



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

43(3)(e)

Declaration on application by a private company for re-registration as a public company

Company Number

3121772

Company Name in full

ADVENT VCT LIMITED



F043E011

I, SIR DAVID JAMES SCOTT COOKSEY

of 25 BUCKINGHAM GATE, LONDON SW1E 6LD

1 Please delete
as appropriate.

2 [a director] ~~the secretary~~ of the company do solemnly and sincerely declare that:

Day Month Year

1. the company passed a special resolution on

15

02

96

that the company be

re-registered as a public company;

2. the conditions of sections 44 and 45 of the Companies Act 1985 (so far as applicable) have been satisfied;

3. between the balance sheet date and the application for re-registration, there has been no change in the company's financial position resulting in the amount of its net assets becoming less than the sum of its called-up share capital and undistributable reserves.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

[Signature]

Declared at

TRAVERS SMITH BRAITHWAITE, 10 SNOW HILL, LONDON EC1A 2AL

the

FIFTEENTH

day of

FEBRUARY

One thousand nine hundred and ninety

SIX

3 Please print name.

before me

MARGARET JEAN LANE, SOLICITOR

Signed

[Signature]

Date

15 FEBRUARY 1996

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

TRAVERS SMITH BRAITHWAITE

10 SNOW HILL, LONDON EC1A 2AL

(REF: PZS)

Tel

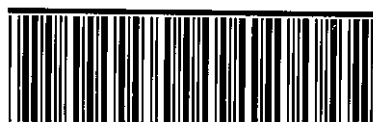
0171 248 9133

DX number

79

DX exchange

LONDON - CITY



KLO *KS0VDJ3U* 998
COMPANIES HOUSE 16/02/96

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh