

RTW VENTURE FUND LIMITED (the "Company")
NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

1. Establishment and Purpose

1.1 The Board established a committee of the Board to be known as the Nomination and Remuneration Committee (the "**Committee**") at its meeting on 9 December 2019. The principal functions of the Committee are (1) to assist the Board in filling vacancies on the Board and its committees, (2) to review and make recommendations regarding Board structure, size and composition, and (3) to determine the appropriate remuneration for the members of the Board.

2. Membership and Quorum

2.1 The Committee shall be appointed by the Board from amongst the directors who are independent of the Investment Manager and shall consist of not less than two members. A quorum shall be two members. Members may attend meetings of the Committee by telephone but not from the UK.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

2.3 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three-years, provided the director still meets the criteria for membership of the Committee.

2.4 Bill Scott will be the Chairman of the Committee, having been appointed to the Board on 2 October 2019. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not chair a Committee meeting concerning the appointment of a successor to the Chairmanship.

2.5 Any member who is determined by the Board no longer to be independent shall cease to be a member of the Committee if this would result in a majority of the Committee not being independent.

2.6 The membership of the Committee may be amended from time to time by the Board.

2.7 The members of the Committee for the time being shall be:

Bill Scott (Committee Chairman)
William Simpson
Paul Le Page

3. Meetings

3.1 At least one meeting shall be held each year and at such other times as required by the Board. Any Committee member or the secretary may call a meeting.

3.2 The Company Secretary shall be the secretary of the Committee.

3.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before

the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

4. Minutes of Meetings

- 4.1 The secretary shall minute the proceedings and resolutions of all Committee meetings.
- 4.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

5. Authority

- 5.1 The Committee is authorised by the Board to investigate and review any matter within its terms of reference and to consider any matter the Committee deems relevant to the discharge of its duties.
- 5.2 The Committee may obtain, at the Company's expense, outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. Duties

The Committee should carry out the duties below:

- 6.1 In respect of the Nomination role the duties of the Committee shall be:
 - (a) to be responsible for identifying and nominating, for approval by the Board, suitable candidates to fill Board vacancies as and when they arise, as well as putting in place plans for the succession of Directors, in particular with respect to the Chairman, including preparing a description of the role and capabilities required for the particular vacancy, in light of evaluating the balance of skills, knowledge, independence and experience on the Board;
 - (b) to identify suitable candidates, considering the use of open advertising or the services of external advisers to facilitate the search;
 - (c) to regularly review the Board structure, size and composition (including the skills, knowledge, independence, diversity and experience of the Board) and make recommendations to the Board about any adjustments;
 - (d) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of a Director as an employee of the Company; and
 - (e) to make recommendations to the Board about suitable candidates for membership of the Audit and the Management Engagement Committees of the Board in consultation with the Chairman of those committees.
- 6.2 In respect of the Remuneration role the duties of the Committee shall be:
 - (a) to determine and agree with the Board the remuneration of the Company's Chairman, and Non-Executive Directors. No Director shall be involved in any decisions as to their own remuneration;

- (b) in determining such remuneration, to take into account all factors which it deems necessary including any relevant legal requirements, the provisions and recommendations in the AIC Code of Corporate Governance and the UK Listing Authority's Listing Rules and associated guidance; and
- (c) to obtain reliable, up-to-date information about remuneration in other comparable companies.

7. Reporting Procedures

- 7.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 7.3 A report on the Committee's processes and activities shall be disclosed in the Annual Report.
- 7.4 The Committee Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities.

8. Other Matters

The Committee shall:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 8.2 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.