



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3157189

The Registrar of Companies for England and Wales hereby certifies that

**NOBLE VCT PLC**

having by special resolution changed its name, is now incorporated  
under the name of

**ENTERPRISE VCT PLC**

Given at Companies House on **7th April 2008**



**\*C031571896\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

209643/100

## PART III — NOTICE OF EXTRAORDINARY GENERAL MEETING

### Noble VCT plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 03157189)

Notice is hereby given that an extraordinary general meeting of Noble VCT plc ("the Company") will be held at 11 00 a.m. on 31 March 2008 at the offices of Martineau Johnson, No 1 Colmore Square, Birmingham B4 6AA for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of resolution 1, will be proposed as an ordinary resolution and, in the case of resolution 2, will be proposed as a special resolution

#### Ordinary Resolution PASSED ON 31 MARCH 2008

- 1 That the appointment of Foresight Group LLP as investment adviser to the Company be and hereby is ratified

#### Special Resolution PASSED ON 4 APRIL 2008

- 2 That, subject to the passing of resolution 1 set out in this notice, the name of the Company be changed from "Noble VCT plc" to "Enterprise VCT plc"

By order of the Board

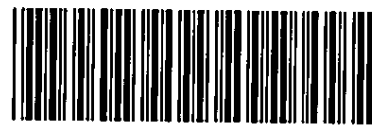
**John Gregory**  
Chairman of the Board of Directors

7 March 2008

**Registered Office**  
No 1 Colmore Square  
Birmingham  
B4 6AA

*E. Fraser*  
for VCF Fund Managers Limited  
Company Secretary

SATURDAY



A36 \*A4191YM9\* 05/04/2008 121  
COMPANIES HOUSE

#### Notes

- Each director (save for Tom Maxwell) has an appointment letter with the Company and Tom Maxwell has a non-executive service contract with the Company, all of which will be available for inspection at the meeting
- To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 6 00 p.m. on 29 March 2008 (or, in the event of any adjournment, 6 00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member, but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting Equiniti Limited on 0871 384 2489 (Calls to this number are charged at 8p per minute from a BT landline, other telephony providers may vary). Please indicate in the box next to the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope
- A reply paid form of proxy can be found on page 7 of this document. To be valid, it should be lodged with the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR so as to be received not later than 11 00 a.m. on 29 March 2008 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 48 hours before the time appointed for taking the poll
- As at 6 March 2008 (being the last business day prior to the publication of this notice), the Company's issued share capital consists of 30,437,476 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 March 2008 are 30,437,476
- Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights
- The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company
- Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should he or she subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy
- The Register of Directors' Interests will be available for inspection at the meeting