

Baillie Gifford China Growth Trust plc

Nomination and Remuneration Committee Terms of Reference

Membership & Quorum	<p>The Committee shall be appointed by the Board, a majority of which will be independent non-executive directors, and shall consist of no fewer than three members. A quorum will be two members.</p> <p>The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non executive director. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship of the Company.</p>
Secretaries	<p>Baillie Gifford & Co Limited shall act as Secretaries to the Committee.</p>
Frequency of Meetings	<p>The Committee shall meet at least once a year and otherwise as required.</p>
Responsibilities	<p>Nomination Committee</p> <p>The Committee shall:</p> <ul style="list-style-type: none">— Review regularly the Board structure, size and composition (including the knowledge, experience, skills and diversity) and make recommendations to the Board with regard to any changes.— Be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise.— Monitor the performance of the Directors. The Chairman shall appraise each Director annually. The Senior Independent Director shall appraise the Chairman annually and report to the Board in the Chairman's absence.— Draw up plans for succession for the Board taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in future.— Recommend to the Board candidates for the role of Senior Independent Director.— Recommend to the Board membership of the Audit Committee. Ensure that at least one member of the Audit Committee has recent and relevant financial experience and that the Audit Committee as a whole has competence relevant to the sector.— Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings.— Ensure the provision of an induction programme for new Directors and monitor the professional development and training needs of existing Directors.— In respect of Directors who are retiring under the provisions of the UK Corporate Governance Code make recommendations to the Board as to their suitability for re-election based on performance appraisals.— Assess and recommend which Directors are independent or not independent for approval by the Board and for disclosure in the Annual Report.— Review annually the time required to perform the duties of a Director and assess whether the Directors are spending enough time to fulfil these duties.— Consider Directors' potential conflicts of interest and make recommendations to the Board as to their approval.— Review annually the level of the Chairman's fee (in the absence of the Chairman). The level of the other Directors' fees is reviewed annually by the Chairman and the Senior Independent Director.

Baillie Gifford China Growth Trust plc

Nomination and Remuneration Committee Terms of Reference

Responsibilities (Ctd)

Remuneration Committee

No Director shall be involved in deciding his or her own remuneration. The Committee is responsible, in conjunction with the Chairman, for setting the Directors' level of remuneration. The Committee is responsible for setting the level of remuneration of the Chairman, the chairs of the Board committees and the Senior Independent Director. The Committee is further responsible for judging where to position the Company relative to other companies and consider the need to appoint external remuneration consultants.

The Committee shall:

- Establish the policy for the remuneration of the Company's Directors, taking into account all factors to ensure that Directors are rewarded for their individual contributions to the effectiveness of the Board in a fair and responsible manner.
- Review the ongoing appropriateness and the level of remuneration of Directors.
- Review industry remuneration trends and assess any appropriate change in the Company's remuneration levels, taking into account the Company's own performance.
- Review annually the fees paid to the non-executive Directors and compare these with the fees paid by the Company's peer group and the investment trust industry generally, taking into account the level of commitment and responsibility of each Board member.
- Establish the policy for authorising claims for expenses incurred in carrying out the Company's business.
- Ensure that all the provisions regarding disclosure of remuneration are set out in the Directors' Remuneration Report.

Reporting

The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its responsibilities.

The Secretaries shall circulate the minutes of the meetings of the Committee to all members of the Board.

The Committee shall make a statement in the Annual Report about its activities; the membership of the Committee, number of Committee meetings and attendance over the course of the year; the process used for appointments and explain if external advice or open advertising has not been used.

The statement should include a description of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

Other Matters

The Committee shall arrange for periodic review of its own performance and, at least annually, review these terms of reference and recommend any changes it considers necessary to the Board for approval.
