**MOBEUS INCOME & GROWTH 2 VCT PLC**

**(the “Company”)**

**INVESTMENT COMMITTEE**

**Terms of Reference**

1. **Constitution**

The Board of Directors of the Company (the “Board”) has resolved to establish a committee of the Board to be known as the Investment Committee (the “Committee”).

1. **Membership**
   1. The Committee shall comprise the full Board. Members of the Committee shall be appointed by the Board.
   2. The Chairman of the Committee shall be appointed by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.
2. **Secretary**

The company secretary shall act as the secretary of the Committee.

1. **Quorum**

The quorum necessary for the transaction of business shall be two.

1. **Attendance at Meetings**

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as any relevant employee of the Investment Adviser and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1. **Frequency of Meetings**

The Committee shall meet as required either physically or by email or telephone.

1. **Duties**
   1. The Committee shall:
   2. In respect of equity investment opportunities:
      1. to consider each such opportunity of which it is appraised by Mobeus Equity Partners LLP;
      2. to decide which of the investment opportunities should be accepted by the Company unless the Board of Directors exercises its right of veto;
      3. to ensure that investments fall within the investment policy described in the prospectus; and
      4. ongoing monitoring of investee companies and the Company’s investments therein.
   3. In respect of fixed interest investments to monitor the Company’s investment in fixed interest securities.
   4. Generally to monitor the Company’s performance in respect of the VCT investment criteria and to advise the Board as necessary.
   5. After reviewing the advice of advisers, to determine the valuation of each investment in accordance with the previously agreed valuation guidelines.
2. **Decisions**

8.1 Decisions of the Committee shall be approved by a majority of its members, whose approval may be given verbally or in writing. The Committee Chairman shall not have a casting voting, but their confirmation that a decision has been validly approved by a majority of members will be binding on the Committee.

1. **Reporting Procedures**
   1. The Secretary shall circulate the minutes of the meetings of the Committee (when appropriate) to all members of the Board.
   2. It is general practice for the Committee Chairman to confirm the Committee’s approval or otherwise of each investment proposal received from the Investment Adviser following meetings of the Committee by email to the Board and the Investment Adviser.
   3. The Board will be asked to formally ratify all investment decisions taken by the Committee at the next scheduled Board meeting.
2. **Authority**
   1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees and advisers are directed to co-operate with any request made by the Committee.
   2. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
3. **Publication of Terms of Reference**

The Committee shall make the terms of reference available on request and published on any website established by the Company.