

Witan Investment Trust plc  
Notice of the 2011 Annual General Meeting

# Letter from the Chairman

Dear Shareholder

## **Notice of Annual General Meeting**

I hope that you will be able to attend this year's Annual General Meeting of the Company ('the Meeting'), which is to be held on **Tuesday 10 May 2011 at 2.30 pm** at Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8JB.

The Notice of Annual General Meeting is set out on pages 1 and 2 of this document. The map on page 6 shows the location of the Hall. Further details of each of the resolutions to be proposed at the Meeting are set out in the explanatory notes on pages 3 and 4. I also refer you to the Company's Report and Financial Statements for the year ended 31 December 2010 ('the Annual Report'), which is available on the Company's website ([www.witan.com](http://www.witan.com)). Printed copies of the Annual Report are being sent, with this document, to those shareholders who have requested one and are available, on request, to those who have not.

Our Chief Executive Officer, Andrew Bell, will give a presentation at the Meeting and there will be opportunities to ask questions. Even if you are unable to attend the Meeting, I encourage you to vote by completing and returning your Form of Proxy.

The Board considers that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company's shareholders as a whole. The Board therefore recommends unanimously to shareholders that they vote in favour of each of the resolutions, as the directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Harry Henderson  
Chairman  
Witan Investment Trust plc  
30 March 2011

*Registered Office:*  
14 Queen Anne's Gate  
London  
SW1H 9AA

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the UK, or, if not, from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in Witan Investment Trust plc ('the Company'), please pass this circular and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold or transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this circular and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

# Witan Investment Trust plc

(an investment company within the meaning of section 833 of the Companies Act 2006, incorporated in England and Wales with registered number 101625)

## Notice of Annual General Meeting

Notice is hereby given that the One Hundred and Third Annual General Meeting of Witan Investment Trust plc will be held at Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8JB on **Tuesday, 10 May 2011 at 2.30 pm** for the purpose of transacting the following business of the Company:

### Ordinary Business

*all as Ordinary Resolutions*

- 1 To receive the Report and Financial Statements for the year ended 31 December 2010.
- 2 To receive and approve the Directors' Remuneration Report for the year ended 31 December 2010.
- 3 To elect Mr R J Oldfield as a director of the Company.
- 4 To re-elect Mr R A Bruce as a director of the Company.
- 5 To re-elect Mr A Watson as a director of the Company.
- 6 To re-elect Mr H M Henderson as a director of the Company.
- 7 To re-appoint Deloitte LLP as Statutory Auditor to the Company.
- 8 To authorise the directors to determine the remuneration of the Statutory Auditor.

### Other Business

To consider and, if thought fit, to pass the following resolutions:

*as an Ordinary Resolution*

- 9 THAT the aggregate of all fees paid to the directors shall not exceed the sum of £300,000 per annum.

*as a Special Resolution*

- 10 THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 ('the Act') to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 25p each in the capital of the Company ('Ordinary Shares'), provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 29,090,492 (representing approximately 14.99% of the Ordinary Shares in issue at 30 March 2011, the date of this Notice of Annual General Meeting);

- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 25p;

- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105% of the average middle market quotations for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased and (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange when the purchase is carried out, or such other amount as may be specified by the UK Listing Authority from time to time;

- (d) the authority hereby conferred will expire at the conclusion of the annual general meeting of the Company in 2012, or, if earlier, on the expiry of 18 months from the passing of this resolution, unless such authority is renewed prior to such time; and

- (e) the Company may make a contract to purchase Ordinary 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 Ordinary Shares pursuant to any such contract;

provided that all Ordinary Shares purchased pursuant to the said authority shall be cancelled immediately upon completion of the purchases.

