

THIRD POINT OFFSHORE INVESTORS LIMITED
AUDITED REPORT AND FINANCIAL STATEMENTS
For the year ended 31 December 2009

Chairman's Statement

I am pleased to present the third Annual Report for Third Point Offshore Investors ("the Company").

The Company was established as a closed-end investment company, registered and incorporated in Guernsey on 19 July 2007. The Company invests its assets in Third Point Offshore Master Fund L.P. (the "Master Partnership"), via Third Point Offshore Fund, Ltd. (the "Master Fund"), which pursues an opportunistic investment approach based on a "bottom-up" fundamentals analysis.

For the year ending 31 December 2009, the Company's net asset value (the "NAV") appreciated by 41.75%, recovering from a disappointing performance in 2008. While global markets continued to experience volatility, the Investment Manager invested dynamically across the capital structure and allocated opportunistically among sectors and industries to produce positive returns for shareholders and outperform the S&P 500 and HYG Indices. While profits were led by credit strategies – including high- yield, mortgages, and restructurings – returns were also driven by long/short equity and risk arbitrage investments.

Throughout 2009, the Investment Manager closely monitored public policy, as government intervention created waves in global markets and produced catalysts for the Master Partnership's event driven investments. The Investment Manager remained diligent in managing gross and net exposure levels and is committed to preserving shareholder capital in what was, and still remains, a tumultuous investing environment.

The Board continues to review discount-control mechanisms regularly. We were pleased to see the discount narrow substantially in accordance with the positive performance of the Master Partnership. As the listed fund sector rebounds, we expect to see further discount reduction.

We are committed to transparent communications with shareholders and aim to be responsive to your inquiries. To this end, the Company's website (thirdpointpublic.com) publishes weekly NAV estimates, monthly NAV, a monthly shareholder report, a narrative quarterly letter from the Investment Manager, and other relevant information about the Company.

In corporate governance matters, the independent Board of Directors and Audit Committee have met regularly, and RBS Hoare Govett Limited remains in place as the Corporate Broker.

My fellow directors and I hope that 2010 is another strong year for the Company and its shareholders.

Marc Antoine Autheman

Directors' Report

The Directors submit their Report together with the Company's Statements of Assets and Liabilities, Statements of Operations, Statements of Changes in Net Assets, Statements of Cash Flows, and the related notes for the year ended 31 December 2009. These Statements and notes have been prepared properly, in accordance and agreement with, accounting principles generally accepted in the United States of America, any relevant enactment for the time being in force, and the accounting records.

The Company

The Company was incorporated in Guernsey on 19 June 2007. The Company was admitted to a

secondary listing (Chapter 14) on the Official List of the London Stock Exchange on 23 July 2007. The proceeds from the issue of shares on listing amounted to approximately \$523 million.

The Company has received consent under the Control of Borrowing (Bailiwick of Guernsey) Ordinance 1959 (as amended) to raise up to Euro 850 million by way of issue of shares. This consent was given under the Guernsey Financial Services Commission's ("GFSC") framework relating to Registered Closed-ended Investment Funds.

Investment Objective and Policy

The Company's investment objective is to provide its Shareholders with consistent long term capital appreciation utilising the investment skills of Third Point LLC (the "Investment Manager") through investment of all of its capital (net of short term working capital requirements) in Class E Shares of Third Point Offshore Fund, Ltd (the "Master Fund"), an exempted company formed under the laws of the Cayman Islands on 21 October 1996.

Effective 1 January 2009, the Master Fund became a limited partner of, and contributed substantially all of its assets to, Third Point Offshore Master Fund L.P. (the "Master Partnership"), an exempted limited partnership organized under the laws of the Cayman Islands, of which Third Point Advisors II L.L.C., an affiliate of the Investment Manager, is the general partner. Third Point LLC is the Investment Manager to the Company, the Master Fund and the Master Partnership. The Master Fund, through the Master Partnership, continues to have the same investment objectives, investment strategies and investment restrictions as previous to the 1 January 2009.

The Master Fund and Master Partnership's investment objective is to seek to generate consistent long-term capital appreciation, by using an Event Driven, bottom-up, fundamental approach to evaluate various types of securities throughout companies' capital structures. The Investment Manager's implementation of the Master Fund and Master Partnership's investment policy is the main driver of the Company's performance.

