

The Biotech Growth Trust PLC

Valuation Committee

Terms of Reference

Constitution:

1. The Valuation Committee was constituted by resolution of the Board on 4 November 2021.

Membership:

2. The Committee shall be appointed by the Board and the members shall be independent non-executive directors of the Company. The Committee shall consist of not less than two members. A quorum shall be two members.
3. The Chair of the Committee shall be appointed by the Board and may be the Chairman of the Board, if deemed appropriate. In his or her absence, the remaining members present shall decide which of their number shall chair a committee meeting. The Chair shall not be entitled to a casting vote.

Attendance at meetings:

4. The Company Secretary shall be Secretary of the Committee and shall attend unless requested otherwise by the Committee. The Secretary is responsible for maintaining records of the Committee's membership, business, meetings and any advice received from third parties.
5. Other Board members and advisers may attend if invited by the Committee.

Frequency of meetings:

6. Meetings shall be held quarterly and where appropriate should coincide with key dates in the Company's financial reporting cycle.
7. Any member of the Committee or the external auditors may request a meeting if they consider that one is necessary.

Authority:

8. The Committee is authorised by the Board to:
 - a) investigate any activity within its terms of reference;
 - b) seek any information that it requires from any of the Company's service providers; and
 - c) obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

Responsibilities:

9. The responsibilities of the Committee shall be:

a) to consider the valuations of the Company's unquoted investments at each valuation date, as recommended by the AIFM and the Portfolio Manager and in line with established valuation procedures, and to recommend to the Board such amendments as are deemed appropriate;

b) to consider, inter alia:

- the appropriateness of the valuation policies in respect of individual investments or classes of investments;
- the consistency of the valuation processes both over valuation periods and across the Company's unquoted portfolio;
- the methods used in the valuations;
- whether the Portfolio Manager/AIFM/third party valuer has followed appropriate standards and established valuation procedures, taking into account the views of the external auditor;
- the clarity of valuation disclosure in the Company's financial reports and the context in which statements are made;

c) to consider other topics, as directed by the Board and/or the Audit Committee; and

d) to make to the Audit Committee and/or the Board whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

Reporting procedures:

10. The Committee Chair shall report formally to the Board and/or the Audit Committee, as appropriate, on its proceedings after each meeting on all matters within its remit.

11. The Secretary shall circulate the minutes of Committee meetings to all members of the Committee and, once agreed, to the Board.

12. The Committee's duties and activities during the year shall be disclosed in the annual report.

13. The Chair shall attend the AGM and answer questions, through the Chairman of the Board, on the Committee's activities and its responsibilities.

14. Matters considered by the Committee that are within the remit of another Board committee shall be communicated to the relevant Committee Chair.