

Amati VCT 2 plc
(Company number 4138683)

Notice of Resolutions Passed

At the Annual General Meeting of Amati VCT 2 plc held on Thursday 23 June 2016 the following resolutions were duly passed

Ordinary Resolutions

- 1 To receive and adopt the Directors' Report and financial statements of the Company for the financial year ended 31 January 2016 together with the Independent Auditor's Report thereon
- 2 To approve the Directors' Annual Report on Remuneration for the financial year ended 31 January 2016
- 3 To approve a final dividend of 3 5p per share payable on 22 July 2016 to shareholders on the register at 17 June 2016
- 4 To re-appoint BDO LLP of 55 Baker Street, London, W1U 7EU as auditor of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company to be held in 2017 at which financial statements are laid before the Company
- 5 To authorise the directors to fix the remuneration of the auditor
- 6 To re-elect Julian Avery as a director of the Company
- 7 To re-elect Mike Killingley as a director of the Company
- 8 To re-elect Christopher Macdonald as a director of the Company
- 9 That, pursuant to article 157 of the Company's articles of association, the directors be authorised to offer holders of shares in the Company the right to receive shares, credited as fully paid, instead of cash in respect of the whole (or some part as may be determined by the directors from time to time) of any dividend declared in the period commencing on the date of this Resolution 9 and ending on the fifth anniversary of this Resolution 9 pursuant to the Company's Dividend Re-investment Scheme ("DRIS")

MONDAY



SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolutions as Special Resolutions of the Company

Special Resolutions

- 10 THAT in substitution for any existing authorities, the directors be and hereby are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560 of the Act) for cash pursuant to the authority given in accordance with section 551 of the Act by the resolution passed at the annual general meeting on 26 June 2014 as if section 561(1) of the Act did not apply to any such allotment, up to an aggregate nominal amount of £1,250,000. The authority hereby conferred shall (unless previously renewed or revoked) by this resolution shall expire on the earlier of the date of the annual general meeting of the Company to be held in 2017 and the date which is 15 months after the date on which this resolution is passed

- 11 THAT, in substitution for existing authorities, the Company be and is hereby empowered to make one or more market purchases within the meaning of Section 701 of the Act, of the Ordinary Shares (either for cancellation or for the retention of treasury shares for future re-issue or transfer) provided that
- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is such number thereof being 14.99% of the issued ordinary share capital of the Company as at the date of this resolution,
 - (ii) the minimum price which may be paid per Ordinary Share is 5p per share, the nominal amount thereof,
 - (iii) the maximum price (exclusive of expenses) which may be paid per Ordinary Share is an amount equal to 105% of the average of the middle market quotation of such Ordinary Share taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which such Ordinary Share is to be purchased,
 - (iv) the authority hereby conferred shall expire on the earlier of the annual general meeting of the Company to be held in 2017 and the date which is 15 months after the date on which this Resolution is passed, and
 - (v) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority, and may make a purchase of such Ordinary Shares pursuant to any such contract

By Order of the Board



For The City Partnership (UK) Limited
Secretary