*as a Special Resolution*

- 11 THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of 3.4 per cent Cumulative Preference Shares of £1 each in the capital of the Company ('3.4 per cent Cumulative Preference Shares') and 2.7 per cent Cumulative Preference Shares of £1 each in the capital of the Company ('2.7 per cent Cumulative Preference Shares', together with the 3.4 per cent Cumulative Preference Shares, the 'Preference Shares'), provided that:

# Notice of Annual General Meeting

continued

- (a) the maximum aggregate number of Preference Shares hereby authorised to be purchased shall be the entire issued capital amount of the Preference Shares as at 30 March 2011, the date of this Notice of Annual General Meeting, being (i) 2,055,000 of the 3.4 per cent Cumulative Preference Shares and (ii) 500,000 of the 2.7 per cent Cumulative Preference Shares;
- (b) the minimum price (exclusive of expenses) which may be paid for a Preference Share is 1p;
- (c) the maximum price (exclusive of expenses) which may be paid for a Preference Share is the higher of (i) an amount equal to 105% of the average middle market quotations for a Preference Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Preference Share is purchased and (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange when the purchase is carried out;
- (d) the authority hereby conferred will expire at the conclusion of the annual general meeting of the Company in 2012, or, if earlier, on the expiry of 18 months from the passing of this resolution, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase Preference 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 Preference Shares pursuant to any such contract;

provided that all Preference Shares purchased pursuant to the said authority shall be cancelled immediately upon completion of the purchase.

By Order of the Board

E Cranmer ACA

For and on behalf of Frostrow Capital LLP,

Secretary

30 March 2011

*Registered Office:*

14 Queen Anne's Gate

London

SW1H 9AA

# Explanation of the Resolutions

The information set out below is an explanation of the business to be considered at the 2011 Annual General Meeting

## **Annual Report (Resolution 1)** (ordinary resolution)

The first item of business concerns the Annual Report. The directors are required to lay before the Meeting the Report and Financial Statements of the Company for the year ended 31 December 2010 ('the Annual Report'), including the Directors' Report and the Independent Auditors' Report on the financial statements, and the shareholders are asked to receive the Annual Report.

## **Directors' Remuneration Report (Resolution 2)** (ordinary resolution)

The shareholders are asked to approve the Directors' Remuneration Report for the year ended 31 December 2010, as set out on pages 36 to 39 of the Annual Report.

## **Directors (Resolutions 3 to 6)** (ordinary resolutions)

The articles of association of the Company require some of the directors to retire at each annual general meeting; all directors stand for re-election not less frequently than every three years. In addition, under The Combined Code on Corporate Governance, directors are expected to stand for re-election annually if they have served for nine years or more.

Harry Henderson, the Chairman, has served for more than nine years and so he stands for re-election. Andrew Bruce and Tony Watson last stood for re-election in 2008 and so stand for re-election this year. Richard Oldfield has been appointed to the Board with effect from 1 May 2011 and stands for election by shareholders at this his first AGM.

The directors have reviewed the performance and commitment of the directors standing for election and consider that each of them should continue to serve on the Board as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company.

Information about the directors is set out in the Annual Report, in particular on page 22.

## **Auditors (Resolutions 7 and 8)** (ordinary resolutions)

There is a requirement to appoint auditors at each general meeting at which accounts are laid before the Company, with the expectation that the auditors will then hold office until the next such meeting. In accordance with sections 489 and 492 of the Companies Act 2006, shareholders are required to approve the appointment of the Company's auditors each year and to give directors the authority to determine the auditors' remuneration. Deloitte LLP have indicated their willingness to continue in office. Resolution 7 covers their re-appointment and Resolution 8 authorises the directors to determine their remuneration (details of which are set out in note 5 on page 51 of the Annual Report).

## **Directors' fees (Resolution 9)** (ordinary resolution)

The Company's articles of association limit the fees payable to the directors to £250,000 per annum in aggregate. The Board considers that the fee rates should seek to reflect the ongoing responsibilities of, and time commitment required from, the directors. It is mindful of the requirement to refresh the Board by the appointment of new directors from time to time and

considers it to be beneficial for there to be some overlap between retiring and new directors. With effect from April 2011 the aggregate directors' fees will run at a rate of £229,500 per annum. The Board does not expect this total to increase significantly in the near future but wishes to have sufficient headroom to accommodate changes over the medium term.