The Investment Manager's fundamental approach to investing begins with analysing a company's financial performance, its management and competitive advantages, its position within its industry and the overall economy. This analysis is performed on historical and current data with the ultimate goal of producing a set of projected financial results for the company. Once the projections are established, the Investment Manager compares the current valuation of the company in question relative to its historical valuation range, the valuation range of its peers and the overall market in general to determine whether the markets are mis-pricing the company. The Investment Manager ultimately invests in situations where it believes mis-pricing exists because this fundamental analysis indicates that such a disconnection will correct itself over the long term.

The Investment Manager's bottom-up approach attempts to identify individual companies that would make attractive investment targets based on their growth and profitability characteristics. This approach differs from a top-down methodology which first evaluates macro-economic, sector, industry or geographic factors to select the best sectors or industries for investment.

The Investment Manager seeks to identify Event Driven situations in which it can take either a long or short investment position where it can identify a near or long-term catalyst that would unlock value.

Results and Dividends

The results for the year are set out in the Statements of Operations. The Directors do not recommend the payment of a dividend (2008: \$nil).

Share Capital

Share Capital Conversions took place during the year ended 31 December 2009. A summary and the number of shares in issue at the year-end is disclosed in Note 6 to the Financial Statements.

Going Concern

After making enquiries and given the nature of the Company and its investment, the Directors are satisfied that it is appropriate to continue to adopt the going concern basis in preparing these financial statements, and after due consideration, the Directors consider that the Company is able to continue for the foreseeable future.

Directors

The Directors of the Company during the year and to the date of this report are as listed in these Financial Statements.

Directors' Interests

Mr Wilson held the position of Chief Operating Officer of Third Point LLC.

Mr Targoff holds the position of Chief Operating Officer and General Counsel of Third Point LLC.

Pursuant to an instrument of indemnity entered into between the Company and each Director, the Company has undertaken, subject to certain limitations, to indemnify each Director out of the assets and profits of the Company against all costs, charges, losses, damages, expenses and liabilities arising out of any claims made against them in connection with the performance of their duties as a Director of the Company.

The Directors hold no shares in the Company and held no shares during the year.

Corporate Governance

As a closed-ended investment company registered in Guernsey, the Company is eligible for exemption from the requirements of the Combined Code (the "Code") issued by the Financial Reporting Council. The Board has however put in place a framework for corporate governance which it believes is suitable for an investment company of this size and nature and which enables the Company voluntarily to comply with the main requirements of the Code, which sets out principles of good governance and a code of best practice.

Arrangements in respect of corporate governance have therefore been made by the Board, which it believes are appropriate for the Company. Except as disclosed in the following paragraphs, the Company complied throughout the year since listing with the provisions of the Code. Since all the Directors are non-executive, the provisions of the Code in respect of Directors' remuneration are not relevant to the Company except in so far as they relate to non-executive Directors.

As at year-end, all the Directors, except Mr Targoff, are considered by the Board to be independent of the Company's Investment Manager. Ordinarily the Board will include a representative of the Investment Manager.

The Board is responsible for establishing and maintaining the Company's system of internal controls and for maintaining and reviewing its effectiveness. The system of internal controls is designed to manage rather than to eliminate the risk of failure to achieve business objectives and as such can only provide reasonable, but not absolute assurance against material misstatement or loss. These controls aim to ensure that assets of the Company are safeguarded, proper accounting records are maintained and the financial information for publication is reliable. The Board uses a formal risk assessment matrix to identify and monitor business risks.

The Board considers on an ongoing basis the process for identifying, evaluating and managing any significant risks faced by the Company. The process includes reviewing reports from the Company Secretary on risk control and compliance, in conjunction with the Investment Manager's regular reports which cover investment performance.

The Board has contractually delegated to external parties various functions as listed below. The duties of

investment management and administration are segregated. Each of the contracts entered into with the parties was entered into after full and proper consideration by the Board of the quality and cost of services offered, including the control systems in operation as far as they relate to the affairs of the Company.

- Investment Management services are provided by Third Point LLC, a company authorised and regulated by the US Securities and Exchange Commission. The Investment Manager was appointed on 29 June 2007 and will continue to act as Investment Manager from year to year under the terms and conditions detailed in the Investment Management Agreement.
- On 31 December 2008, the Company appointed RBS Hoare Govett Limited as the Broker and Financial Adviser to the Company.
- Administration and company secretarial duties are performed by Northern Trust International Fund Administration Services (Guernsey) Limited, a company licensed and regulated by the Guernsey Financial Services Commission.
- Registrar and CREST agency functions are performed by Capita Registrars (Guernsey) Limited, a company licensed and regulated by the Guernsey Financial Services Commission.

