



The Directors
RIT Capital Partners plc
27 St James's Place
London
SW1A 1NR

22 March 2018

Dear Sirs,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number CO01004062, ceasing to hold office as auditors of RIT Capital Partners plc, registered no: 02129188 (the "Company") effective from 26 April 2018.

The reason we are ceasing to hold office is that the Company undertook a competitive tender Process for the position of statutory auditor and we mutually agreed with the Audit and Risk Committee not to participate due to the time of our tenure.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,


PricewaterhouseCoopers LLP

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