## **Share buy-back facility (Resolution 10: Ordinary Shares; and Resolution 11: Preference Shares)** (special resolutions)

The Company's articles of association permit the Company to purchase its own shares and to fund such purchases from its accumulated realised capital reserves. The directors believe that buying back the Company's own shares in the market, at appropriate times and prices, is in the best interests of shareholders generally. Therefore, the Board considers that the Company should continue to have authority to buy back its own Ordinary Shares for cancellation.

Share buy-backs are used as a means of helping to balance the supply and demand for the Company's shares in the market. In respect of the Ordinary Shares, buy-backs seek to reduce the volatility of the discount to the underlying net asset value per share at which the Ordinary Shares trade. Ordinary Shares are bought back only when the immediate outcome is an increase in the net asset value per share attributable to the remaining Ordinary Shares.

Resolution 10 authorises the Company to make market purchases for cancellation of up to 14.99% of the Ordinary Shares in issue at the date of the Annual General Meeting (equivalent to 29,090,492 Ordinary Shares (with a nominal value of £7,272,623) if there is no change in the issued ordinary share capital between now and the Annual General Meeting). Under the Listing Rules of the UK Listing Authority, this is the maximum percentage of its equity share capital that a company may purchase through the market pursuant to such authority. The Company will make purchases within guidelines set from time to time by the Board, and if or when market conditions are suitable, with the aim of maximising the benefit to the remaining shareholders. The Ordinary Shares bought back will be cancelled. The directors will not use this authority unless to do so would result in an increase in the net asset value per Ordinary Share. Ordinary Shares will not be bought back at a price that is less than 25p (the nominal value) or more than the higher of (i) 5 per cent above the average middle market price of the Ordinary Shares over the preceding five business days and (ii) the amount stipulated by Article 5(1) of the EU Buy-Back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the market purchases will be carried out). The directors intend to seek a fresh authority at the annual general meeting in 2012.

There are no warrants or options to subscribe for Ordinary Shares that are outstanding as at 29 March 2011 (the latest practicable date prior to publication of this Notice of Annual General Meeting).

# Explanation of the Resolutions

continued

Resolution 11 authorises the Company to make market purchases for cancellation of all of the Preference Shares in issue at the date of the Annual General Meeting (being 2,055,000 3.4 per cent Cumulative Preference Shares of £1 each and 500,000 2.7 per cent Cumulative Preference Shares of £1 each with an aggregate nominal value of £2,555,000) if there is no change in the issued preference share capital between now and the Annual General Meeting). The Company will make purchases within guidelines set from time to time by the Board, and if or when market conditions are suitable, with the aim of maximising the benefit to the Company. Any Preference Shares bought back will be

cancelled. Preference Shares will not be bought back at a price that is less than 1p or more than the higher of (i) 5 per cent above the average middle market price of the Preference Shares over the preceding five business days and (ii) the amount stipulated by Article 5(1) of the EU Buy-Back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the market purchases will be carried out). The directors intend to seek a fresh authority at the annual general meeting in 2012.

## Notes to the Notice of Meeting

Resolutions 1 to 9 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10 and 11 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### 1. Voting record date

Only members registered in the Register of Members of the Company at 6.00 pm on Friday 6 May 2011 shall be entitled to attend and vote at the Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after 6.00 pm on Friday 6 May 2011 shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

### 2. Rights to attend and vote

Holders of ordinary shares are entitled to attend and vote at the Meeting or at any adjournment(s) thereof. On a poll every ordinary shareholder has one vote for every four shares held.