The Board reviews regularly the performance of the services provided by these companies and does not intend to make any changes to the current arrangements.

In common with most investment companies, the Company does not have an internal audit function. All of the Company's management functions are delegated to the Investment Manager and Administrator, which have their own internal audit and risk assessment functions.

At 31 December 2009, the Audit Committee is chaired by Mr Legge and operates within clearly defined terms of reference and comprises all the Directors except the Investment Manager's representative.

When available, the Audit Committee Chairman or in his/her absence another member of the committee, shall attend each annual general meeting of the Company, prepared to respond to any shareholder questions on the Audit Committee's activities. The duties of the Audit Committee in discharging its responsibilities include reviewing the Annual and Interim Financial Statements, the system of internal controls, and the terms of the appointment of the external auditor together with their remuneration.

The Audit Committee is also the forum through which the auditor reports to the Board of Directors. The objectivity of the auditor is reviewed by the Audit Committee which also reviews the terms under which the external auditor is appointed to perform non-audit services. The Committee reviews the scope and results of the audit, its cost effectiveness and the independence and objectivity of the auditor, with particular regard to non-audit fees. There were no non-audit fees paid to Ernst & Young LLP during the year. The Audit Committee considers Ernst & Young LLP to be independent of the Company.

The Audit Committee has reviewed the need for an internal audit function. The Audit Committee has decided that the systems and procedures employed by the Investment Manager and the Administrator, including the internal audit functions, provided sufficient assurance that a sound system of internal control, which safeguards the Company's assets, is maintained. An internal audit function specific to the Company is therefore considered unnecessary.

**Scheduled Board
Meetings
Attended**

**Audit Committee
Meetings
Attended**

Marc Autheman	5 of 5	3 of 3
Chris Legge	5 of 5	3 of 3
Chris Fish***	3 of 5	2 of 3
Keith Dorrian	5 of 5	3 of 3
Bruce Wilson*	3 of 3	N/A
Joshua Targoff* *	3 of 3	N/A

*Bruce Wilson resigned on 29 May 2009 and he was not a member of the Audit Committee.

**Joshua Targoff was appointed on 29 May 2009 and he is not a member of the Audit Committee.

***Chris Fish was unable to attend some meetings during 2009 due to serious illness from which he has now fully recovered.

Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties. The Company maintains appropriate Directors' and Officers' liability insurance.

Board Performance

The Board and Audit Committee undertake a formal annual evaluation of their own performance and that of their committees and individual Directors. In order to review their effectiveness, the Board and Audit Committee carry out a process of formal self-appraisal. The Directors and Committee consider how the Board and Audit Committee functions as a whole and also reviews the individual performance of its members. This process is conducted by the respective Chairman reviewing individually with each of the Directors and members of the Committee their performance, contribution and commitment to the Company. The performance of the Chairman is evaluated by the other independent Directors.

Relations with Shareholders

The Board welcomes shareholders' views and places great importance on communication with its shareholders. The Board receives regular reports on the views of shareholders and the Chairman and other Directors are available to meet shareholders if required. The Annual General Meeting of the Company provides a forum for shareholders to meet and discuss issues with the Directors of the Company. The second Annual General Meeting was held on 7 May 2009 with all proposed resolutions being passed unanimously by the Shareholders. The Company publishes weekly estimates of NAV, a month-end NAV as well as a monthly shareholder report and a narrative quarterly letter from the Investment Manager. These are published via Regulatory News Service and are also available on the Company's website, www.thirdpointpublic.com.

