

**THE INCOME & GROWTH VCT PLC**  
**NOMINATIONS AND REMUNERATION COMMITTEE**  
**Terms of Reference**

**Constitution**

The Board has resolved to establish a Committee of the Board to be known as the Nominations and Remuneration Committee.

**Membership**

The Committee shall be comprise all Board members. The Chairman of the Committee shall be appointed by the Board and the Chairman shall be Colin Hook.

**Quorum**

Any two members of the Committee shall form a quorum.

**Secretary**

The Company Secretary shall be the secretary of the Committee.

**Frequency of Meetings**

Meetings shall be held at least once a year. The external auditors may request a meeting if they consider one necessary.

**Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek such information which is deemed necessary to fulfil their duties.

The Committee is authorised by the Board to obtain outside legal advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers it necessary.

**Duties**

The duties of the Committee shall be:

1. To consider the levels and make-up of remuneration which are sufficient to attract, retain and motivate directors of the quality required which are needed to run the Company successfully reflecting the time commitment and responsibilities of each role;
2. To consider the appropriateness of performance related to pay, long-term incentive schemes and compensation payments to directors to the Company;
3. To develop a procedure for fixing remuneration packages ensuring that no director is involved in deciding his or her own remuneration.

4. To appoint Remuneration Consultants if required and to make available a statement of whether the consultant has any connection with the Company.
5. To advise the Board on issues or potential issues where a conflict of interest could be foreseen as a result of the external business interests of Board members. To review regularly conflict authorisations approved by the Board and implement and monitor a procedure for ensuring that an annual review of each director's conflict authorisations is undertaken as part of their annual performance review (see 6 (iv) below).
6. To advise the Board and make recommendations to the Board on the appointment of the Chairman and new Board members and appointments to the committees of the Board. Specifically with regard to the nomination and recruitment of new Board members:
  - (i) Prepare detailed job descriptions for each position;
  - (ii) Ensure that letters of appointment include an estimation of the expected time commitment of the appointment;
  - (iii) Ensure that Board membership comprises an appropriate balance in terms of age and range of skills and review the composition of the Board annually;
  - (iv) Conduct an annual performance review of Board members
7. To provide an explanation of the Committee's work in the Annual Report including an explanation of the Company's remuneration policy and the process used to recruit new Board members

### **Reporting Procedures**

The Secretary shall circulate the minutes of the meeting of the committee to the members of the Board.

The Company's annual report shall contain a statement of remuneration policy and details of the remuneration of each director.

### **Publication of these terms of reference**

Copies of these terms of reference shall be made available on request and published on any website that may be established by the Company.

*Approved by the Board on 17 September 2008*