

BIOPHARMA CREDIT PLC

(THE "COMPANY")

SCHEDULE OF MATTERS RESERVED FOR DECISION BY THE BOARD

The following matters are reserved for consideration and decision by the full Board of Directors (the "Board") for maintenance of effective control of strategic, financial, operational and compliance issues.

BOARD MEMBERSHIP AND BOARD COMMITTEES

- 1.1 Regularly review the constitution of the Board and identify and consider candidates to fill Board vacancies as and when they arise, taking into consideration the balance of skills, knowledge and experience on the Board to assess the role and capabilities for a particular appointment.
- 1.2 Ensure adequate succession planning for the Board so as to maintain an appropriate balance of skills and experience within the Company and on the Board.
- 1.3 Board appointments and removals and any special terms and conditions attached to the appointments.
- 1.4 Terms of reference and membership of Board Committees.
- 1.5 Regular review and consideration of the independence of Directors.
- 1.6 Appointment of a senior independent director.
- 1.7 Terms of reference and conditions of service for the Chairman and Directors.
- 1.8 Consider and agree the continuation in office of Directors due to retire at an Annual General Meeting and proposals for their re-election by shareholders.
- 1.9 Agree the remuneration policy of the Directors.
- 1.10 Review and approve the remuneration levels for Directors of the Company.
- 1.11 Review and approve the policy for authorising claims for expenses from the Directors.
- 1.12 Undertake a formal and rigorous annual review of its own performance, that of its Committees and of the Chairman and individual Directors.
- 1.13 Authorise conflicts of interest where permitted by the Company's articles of association and the investment management agreement between the Company and the Alternative Investment Fund Manager (the "**Investment Management Agreement**").

MANAGEMENT

- 2.1 Approve, following consultation with the Alternative Investment Fund Manager, any proposed changes to the Company's investment policy, long-term objectives and commercial strategy.
- 2.2 Approve changes relating to the Company's capital structure, including reduction of capital, share issues and share buybacks, including the use of treasury shares, or its status as an investment company, investment trust and plc.
- 2.3 Approve any changes relating to the Company's admission to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange.
- 2.4 Review and approve any contracts of the Company not in the ordinary course of business.
- 2.5 Approve, following consultation with the Alternative Investment Fund Manager, any changes to the gearing policy and the amendment of any limits.
- 2.6 Approve the dividend policy.
- 2.7 Approve declaration of interim dividends and recommendation of any final dividend.

- 2.8 Approve any significant changes in accounting policies or practices (following recommendations from the Audit and Risk Committee).
- 2.9 Give directions to the Alternative Investment Fund Manager from time to time as the considered appropriate in accordance with the Investment Management Agreement.

SERVICE PROVIDERS

- 3.1 Periodic review and continued approval of the Investment Management Agreement (following recommendations from the Management Engagement Committee).
- 3.2 Periodic review and continued approval of the Company Secretarial Agreement (following recommendations from the Management Engagement Committee).
- 3.3 Periodic review and continued approval of the Administration Agreement (following recommendations from the Management Engagement Committee).
- 3.4 Periodic review and continued approval of the Registrar's Agreement (following recommendations from the Management Engagement Committee).
- 3.5 Periodic review and continued approval of other third party service provider agreements.
- 3.6 Appoint or remove third party service providers, as required (following recommendations from the Alternative Investment Fund Manager and the Management Engagement Committee).

GOVERNANCE, COMPLIANCE AND REGULATORY MATTERS

- 4.1 Approve all shareholder circulars, prospectuses and listing particulars.
- 4.2 Approve the annual report and half-yearly report.
- 4.3 Approval of resolutions and any associated documentation to be put forward to shareholders at a General Meeting or Annual General Meeting.
- 4.4 Agree the procedures for the release of inside information and other Company announcements for non-routine and notifiable events.
- 4.5 Approval of press releases concerning matters decided by the Board.
- 4.6 Review the Company's corporate governance arrangements and annual review of continuing compliance with the terms of the AIC Code and Guide.
- 4.7 Ensure the maintenance of a sound system of internal control and risk management and review the effectiveness of the Company's overall internal control arrangements and processes (following review and recommendations from the Audit and Risk Committee).
- 4.8 Receive reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.
- 4.9 Approve any actions relating to major compliance issues.

MISCELLANEOUS

- 5.1 Review major changes in the fund management arrangements.
- 5.2 Formulate policy regarding charitable donations.
- 5.3 Formulate policy regarding political donations.
- 5.4 Approve the adoption of any electronic voting policy.
- 5.5 Approve the adoption of any environmental policy.
- 5.6 Agree and approve the limits, premium and policy wording of the Directors' & Officers' liability insurance and the establishment of corporate indemnities to Directors.
- 5.7 Receiving reports of the proceedings and decisions of the Audit and Risk Committee and Management Engagement Committee.

- 5.8 Review and approve, following consultation with the Alternative Investment Fund Manager, any amendment to the FPPP memorandum.
- 5.9 Approve this Schedule of Matters Reserved for Decision by the Board.

ADOPTED: 19 SEPTEMBER 2018