perpetual Select Trust plc

- UK Equity Share Portfolio
- Global Equity Share Portfolio
- Managed Liquidity Share Portfolio
- Hedge Fund Share Portfolio

A choice of asset classes within one investment trust with the freedom to switch between them, twice a year, free from capital gains tax liability.

Other

Invesco Perpetual Aim VCT plc

The Company was launched in August 2004. Its objective is to provide a tax-free dividend return to shareholders invested at

launch primarily through the realisation of capital gains from a portfolio of investments in AIM Qualifying Companies while maintaining the capital value of shares.

Please contact our Investor 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.

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