Significant Shareholdings

As at 12 April 2010, the following had significant shareholdings in the Company:

	Total Shares Held	% Holdings in Class
Significant Shareholders		
US Dollar Shares		
Goldman Sachs Securities (Nominees) Limited	13,252,481	30.66%
HSBC Global Custody Nominee (UK) Limited	10,661,243	24.66%
Vidacos Nominees Limited	4,361,877	10.09%
Chase Nominees Limited	2,194,822	5.08%
State Street Nominees Limited	2,000,000	4.63%
J P Morgan Clearing Corporation	1,572,946	3.64%

Euro Shares

Bank of New York Nominees Limited	1,902,178	56.02%
Euroclear Nominees Limited	885,784	26.09%
HSBC Global Custody Nominee Limited	133,663	3.94%
James Capel (Channel Islands) Nominees Limited	125,783	3.70%
Vidacos Nominees Limited	228,809	6.74%

Sterling Shares

James Capel (Nominees) Limited	1,373,129	71.32%
HSBC Global Custody Nominee Limited	141,584	7.35%
Vidacos Nominees Limited	48,852	2.54%
Smith & Williamson Nominees	40,700	2.11%
Interactive Brokers Limited	39,074	2.03%

Signed on behalf of the Board by:

Marc A Autheman

Chairman

Christopher F L Legge

Director

16 April 2010

Statement of Directors' Responsibilities in Respect of the Financial Statements

The Directors are responsible for preparing the Financial Statements in accordance with applicable Guernsey Law and generally accepted accounting principles. Guernsey Company Law requires the Directors to prepare Financial Statements for each financial period which give a true and fair view of the state of affairs of the Company and of the net income or expense of the Company for that period.

In preparing these Audited Financial Statements the Directors should :-

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether that applicable accounting standards have been followed subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with The Companies (Guernsey) Law, 2008. They are also responsible for the system of internal controls, safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

16 April 2010

The Directors confirm to the best of their knowledge:–

- there is no relevant audit information of which the Company’s Auditor is unaware, and each Director has taken all the steps he ought to have taken as a Director to make himself aware of any relevant information and to establish that the Company’s Auditor is aware of that information;
- this Annual Report and Audited Financial Statements have been prepared in accordance with Accounting Principles Generally Accepted in the United States of America and give a true and fair view of the financial position of the Company;
- this Annual Report and Audited Financial Statements includes information detailed in the Directors’ Report, the Investment Manager’s Review and Notes to the Financial Statements, which provides a fair review of the information required by:–
 - a) DTR 4.1.8 of the Disclosure and Transparency Rules (“DTR”), being a fair review of the Company business and a description of the principal risks and uncertainties facing the Company; and
 - b) DTR 4.1.11 of the DTR being an indication of important events that have occurred since the beginning of the financial year and the likely future development of the Company.

Signed on behalf of the Board by:

**Marc A
Autheman**
Chairman

**Christopher F L
Legge**
Director

Directors’ Remuneration Report

Introduction

The Board has prepared this report as part of its framework for corporate governance which, as described in the Directors’ Report, enables the Company voluntarily to comply with the main requirements of the Combined Code on Corporate Governance published by the Financial Reporting Council, although as a closed-ended investment company registered in Guernsey, the Company is eligible for exemption from the requirements of the Code.

An ordinary resolution for the approval of this report will be put to the shareholders at the forthcoming Annual General Meeting.

Remuneration policy

All Directors are non-executive and a Remuneration Committee has not been established. The Board as a whole considers matters relating to the Directors’ remuneration. No advice or services were provided by any external person in respect of its consideration of the Directors’ remuneration.

The Company’s policy is that the fees payable to the Directors should reflect the time spent by the Directors on the Company’s affairs and the responsibilities borne by the Directors and be sufficient to attract, retain and motivate directors of a quality required to run the Company successfully. The Chairman of the Board is paid a higher fee in recognition of his additional responsibilities, as is the Chairman of the Audit Committee. The policy is to review fee rates periodically, although such a review will not necessarily result in any changes to the rates, and

account is taken of fees paid to directors of comparable companies.

There are no long term incentive schemes provided by the Company and no performance fees are paid to Directors.

No Director has a service contract with the Company but each of the Directors is appointed by a letter of appointment which sets out the main terms of their appointment. Directors have been appointed for an initial term of three years which may be renewed for a further term by the Board. There are no set notice periods and a Director may resign by notice in writing to the Board at any time. Director appointments can also be terminated in accordance with the Articles. Should shareholders vote against a Director standing for re-election, the Director affected will not be entitled to any compensation.

Directors are remunerated in the form of fees, payable quarterly in arrears, to the Director personally. No other remuneration or compensation was paid or payable by the Company during the year to any of the Directors apart from the reimbursement of allowable expenses.

