

CT Private Equity Trust PLC

Management Engagement Committee

Terms of Reference

Constitution

The Board has established a Committee of the Board to be known as the Management Engagement Committee.

Membership

The Management Engagement Committee shall be appointed by the Board from amongst the independent non-executive Directors of the Company. A quorum shall be two members. The Chair of the Management Engagement Committee shall be appointed by the Board.

Meetings

The Management Engagement Committee shall meet at least once a year.

The Company Secretary shall be appointed as Secretary of the Committee.

Authority

The Management Engagement Committee is authorised by the Board to investigate any activity within its terms of reference. The Management Engagement Committee is authorised to obtain outside legal or other independent professional advice where necessary.

Duties

The duties of the Management Engagement Committee are to review the terms and conditions of the Manager's appointment and the appropriateness of its continuing appointment.

Reporting Procedures

The Secretary shall circulate the minutes of meetings of the Management Engagement Committee to all members of the Board at the next Board meeting following a Management Engagement Committee Meeting. The work of the Management Engagement Committee in discharging its responsibilities shall be disclosed in the Company's Annual Report.

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

Membership: R Gray (Chair)

C Armour

A Baxter

T Burnet

S Conrad