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If you have sold or otherwise transferred all of your Shares in The Biotech Growth Trust PLC (the “**Company**”), please send this document as soon as possible to the purchaser or transferee or to the other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The distribution of this document into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction.

THE BIOTECH GROWTH TRUST PLC

(incorporated in England with company number 03376377)

Renewal of Authority to Buy Back Shares and Notice of General Meeting

Notice of a General Meeting of the Company to be held at 9.00 a.m. (London Time) on Monday, 27 January 2020 at 25 Southampton Buildings, London WC2A 1AL is set out on pages 6 to 8 of this document.

Hard copy forms of proxy have not been included with this document. Members can vote by: logging onto www.signalshares.com and following instructions, requesting a hard copy form of proxy directly from the registrars, Link Asset Services at enquires@linkgroup.co.uk or, in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. To be valid any proxy form or other instrument appointing a proxy must be completed and signed and received by post or (during normal business hours only) by hand at Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 9.00 a.m. on Thursday, 23 January 2020.

If you have a query concerning this process or the General Meeting, please telephone Link Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0300 or 0371 664 0300 if calling from outside the United Kingdom. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate.

Capitalised terms used in this document have the meanings given to them in Part 2 of this document. Shareholders should make their own investigation of the proposed Resolution, including the merits and risks involved. Nothing in this document constitutes legal, tax, financial or other advice, and if they are in any doubt about the contents of this document, Shareholders should consult their own professional advisers.

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Part 1 – LETTER FROM THE CHAIRMAN

THE BIOTECH GROWTH TRUST PLC

(incorporated in England with company number 03376377)

Directors:

Andrew Joy (*Chairman*)
Steven Bates
Julia Le Blan
Geoff Hsu
Professor Dame Kay Davies CBE
The Rt Hon Lord Willetts

Registered office:

One Wood Street
London EC2V 7WS

10 January 2020

Dear Shareholder

1 Introduction

As Shareholders will be aware, the Company has a policy of protecting a target discount of no more than 6 per cent. to net asset value per Share. While implementing this policy through the active use of Share buy backs, the Company's authority to buy back Shares, granted by Shareholders at the 2019 AGM, has almost been exhausted.

The Board is therefore seeking to renew this authority to enable it to continue buying back Shares up to an amount equal to 14.99 per cent. of the Shares in issue at the date of the passing of the Resolution.

2 Reasons for the renewal of the authority to buy back Shares

As at the Latest Practicable Date, 5,718,577 Shares in aggregate, representing 12.0 per cent. of the issued Share capital of the Company at the date of the 2019 AGM, have been bought back by the Company in accordance with the authority given. Were the current rate of Share buybacks to continue, the authority to buy back Shares granted at the 2019 AGM, which authorised market purchases of up to 7,131,979 Shares, is likely to be exhausted in the coming weeks or months. Therefore, the renewal of the authority is likely to be required in order for the Company to maintain its active discount management policy.

As at the Latest Practicable Date, the Company has 41,859,669 Shares in issue. The Company does not currently hold any Shares in treasury. Repurchases of Shares will be made through the market at the discretion of the Board, and will only be made in accordance with the Company's active discount management policy and in accordance with the Listing Rules and the Market Abuse Regulation.

Shareholders should note that the discount to net asset value per Share may, from time to time, be wider than 6 per cent.

If the Resolution is approved by the Shareholders at the General Meeting and the Board exercises the authority conferred by the Resolution to buy back Shares, the Board's policy is to cancel Shares bought back, however the Company may hold those Shares as treasury shares with a view to possible re-issue at a later date.

The renewed authority will expire at the conclusion of the Company's 2020 annual general meeting.

3 General Meeting

Set out at Part 3 of this document is a notice convening a general meeting of the Company to be held at 9.00 a.m. on Monday, 27 January 2020 at 25 Southampton Buildings, London WC2A 1AL (the **General Meeting**) at which a special resolution to authorise the Company to buy back that number of Shares which is equal to 14.99 per cent. of the Company's issued share capital as at the date of the passing of the resolution (the **Resolution**) will be put to Shareholders.

The Resolution to be put to the General Meeting as a special resolution will require approval by not less than 75 per cent. of those voting in person or by proxy (whether on a show of hands or on a poll).

4 Recent Trading

Shareholders may wish to note that in the period from the 2019 AGM to the Latest Practicable Date, the Company's net asset value per Share has risen by 19.5 per cent. to 1,020.5p and share price by 20.9 per cent. to 938.0p. Over the period the Company's benchmark, the NASDAQ Biotechnology Index (sterling adjusted), rose by 8.4 per cent. On 24 December 2019, the Company's Share price achieved an all-time high of 954.0p.

5 Action to be taken

Hard copy forms of proxy have not been included with this document. Members can vote by: logging onto www.signalshares.com and following instructions, requesting a hard copy form of proxy directly from the registrars, Link Asset Services at enquires@linkgroup.co.uk or in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of General Meeting.

To be valid a form of proxy or other instrument appointing a proxy must be completed and signed and received by post or (during normal business hours only) by hand at Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 9.00 a.m. on 23 January 2020.

The lodging of a form of proxy (or the electronic appointment of a proxy) will not preclude you from attending the General Meeting and voting in person if you so wish.

6 Further Information

Your attention is drawn to the Notice of General Meeting set out at Part 3 of this document. You are advised to read the whole of this document and not just rely on the summary information presented above.

