

WITAN INVESTMENT TRUST PLC

Terms of reference of the Remuneration Committee approved by the Board on 15 March 2005.

Constitution, Purpose and Principle

The Remuneration Committee ('the Committee') is established by the Board to assist the directors in carrying out the responsibilities listed below.

Authority

The Committee is authorised to:

- investigate any activity within its terms of reference;
- have access to all relevant information of the Company;
- obtain outside professional advice at the Company's expense (subject to point 7 below).

Membership

The Committee and its chairman shall be appointed by the Board and shall comprise three non-executive directors. A quorum shall be any two directors present in person.

Appointments will be for periods not exceeding three years, extendable by no more than two additional three-year periods.

Role and Responsibilities

The role and responsibilities of the Committee are:

1. To determine and review annually the remuneration package for the Chief Executive Officer and staff.
2. To establish the Incentive Scheme for the Chief Executive Officer. To evaluate each year the performance of the Chief Executive Officer against the criteria. To recommend their conclusions to the Board for acceptance.
3. To assess the Chief Executive Officer's performance each year. To discuss this formally with the Chairman.
4. To assess the effectiveness of the Board and its directors. To discuss this formally with the Chairman at least annually.
5. To consider the remuneration of the non-executive directors and the Chairman and to make appropriate recommendation to the Chairman and the Board.

6. To act as the Board's Nomination Committee, with responsibility for reviewing the composition of the Board and for proposing to the Board nominations for appointment to it.
7. The Committee may from time to time commission advice from external resources. The prior agreement of the Chairman should be sought to do this.

Meetings

Meetings shall be held at least once each year.

No one other than the Committee members shall be entitled to attend meetings. Other directors, including the Chairman and the Chief Executive Officer, together with other officers of the Company, shall attend at the invitation of the Committee.

Reporting

The Chairman of the Committee shall report the Committee's findings and recommendations, normally at the next Board meeting which follows a meeting of the Committee. The Secretary shall circulate the full minutes of meetings of the Committee to all directors only when instructed to do so by the Committee.

The Committee shall review its effectiveness annually and recommend any necessary changes to the Board.

The Committee shall approve the Directors' Remuneration Report, for inclusion in the annual report and accounts of the Company, and the Chairman of the Committee shall attend the AGM to answer, through the Chairman, any shareholder questions about the role and activities of the Committee. Should there be unresolved differences between the Committee and the Board, then such differences shall be covered in the Committee's report to shareholders.