### 3. Rights to appoint proxies

Pursuant to section 324 of the Companies Act 2006, a member entitled to attend and vote at the Meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company. A Form of Proxy is enclosed. The completion of the Form of Proxy will not preclude a shareholder from attending and voting in person at the Meeting.

Section 324 does not apply to persons nominated to receive information rights pursuant to section 146 of the Companies Act 2006. Persons nominated to receive information rights under section 146 of the Companies Act 2006 have been sent this Notice of Meeting and are hereby informed, in accordance with section 149(2) of the Companies Act 2006, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this Meeting. If they have no such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

### 4. Proxies' rights to vote at the Meeting

On a vote on a show of hands, each proxy has one vote.

If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote 'for' or 'against' as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both 'for' and 'against' in order to reflect the different voting instructions.

On a poll all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, section 285(4) of the Companies Act 2006 does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

### 5. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with section 323 of the Companies Act 2006.

# Notes to the Notice of Meeting

continued

## 6. Receipt and termination of proxies

A Form of Proxy is enclosed and to be valid must be lodged with the Company's Registrar before 6.00 pm on Friday 6 May 2011.

A member may terminate a proxy's authority at any time before the commencement of the Meeting. Termination must be provided in writing and submitted to the Company's Registrar.

In accordance with the Company's articles of association, in determining the time for delivery of proxies no account is being taken of any part of a day that is not a working day.

## 7. Electronic receipt of proxies

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual, which is available to download from the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

## 8. Questions at the Meeting

Section 319A of the Companies Act 2006 requires the directors to answer any question raised at the Meeting which relates to the business of the Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the preparation of the Meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the best interests of the Company or the good order of the Meeting that the question be answered.

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting; or
- (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting that the members propose to raise at the Meeting.

The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time at which it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

## 9. Website

A copy of this Notice, including these explanatory notes, is included on the Company's website, [www.witan.com](http://www.witan.com)

## 10. Total voting rights

As at 29 March 2011 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 194,066,000 ordinary shares of 25p each, carrying one vote for every four shares held (being one vote for every £1 nominal of capital), and 2,555,000 preference shares (2,055,000 3.4 per cent Cumulative Preference Shares of £1 each and 500,000 2.7 per cent Cumulative Preference Shares of £1 each), which do not carry voting rights at general meetings of the Company. Therefore, the total voting rights in the Company as at 29 March 2011 were 48,516,500.

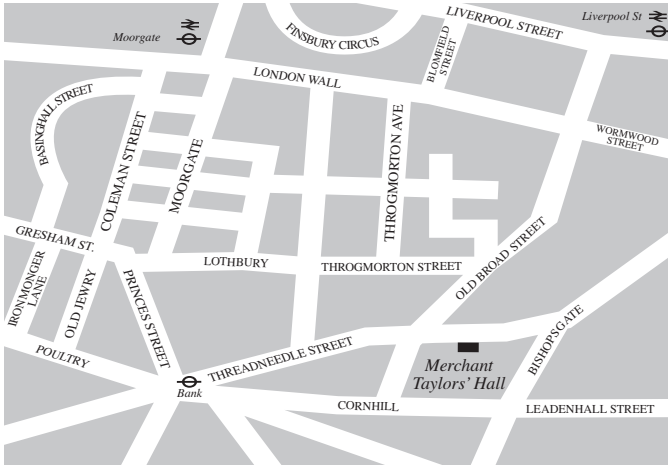
## 11. Receipt of communications at the Meeting

The attendance at the Meeting of members and their proxies and representatives is understood by the Company to confirm their agreement to receive any communications made at the Meeting.

## 12. Preference shareholders

This Notice is available for information only to holders of the preference shares, who are not entitled to attend or vote at the Meeting.

## Annual General Meeting Venue



**Merchant Taylors' Hall is located at 30 Threadneedle Street in the City of London. It is a few minutes' walk from Liverpool Street Station and from Bank Underground Station.**