

WE CERTIFY THAT THIS IS A TRUE AND
CORRECT COPY OF THE ORIGINAL
DATED 10 September 2008

MARTINEAU
35 NEW BRIDGE STREET
LONDON
EC4V 6BW

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ENTERPRISE VCT PLC
(registered number 03157189)

SATURDAY



AIQ *A5MFG3ON* 26
04/10/2008
COMPANIES HOUSE

NOTICE OF RESOLUTION PASSED

At a second extraordinary general meeting duly convened and held at 35 New Bridge Street London EC4V 6BW on 10 September 2008 at 2 30 p m the following resolution was duly passed as a special resolution.

That

- 1 1 *subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of the Scheme contained in Part IV of the circular to shareholders of the Company dated 8 August 2008 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("the Circular")) having been fulfilled, in each case prior to the passing of this resolution*
- 1 1.1 *the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Ian Schofield of PKF (UK) LLP, 2nd Floor, Fountain Precinct, Balm Green, Sheffield S1 2JA ("the Liquidators") be and they are hereby appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone, and*
- 1.1.2 *the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses,*
- 1 2 *the Liquidators of the Company appointed pursuant to paragraph 1 1 set out in this notice be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part 1 of Schedule 4 of the Insolvency Act 1986, and*

13 *the cancellation of the listing of the Company's shares on the Official List following the implementation of the Scheme be and hereby is approved.*

Dated 10th September 2008

Registered office:
No 1 Colmore Square
Birmingham
B4 6AA



Director/Secretary