

TRIPLEPOINT VENTURE GROWTH BDC CORP.

VALUATION COMMITTEE CHARTER

Purpose

The Valuation Committee is appointed by the Board of Directors (the "**Board**") of TriplePoint Venture Growth BDC Corp. (the "**Company**"), pursuant to authority delegated to it by the Board, (1) to determine whether market quotations are readily available for securities held by the Company; (2) to determine the fair value of securities held by the Company for which market quotations are not readily available; (3) to determine the fair value of assets of the Company which are not held in the form of securities; (4) to monitor the material aspects of the Company's valuation policies and procedures as adopted by the Board, and as amended from time to time ("**Valuation Policy**"); and (5) to monitor the Company's obligations with respect to the valuation of its assets under the Investment Company Act of 1940, as amended ("**1940 Act**").

Notwithstanding anything contained in this Charter to the contrary, the Board shall retain all power and authority with respect to the valuation of the Company's assets under the 1940 Act and shall be solely responsible for the Company's valuation obligations under the 1940 Act.

Committee Membership and Function

The Valuation Committee of the Company shall at all times have at least three members of the Board and be composed of at least two Independent Directors. The "**Independent Directors**" are members of the Board who (1) are not "interested persons" of the Company within the meaning of Section 2(a)(19) of the 1940 Act, (2) are "independent directors" (as defined in Sections 303A.02 and 303A.07 of the New York Stock Exchange Listed Company Manual), and (3) meet the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules and regulations of the Securities and Exchange Commission (the "**Commission**"), including the requirement that they not accept directly or indirectly any consulting, advisory, or other compensation from the Company (other than directors' fees received in their capacity as a member of the Valuation Committee, full Board or another committee of the Board). The Board shall designate the members of the Valuation Committee. The Board shall have the power at any time to change the membership of the Valuation Committee, to fill all vacancies, and to designate alternate members to replace any absent or disqualified members, so long as the Valuation Committee shall at all times have at least three members and be composed of at least two Independent Directors. The members of the Valuation Committee shall select its Chairman.

Committee Duties and Responsibilities

The responsibilities of the Valuation Committee include the following: (1) determine whether market quotations are readily available for securities held by the Company, (2) make valuation determinations regarding (a) the Company's portfolio securities for which market quotations are not readily available (*e.g.*, securities which are not publicly traded), and (b) other assets, (3) examine the nature and realizable value of any collateral, the portfolio company's ability to make payments, the portfolio company's earnings, the markets in which the portfolio company does business, comparable public company valuations and other factors that the

Valuation Committee deems appropriate in making valuation recommendations to the Board, (4) make such valuation recommendations in accordance with the Company's Valuation Policy, (5) report its actions and any recommendations to the Board on a periodic basis, and (6) review such other matters as the Board or the Valuation Committee shall deem appropriate.

In order to fulfill its role, the Valuation Committee may, but shall not be required to, retain one or more independent valuation firms to assist in arriving at a fair value of the Company's securities and other assets.

Committee Meetings

The Valuation Committee shall meet as often as it determines, but not less frequently than quarterly, and is empowered to hold special meetings as circumstances require. The Chairman of the Valuation Committee or any two members of the Valuation Committee may fix the time and place of the Valuation Committee's meetings unless the Board shall provide otherwise.

Members of the Valuation Committee may participate in a meeting by means of a telephone conference or similar communication if all persons participating can hear each other at the same time. Subject to the provisions of the 1940 Act, participation in a meeting by these means constitutes presence in person at the meeting. Any action required or permitted to be taken at a meeting of the Valuation Committee may also be taken without a meeting if all members of the Valuation Committee consent thereto in writing. The Valuation Committee shall keep regular minutes of its meetings and records of decisions taken without a meeting and cause them to be recorded in the Company's minute book. These minutes and records shall be maintained in accordance with Rule 31a-1(b)(4) under the 1940 Act. The Valuation Committee may invite any member of the Board who is not a member of the Valuation Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Valuation Committee, in its sole discretion, considers appropriate.

One-third, but not less than two, of the members of the Valuation Committee shall be present at any meeting of the Valuation Committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present shall be the act of the Valuation Committee. In the absence or disqualification of any member of the Valuation Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member, so long as the Valuation Committee is comprised of at least two Independent Directors.