

Corporate Governance

The UK Listing Authority's Disclosure Guidance and Transparency Rules (the 'Disclosure Rules') require listed companies to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code ('Corporate Governance Code'), as issued by the Financial Reporting Council ('FRC'). The FRC issued a new UK Code in July 2018, the provisions of which were applicable to the Company in the year under review. The Corporate Governance Code can be viewed at www.frc.org.uk.

The related Code of Corporate Governance (the 'AIC Code'), issued by the Association of Investment Companies ('AIC'), provides specific corporate governance guidelines to investment companies. The FRC has confirmed that AIC member companies who report against the AIC Code will be meeting their obligations in relation to the Corporate Governance Code and the associated disclosure requirements of the Disclosure Rules. The AIC issued a new AIC Code in February 2019 and this was applicable to the Company in the year under review. The AIC Code is available on the AIC website (www.theaic.co.uk). It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the Corporate Governance Code to make them relevant for investment companies.

The Company's Corporate Governance Statement as at 31 December 2019 can be found in the latest Annual Report. You can download the latest Annual Report from our website at www.witan.com. Throughout the year ended 31 December 2019, the Company complied with the recommendations of the AIC Code and the best practice provisions of the Corporate Governance Code except that:

- The Corporate Governance Code (Provisions 25 and 26) includes provisions relating to the need for an internal audit function. The Company does not have an internal audit function, for reasons that are explained on page 48 of the Annual Report;
- The Corporate Governance Code (Provision 18) requires all directors to be subject to annual re-election. As explained on page 46 of the Annual Report, the Company considers that this provision is inappropriate to the Company. One-third of directors stand for re-election every three years and all directors with more than nine years' service are required to stand for re-election annually.
- The Corporate Governance Code (Provision 21) requires FTSE 350 companies to have an externally-facilitated board evaluation every three years. As explained on page 47 of the Annual Report, the last externally-facilitated evaluation was carried out in 2016.