7 Recommendation

The Directors consider the Resolution to be proposed at the General Meeting to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial shareholdings amounting, in aggregate, to 75,500 Shares, representing approximately 0.18 per cent. of the issued share capital of the Company at the Latest Practicable Date.

Yours faithfully

Andrew Joy

Chairman

Part 2 – DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

2019 AGM	the annual general meeting of the Company of 11 July 2019
Board or Directors	the board of directors of the Company whose names are set out in Part 1 of this document
Company	The Biotech Growth Trust PLC, a public limited company incorporated in England and Wales with registered company number 03376377
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
CREST Regulations	the Uncertificated Securities Regulations 2001, as amended
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST
Financial Conduct Authority or FCA	the UK Financial Services Authority
General Meeting	the general meeting of the Company convened for 9.00 a.m. on 27 January 2020, or any adjournment thereof, to vote on the Resolution, notice of which is set out at Part 3 of this document
Latest Practicable Date	9 January 2020 (being the latest practicable date before the date of this document)
London Stock Exchange	London Stock Exchange plc
Listing Rules	the listing rules made by the FCA under section 73A of FSMA
Market Abuse Regulation	The Market Abuse Regulation (EU) no 596/2014
Notice of General Meeting	the notice of the General Meeting set out at Part 3 of this document
Resolution	the special resolution to authorise the Company to buy back that number of Shares which is equal to 14.99 per cent. of the Company's issued share capital as at the date of the passing of the resolution set out in the Notice of General Meeting
Shareholders	the holders of Shares from time to time, and Shareholder shall be construed accordingly
Shares	the ordinary shares of 25 pence each in the capital of the Company

Part 3 – NOTICE OF GENERAL MEETING

THE BIOTECH GROWTH TRUST PLC

(incorporated in England with company number 03376377)

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of The Biotech Growth Trust PLC (the Company) will be held at 25 Southampton Buildings, London WC2A 1AL on Monday, 27 January 2020 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

Special Resolution

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 one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25 pence each in the capital of the Company (**Ordinary Shares**) either for retention as treasury shares for future reissue, resale, transfer or for cancellation provided that:

- i. the maximum aggregate number of Ordinary Shares authorised to be purchased shall be that number of Ordinary Shares which is equal to 14.99 per cent. of the issued share capital of the Company as at the date of the passing of this resolution;
- ii. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 25 pence;
- iii. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the greater of (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which that Ordinary Share is purchased and (ii) the higher of the price of the last independent trade in Ordinary Shares and the highest current independent bid for Ordinary Shares on the London Stock Exchange plc (being the price stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052, as referred to in Article 5(6) of the Market Abuse Regulation (EU) No 596/2014;
- iv. the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2020; and
- v. the Company may make a contract to purchase Ordinary Shares under this authority before 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 in pursuance of any such contract.

By order of the Board

Frostrow Capital LLP
Company Secretary
10 January 2020

Registered office:
One Wood Street
London
EC2V 7WS

NOTES

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- 2 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 3 A member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with Section 319A of the Companies 2006 Act. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 4 Hard copy forms of proxy have not been included with this notice. Members can vote by: logging onto www.signalshares.com and following instructions, requesting a hard copy form of proxy directly from the registrars, Link Asset Services at enquires@linkgroup.co.uk or in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. To be valid any proxy form or other instrument appointing a proxy must be completed and signed and received by post or (during normal business hours only) by hand at Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 9.00 a.m. on 23 January 2020.
- 5 In the case of a member which is a company, the instrument appointing a proxy must be executed under its seal or signed on its behalf by a duly authorised officer or attorney or other person authorised to sign. Any power of attorney or other authority under which the instrument is signed (or a certified copy of it) must be included with the instrument.
- 6 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
- 7 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 8 The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- 9 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered on the register of members of the Company (the **Register of Members**) at the close of business on 23 January 2020 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) will be entitled to attend and vote or be represented at the meeting in respect of Ordinary Shares registered in their name at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.
- 10 As at 9 January 2020 (being the last business day prior to the publication of this notice of general meeting) the Company's issued share capital consists of 41,859,669 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 9 January 2020 are 41,859,669.
- 11 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 12 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with the specifications of Euroclear UK and Ireland Limited (**CRESTCo**), and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) no later than 48 hours before the time appointed for holding the meeting. 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 Application 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.
- 13 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. 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, 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 members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 14 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 15 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members in respect of the joint holding (the first named being the most senior).
- 16 Members who wish to change their proxy instructions should submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 17 Members who have appointed a proxy using the hard-copy proxy form and who wish to change the instructions using another hard-copy form, should contact Link Asset Services on 0871 664 0300 or 0371 664 0300 if calling from outside the United Kingdom. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m, Monday to Friday excluding public holidays in England and Wales.
- 18 If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 19 In order to revoke a proxy instruction, members will need to inform the Company. Members should send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
- 20 In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of attorney) must be included with the revocation notice. If a member attempts to revoke their proxy appointment but the revocation is received after the time for receipt of proxy appointments (see above) then, subject to paragraph 6, the proxy appointment will remain valid.
- 21 In accordance with Section 311A of the Companies Act 2006, the contents of this notice of general meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the general meeting, the total voting rights members are entitled to exercise at the general meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice of general meeting can be found at <https://www.biotechgt.com/>