CT Private Equity Trust plc

Nomination Committee

Terms of Reference

Constitution

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

Membership

The Nomination Committee shall, until otherwise determined by the Board, consist of all members of the Board. A majority of the Committee should be independent. A quorum shall be two members.

The Chair of the Nomination Committee shall be appointed by the Board.

Meetings

The Nomination Committee shall meet at least once a year.

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

Authority

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

Duties

The duties of the Nomination Committee are:

a) To be responsible for reviewing and nominating candidates for the approval of the Board to fill vacancies on the Board of Directors.

b) To consider and review the composition and balance of the Board from time to time and, where appropriate, to make recommendations to the Board.

c) To review the re-appointment of Directors, as they fall due for re-election, under the terms of their appointment and the UK Corporate Governance Code, and to make recommendations to the Board as considered appropriate.

d) To review actual or possible conflicts of interest in respect of each Director and any authorised conflicts.

e) To periodically review the level of Directors' fees and recommend any changes to the Board.

f) To consider other topics, as defined by the Board.

Reporting Procedures

The Secretary shall circulate the minutes of meetings of the Nomination Committee to all members of the Board at the next Board meeting following a Nomination Committee meeting.

The work of the Nomination Committee in discharging its responsibilities shall be disclosed in the Company's Annual Report.

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

Membership: R Gray (Chair)

C Armour
A Baxter
T Burnet
S Conrad