Directors' fees

The Company's Articles limit the fees payable to Directors to £30,000 (£35,000 for the Chairman of the Company's Audit Committee and £50,000 for the Chairman) or such higher amounts as may be approved by ordinary resolution of Shareholders.

The fees payable by the Company in respect of each of the Directors who served during the year, and during 2008, were as follows:

	2009 £	2008 £
Marc A Autheman (Chairman)	50,000	50,000
Christopher F L Legge (Audit Committee Chairman)	35,000	35,000
Keith Dorrian	30,000	30,000
Bruce Wilson (resigned 29 May 2009) *	—	—
Christopher N Fish	30,000	30,000
Joshua L Targoff (appointed 29 May 2009) *	—	—

*Bruce Wilson and Joshua L Targoff both waived their fees.

Signed on behalf of the Board by:

**Marc A
Autheman**
Chairman

**Christopher F L
Legge**
Director

Investment Manager's Review

Performance summary*

USD Class	31-Dec-09	31-Dec-08	% Change
Share Price	6.75	3.44	96.2%
Net asset value per share	8.59	6.12	40.4%

Premium/(discount)	(21.4%)	(43.8%)	
EUR Class	31-Dec-09	31-Dec-08	% Change
Share Price	6.38	3.23	97.5%
Net asset value per share	8.38	5.95	40.8%
Premium/(discount)	(23.9%)	(45.7%)	
GBP Class	31-Dec-09	31-Dec-08	% Change
Share Price	6.68	3.23	106.8%
Net asset value per share	8.23	5.85	40.7%
Premium/(discount)	(18.8%)	(44.8%)	

*For the year ending 31 December 2009

Strategy Performance

For the year ending 31 December 2009, the net asset value per share increased by 40.4% in the U.S. Dollar class, 40.8% in the Euro class, and 40.7% in the Sterling class.

Since December 1996, the Investment Manager has demonstrated a flexible investment style that allows for the most appropriate set of diverse trading strategies at opportune times. The Investment Manager navigated the choppy markets of 2009 by dynamically allocating to credit, equity, and risk arbitrage investments, and the combination resulted in annual performance of 41.64% in the Master Partnership. After entering 2009 with a defensive outlook, the Manager swiftly removed tail risk bets and specific short positions from the portfolio in April and put capital to work in a number of compelling special situation investments. The Manager generated profits in the credit sector by deploying capital to distressed debt, corporate restructurings, post reorganization equities, and mortgage bonds. Investments in risk arbitrage proved successful throughout the second and third quarters, with exposure to the sector reaching its peak in May 2009 and consequently decreasing throughout the second half of 2009. While short equity investments generated profits in the first two months of the year, long equity investments in financial services companies acquired throughout the second and third quarters resulted in several of the year's biggest winners. By the fourth quarter of 2009, the Manager had shifted equity exposure away from the financial sector into investments in health care companies. In an effort to mitigate risk in a volatile market environment, the Investment Manager remained focused on investments with short term hard catalysts.

At 31 December 2009, the Master Partnership's top five holdings were in Chrysler, CIT Group Inc., Dana Holding Corporation, Delphi Automotive LLP and PHH Corporation.

Risk Outlook

The principal risk to the Master Partnership, and accordingly to the Company, is price risk with regard to its investment portfolio. At December 31 2009, the Master Partnership had gross investments of \$2.14 billion or 154% of assets under management ("AUM"). Gross investment exposure can serve as a rough measure of exposure to fluctuations in overall market levels.

The investment portfolio of the Master Partnership can be highly concentrated. At year-end the 10 largest positions represented 54% of AUM. Exposures can also be concentrated by country and by market capitalization of owned stocks. The following charts show those allocations at year-end:

Geographic Exposure as of 31 December 2009

(Long/Short Strategy Only)

	Long	Short	Net
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Americas	51%	(16%)	35%
Europe	17%	(1%)	16%
Asia	–	(2%)	(2%)
Total	68%	(19%)	49%

The Master Partnership has limited exposure to credit, liquidity and cash flow risks. The Master Partnership holds 96% of its investment portfolio in liquid Level 1 and Level 2 assets (refer to Note 2 of Master Partnership's audited financial statements). The Master Partnership has credit exposure to its prime brokers arising from custody arrangements, but diversifies this risk by using six prime brokers, all of which are well capitalized. Additional credit exposure can arise from swap agreements. This exposure is also diversified, and is subject to mark-to-market collateralization. Please refer to Note 8 and Note 9 of the Master Partnership's audited financial statements. Cash flow risk is very limited, as the Master Partnership has no financing arrangements other than margin loans, swaps and repurchase agreements, which are fully collateralized with liquid assets. Investor redemptions require 30 or 60 days' advance notice, permitting an orderly liquidation of an appropriate portion of the Master Fund's assets.

