

TRIPLEPOINT VENTURE GROWTH BDC CORP.

CHARTER OF COMPENSATION COMMITTEE

I. Purpose of the Compensation Committee

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of TriplePoint Venture Growth BDC Corp. (“**TPVG**”) will discharge the Board’s responsibilities relating to the compensation, if any, of TPVG’s directors and executive officers and assist the Board with matters related to compensation generally; will review and recommend to the Board for approval at least annually the investment advisory agreement (the “**Advisory Agreement**”), including the compensation to be paid thereunder, between TPVG and TPVG Advisers, LLC, in its capacity as investment adviser to TPVG; and will review and recommend to the Board for approval at least annually the administration agreement (the “**Administration Agreement**”), including the reimbursements to be made thereunder, between TPVG and TPVG Administrator, LLC, in its capacity as administrator to TPVG.

The Committee shall report to the Board from time to time and in any event not less than once a year. The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties. The Committee shall have the sole authority to select, retain and terminate a compensation consultant, if any, and to approve such consultant’s fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

II. Composition of the Compensation Committee

1. The Committee shall be comprised of at least three directors as appointed by the Board, each of whom shall (i) meet the independence requirements under the rules and regulations of the New York Stock Exchange (“**NYSE**”) as in effect from time to time; (ii) not be “interested persons (as defined in the Investment Company Act of 1940, as amended (the “**1940 Act**”)) of TPVG; and (iii) be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. In addition, all members of the Committee shall qualify as “outside” directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and as “non-employee” directors within the meaning of Rule 16b-3 of the Exchange Act.

2. The members of the Committee will be appointed, removed and replaced by, and in the sole discretion of, the Board. The members of the Committee shall be ratified annually by the Board and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. In connection with the annual ratification of the members of the Committee, the Board shall also select a member of the Committee to serve as its Chairman.

III. Meetings of the Compensation Committee

1. Subject to the provisions of the 1940 Act, the Committee shall meet in person or telephonically at such times and from time to time as it deems appropriate. For each Committee meeting, the Committee will appoint a secretary to keep minutes of such meeting. After approval

of each set of minutes by the Committee or by the Board, TPVG will cause such minutes to be filed with the minutes of the Board.

2. The Committee will report to the Board at such regular meetings of the Board as the Committee deems necessary or appropriate.

3. The Committee may request members of management¹ or others to attend meetings and provide pertinent information as necessary.

4. The Committee will create its own rules of procedures, including rules regarding notice of meetings, quorum and voting. Such rules will be consistent with TPVG's Articles of Amendment and Restatement and Bylaws and with this Charter.

IV. Responsibilities and Duties of the Compensation Committee

The duties of the Committee shall include the following:

Review of Advisory Agreement and Administration Agreement

- The Compensation Committee shall review and recommend to the Board for approval the Advisory Agreement, including the compensation to be paid thereunder, at least annually.
- The Compensation Committee shall review and recommend to the Board for approval the Administration Agreement, including the reimbursements to be made thereunder, at least annually.

Executive and Director Compensation

- In consultation with senior management, establish TPVG's general compensation philosophy and oversee the development, implementation and administration of any compensation plans, policies and programs.
- To the extent that TPVG is responsible for paying all or any part of the compensation and/or any other employee benefits of TPVG's Chief Executive Officer (the "CEO"), review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives and determine the CEO's compensation level based on this evaluation.
- To the extent that TPVG is responsible for paying all or any part of the compensation and/or any other employee benefits of any of its executive officers (other than the CEO), in consultation with the CEO, consider, formulate and evaluate the corporate goals and objectives relevant to the compensation of, and establish the compensation programs applicable to, all non-CEO executive

¹For purposes of this Charter, the term "management" means the appropriate officers of TPVG and its investment adviser, administrator and other key service providers.

officers of TPVG, if any, and, together with the CEO, determine the compensation levels of any such non-CEO executive officers.

- Review and make recommendations to the Board with respect to the compensation programs applicable to all directors of TPVG.
- Make recommendations to the Board with respect to CEO and non-CEO executive officer compensation, to the extent applicable.
- Review and approve any severance or similar termination payments proposed to be made to any current or former executive officers of TPVG.

Notwithstanding the foregoing, currently none of TPVG's executive officers are compensated by TPVG. However, TPVG reimburses its administrator, TPVG Administrator LLC, a Delaware limited liability company (the "**Administrator**"), for the allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under an administration agreement, including the allocable portion of the cost of TPVG's Chief Financial Officer and Chief Compliance Officer and their respective staffs. The Compensation Committee shall be responsible for reviewing the reimbursement by TPVG to the Administrator, including the allocable portion of the compensation of TPVG's Chief Financial Officer and Chief Compliance Officer and their respective staffs, on an annual basis.

Other Committee Responsibilities

- Prepare a report on executive officer compensation if the Securities and Exchange Commission rules require such a report to be included in TPVG's annual proxy statement.
- Conduct an annual review of this Charter and recommend to the Board any changes that the Committee deems appropriate.
- Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to TPVG's compensation programs.

V. Committee Powers

In the course of fulfilling its responsibilities and duties, the Committee shall be empowered (a) to initiate, if warranted, an investigation of any special situation, (b) to retain outside legal, accounting or other advisors and consultants without seeking approval from the Board if, in the Committee's judgment, it is appropriate and (c) to delegate to one or more of its members any responsibility or duty of the Committee, which by its nature is not required to be performed by the entire Committee. The Company shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any external auditors employed to audit the Company's consolidated financial statements and any legal, accounting or other advisors and consultants employed by the Committee in carrying out its duties and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may retain advisers only after

considering all factors relevant to adviser independence, including the six factors set forth in Section 303A.05(c) of the NYSE Listed Company Manual and will be directly responsible for the appointment, compensation, and oversight of the advisers.

VI. Limitations on Scope

The Committee members shall serve on the Committee subject to the understanding on their part and the part of TPVG's management that:

1. The Committee members are not employees or officers of TPVG and are not directly involved in TPVG's daily operations and they will not serve as members of the Committee on a full-time basis.
2. The Committee members expect TPVG's management, investment adviser, external auditors and internal auditors to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.
3. To the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of the persons and entities noted above in carrying out its responsibilities.
4. The Committee members, in adopting this Charter and in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of TPVG's Articles of Amendment and Restatement which:
 - a) Together with TPVG's Bylaws, provide indemnification for their benefit; and
 - b) To the fullest extent provided by law, provide that no director shall be liable to TPVG or its stockholders for monetary damages for breach of fiduciary duty as a director.

VII. General

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of TPVG. While it should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of TPVG's Articles of Amendment and Restatement and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Approved by the Board: March 1, 2016.