

Northern 2 VCT PLC ('N2VCT')

Terms of Reference - Management Engagement Committee

1 Membership

- 1.1 Members of the Committee shall be appointed by the N2VCT board and shall be made up of least three members, all of whom shall be independent of N2VCT's investment manager.
- 1.2 As at 8 February 2023 the membership of the Committee comprises David Gravells (Chair), Simon Devonshire, Cecilia McNulty Frank Neale and Ranjan Ramparia.
- 1.3 Only members of the Committee have the right to attend Committee meetings. The Committee may ask other members of the N2VCT board, any relevant employee of N2VCT's investment manager, and external advisers to attend for all or part of any meeting, as and when appropriate.
- 1.4 Appointments to the Committee shall be for a period of up to three years, which may be renewed provided that the Committee member remains independent.
- 1.5 The N2VCT board shall appoint the Committee Chair who shall usually be the Chair of the N2VCT board. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2 Secretary

- 2.1 The company secretary or their nominee shall act as the secretary of the Committee.

3 Quorum

- 3.1 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Frequency of Meetings

- 4.1 The Committee shall meet not less than once a year and at such other times as the Chair of the Committee shall require.

5 Notice of Meetings and resolutions in writing

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee.
- 5.2 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.
- 5.3 Decisions of the Committee may be made by way of resolution in writing of its members circulated to all members of the Committee and signed by a majority of the members of the Committee.

6 Minutes of Meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed and unless required to be kept confidential vis-à-vis any member of the N2VCT board who is connected with N2VCT's investment manager (as determined by the Committee Chair), to all other members of the N2VCT board.

7 Annual General Meeting

- 7.1 The Committee Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8 Duties

- 8.1 The Committee shall review both the performance of and the contractual arrangements with N2VCT's investment manager, including the terms of any performance incentive schemes.

9 Reporting Responsibilities

- 9.1 The Committee is accountable to the N2VCT board. The Committee Chair shall report formally to the N2VCT board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the N2VCT board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 N2VCT's annual report shall include a statement on the Committee's activities.

10 Other

- 10.1 The Committee from time to time shall review its own performance, 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.
- 10.2 The Committee will review other matters as directed by the N2VCT board.

11 Authority

- 11.1 The Committee is authorised to seek any information it requires from any officer or employee of N2VCT's investment manager in order to perform its duties.
- 11.2 The Committee is authorised to obtain, at N2VCT's expense, outside legal or other professional advice on any matters within its terms of reference.

Note: The management engagement committee was established by a resolution of the N2VCT board in April 1999. These terms of reference were approved by the N2VCT board on 8 February 2023, following a review by the Committee.