

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**KINGS ARMS YARD VCT 2 PLC**

**("the Company")**

**(registered number 04063505)**

**NOTICE OF RESOLUTIONS PASSED**

TUESDAY



A14 \*A3EYJY39\* 04/10/2011 179  
COMPANIES HOUSE

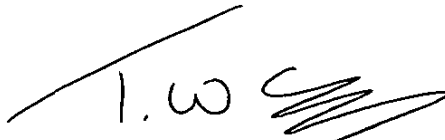
**At a general meeting of the Company duly convened and held at The City of London Club, 19 Old Broad Street, London EC2N at 2.00 p.m. on 23 September 2011, the following resolution was duly passed as a special resolution:**

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to the shareholders of the Company dated 25 August 2011 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Scheme, as defined and set out in Part IV of the Circular, be and hereby is approved and the directors of the Company and William Duncan and Sarah Louise Burge of RSM Tenon Limited, Unit 1, Calder Close, Calder Park, Wakefield WF4 3BA ("the Liquidators") be and they hereby are authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Scheme and to execute any document and do any act or thing for the purpose of carrying the Scheme into effect and, in particular (but without prejudice to the foregoing generality)

- (a) the Company (acting by the Liquidators) be and hereby are authorised and directed to enter into, and the Liquidators be and they are hereby authorised and directed, pursuant to Section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree ("Transfer Agreement"), and
- (b) the Liquidators be and they hereby are authorised and directed to request Kings Arms Yard VCT plc ("KAY") to arrange for the issue of new ordinary shares of 5p each in the capital of KAY on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 1p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to KAY in accordance therewith and with the Scheme for the purposes of the resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise

Dated 23 September 2011

Registered office  
1 King's Arms Yard  
London  
EC2R 7AF

  
Director/Secretary