Third Point LLC

Independent Auditor's Report to the members of Third Point Offshore Investors Limited

We have audited the financial statements of Third Point Offshore Investors Limited for the year ended 31 December 2009 which comprise the Statements of Assets and Liabilities, Statements of Operations, Statements of Changes in Net Assets, Statements of Cash Flows and related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

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

Respective Responsibilities of Directors and Auditors

The directors are responsible for the preparation of the financial statements in accordance with applicable Guernsey law as set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with The Companies (Guernsey) Law, 2008. We also report to you if, in our opinion, the company has not kept proper accounting records, if the company's financial statements are not in agreement with the accounting records or if we have not received all the information and explanations we require for our audit.

We read other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or internal inconsistencies with the Financial Statements. This other information comprises the Chairman's Statements, the Directors' Report, the Statement of Directors' Responsibilities, the Directors' Remuneration Report, the Investment Manager's Report and the Management and Administration in respect of the Financial Statements.

Basis of Audit Opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence

relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view, in accordance with accounting principles generally accepted in the United States of America, of the state of the Company's affairs as at 31 December 2009, and of its loss for the year then ended and have been properly prepared in accordance with The Companies (Guernsey) Law, 2008.

Michael Bane
Ernst & Young
LLP
Guernsey
16 April 2010

Statements of Assets and Liabilities As at 31 December 200 and 31 December 200

	As at 31 December 2009 \$	As at 31 December 2008 \$
(Stated in United States Dollars)		
Assets		
Investment in Third Point Offshore Fund, Ltd, at fair value (Cost 2009: \$520,577,135, 2008: \$521,624,637)	437,872,156	308,700,292
Cash	217,552	102,142
Other assets	–	202,179
Total assets	438,089,708	309,004,613
Liabilities		
Accrued expenses and other liabilities	169,964	37,855
Directors' fees payable (Note 5)	81,318	76,714
Administration fee payable (Note 4)	38,355	33,389
Total liabilities	289,637	147,958
Net assets	437,800,071	308,856,655
Number of Ordinary Shares in issue (Note 6)		
US Dollar Shares	43,322,671	38,185,564
Euro Shares	3,395,448	6,014,627
Sterling Shares	1,860,398	2,987,081

Net asset value per Ordinary Shares (Note 8 and 10)

US Dollar Shares	\$8.59	\$6.12
Euro Shares	€8.38	€5.95
Sterling Shares	£8.23	£5.85

Number of Ordinary B Shares in issue (Note 6)

US Dollar Shares	28,881,791	25,457,045
Euro Shares	2,263,631	4,009,750
Sterling Shares	1,240,268	1,991,388

Approved by the Board of Directors on 16 April 2010 and signed on its behalf by:

**Marc A
Autheman**
Chairman

**Christopher F L
Legge** Director

Statements of Operations

For the years ended 31 December 2008 and 31 December 2009

	For the year ended 31 December 2009	For the year ended 31 December 2008
(Stated in United States Dollars)	\$	\$
Realised and unrealised gain/(loss) from investment transactions allocated from Master Fund		
Net realised (loss)/gain from securities, derivative contracts and foreign currency translations	(54,643,516)	33,688,339
Net change in unrealised gain/(loss) on securities, derivative contracts and foreign currency translations	198,837,718	(235,791,970)
Net gain from currencies	974,303	61,450
Total net realised and unrealised gain/(loss) from investment transactions allocated from Master Fund	145,168,505	(202,042,181)

Net investment loss allocated from Master Fund

Interest income	19,767,891	6,767,154
Dividends, net of withholding taxes of \$1,290,221 (2008: \$423,995)	4,865,221	2,208,101
Other income	617,053	2,089,668
Stock borrow fees	(14,548,352)	(4,705,752)
Incentive allocation	(14,147,571)	(802,910)
Management fee	(6,976,640)	(8,512,943)
Dividends on securities sold, not yet purchased	(1,202,433)	(3,951,878)
Interest expense	(360,137)	(1,037,785)
Other expenses	(2,964,171)	(2,141,924)

