

# TRIPLEPOINT VENTURE GROWTH BDC CORP.

## CHARTER OF NOMINATING/ CORPORATE GOVERNANCE COMMITTEE

### I. Purpose of the Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of TriplePoint Venture Growth BDC Corp. (“**TPVG**”) shall:

- assist the Board by identifying individuals qualified to become Board members;
- recommend to the Board the director nominees to be elected at each annual meeting of TPVG’s stockholders;
- recommend to the Board the director nominees to serve on each Board committee;
- develop, together with the Chairman of the Board and TPVG Advisers LLC, TPVG’s external advisor (the “**Advisor**”), and recommend to the Board succession plans for TPVG’s Chief Executive Officer and other senior executive officers;
- develop and review periodically the corporate governance principles and guidelines applicable to TPVG; and
- assist the Board in the annual review of its performance.

The Committee shall report to the Board on a regular basis and in any event not less than once a year.

### II. Composition of the Nominating and Corporate Governance 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 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.

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 Nominating and Corporate Governance 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 of the Board, the Committee 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 or as the Committee deems necessary or appropriate.
3. The Committee may request members of management<sup>1</sup> 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 Nominating and Corporate Governance Committee**

The duties of the Committee shall include the following:

#### Nominating and Corporate Governance

- Review periodically and, if necessary, make recommendations to the Board as to changes in the size, composition, organization, function and operational structure of the Board and its committees.
- Review and, if necessary, make recommendations to the Board on the range of qualifications that should be represented on the Board and eligibility criteria for individual Board membership.
- Consider and make recommendations to the Board with respect to director nominees, including nominees recommended by TPVG's stockholders, to stand for election or re-election to the Board at each annual meeting of TPVG's stockholders (or, if applicable, at any special meeting of stockholders).
- When informed that the Board is considering adding a member to fill an existing vacancy or newly created position, or any other time the Committee thinks the Board should consider adding a member, conduct a search to identify a person or persons to be added to the Board and make recommendations to the Board based upon the results of such search.

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

- Identify and make recommendations to the Board with respect to directors nominees for appointment as members to the Board’s respective committees.
- Consult from time to time with the Chairman of the Board to obtain his or her views regarding whether new members should be added to the Board and whether current members should be nominated for re-election or replaced.
- Recommend to the Board the appointment of each of TPVG’s executive officers;
- If applicable, develop, together with the Chairman of the Board, members of senior management and the Advisor, and recommend to the Board succession plans for TPVG’s Chief Executive Officer and other executive officers.
- Develop and recommend to the Board a set of corporate governance principles applicable to TPVG; review those principles periodically and, if appropriate, recommend to the Board changes to TPVG’s corporate governance policies and procedures.
- Review on an annual basis TPVG’s Code of Business Conduct and Ethics and recommend to the Board amendments thereto as the Committee deems appropriate, and consider and grant, if appropriate in its sole discretion, any requests for waivers from the Code of Business Conduct and Ethics. TPVG must make disclosure of such waivers as required by the rules of the New York Stock Exchange and the Securities and Exchange Commission.
- Assist the Board in the oversight of the evaluation and assessment of the effectiveness and performance of the Board, the Board’s committees and management.

#### Other Committee Responsibilities

- Prepare and issue the evaluations as required under “Performance Evaluation” below.
- 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 nominating and corporate governance procedures, policies and 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.

## **VI. Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, including the performance of individual members, which evaluation shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The Charter may be amended by the recommendation of the Committee and the approval of the Board. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make this report. The Committee will make this Charter publicly available.

## **VII. 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 and investment advisor 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.

## **VIII. 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.**