Total net investment loss allocated from Master Fund	(14,949,139)	(10,088,269)
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Company income

Fixed deposit income	–	2,664
Total Company income	–	2,664

Company expenses

Administration fee (Note 4)	(139,468)	(144,825)
Directors' fees (Note 5)	(297,941)	(259,970)
Audit fees	(91,224)	(111,929)
Other expenses	(615,517)	(458,307)
Expenses paid on behalf of Third Point Offshore Independent Voting Company Limited (Note 4)	(131,800)	(180,077)
Total Company expenses	(1,275,950)	(1,155,108)
Net loss	(24,000,972)	(11,240,713)
Net increase/(decrease) in net assets resulting from operations	128,943,416	(213,282,894)

Statements of Changes in Net Assets

For the years ended 31 December 2008 and 31 December 2009

	For the year ended 31 December 2009	For the year ended 31 December 2008
(Stated in United States Dollars)	\$	\$
Increase/(decrease) in net assets resulting from operations		
Net realised (loss)/gain from securities, derivative contracts and foreign currency translations allocated from Master Fund	(56,643,516)	33,688,339
Net change in unrealised gain/(loss) on securities, derivative contracts and foreign currency translations allocated from Master Fund	198,837,718	(235,791,970)
Net gain from currencies allocated from Master Fund	974,303	61,450
Total net investment loss allocated from Master Fund	(14,949,139)	(10,088,269)
Total Company income	–	2,664
Total Company expenses	(1,275,950)	(1,155,108)
Net increase/(decrease) in net assets resulting from operations	128,943,416	(213,282,894)
Net increase/(decrease) in net assets resulting from operations	128,943,416	(213,282,894)
Net assets at the beginning of the year	308,856,655	522,139,549
Net assets at the end of the year	437,800,071	308,856,655

Statements of Cash Flows

For the years ended 31 December 2008 and 31 December 2009

	For the year ended 31 December 2009	For the year ended 31 December 2008
(Stated in United States Dollars)	\$	\$
Cash flows from operating activities		
Net increase/(decrease) in net assets resulting from operations	128,943,416	(213,282,894)
Adjustments to reconcile net increase/(decrease) in net assets to net cash provided by/(used in) operating activities:		
Investment in Master Fund	1,047,502	941,480
Net realised (loss)/gain from securities, derivative contracts and foreign currency translations	54,643,516	(33,688,339)
Net change in unrealised gain/(loss) on securities, derivative contracts and foreign currency translations	(198,837,718)	235,791,970
Net gain from currencies allocated from Master Fund	(974,303)	(61,450)
Net investment loss allocated from Master Fund	14,949,139	10,088,269
Decrease in other assets	202,179	182,013
Increase/(decrease) in accrued expenses and other liabilities	132,109	(35,777)
Increase in directors' fees payable	4,604	2,627
Increase/(decrease) in administration fee payable	4,966	(7,487)
Net cash provided by/(used in) operating activities	115,410	(69,588)
Net increase/(decrease) in cash	115,410	(69,588)
Cash at the beginning of the year	102,142	171,730
Cash at the end of the year	217,552	102,142

Directors

Marc A Autheman (Chairman)*
Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands, GY1 3QL.

Keith Dorrian*
Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands, GY1 3QL.

Christopher N Fish*
Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands, GY1 3QL.

Christopher F L Legge*
Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands, GY1 3QL.

Bruce Wilson
(resigned 29 May 2009)

Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands, GY1 3QL.

Joshua L Targoff
(appointed 29 May 2009)
Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands, GY1 3QL.

* These Directors are independent.

(All Directors are non-executive)

Investment Manager

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Legal Advisors (US Law)

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Registrar and CREST Service Provider

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Registered Office

Trafalgar Court, Les Banques,
St Peter Port, Guernsey,
Channel Islands.

Administrator and Secretary

Northern Trust International Fund

Administration Services (Guernsey) Limited,
Trafalgar Court, Les Banques,
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Legal Advisors (Guernsey Law)

Ozannes Avocates
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St Peter Port, Guernsey,
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Receiving Agent

Capita Registrars
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United Kingdom.

Corporate Broker

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United Kingdom