

COMPANY NO: 6052385

THE COMPANIES ACT 1985 AS AMENDED

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

VCT MANAGEMENT LIMITED

PASSED ON 12/02/08 2008

12<sup>TH</sup> February 2008

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and attend and vote at General Meetings of the Company, have signed the following resolution as a Written Resolution in accordance with section 281 of the Companies Act 2006 and agree that the said Resolution be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

WRITTEN RESOLUTION

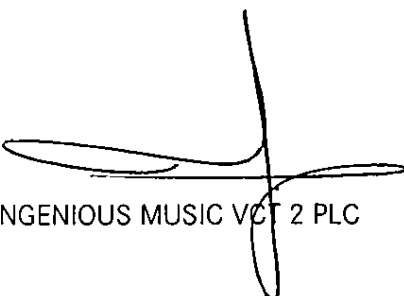
THAT:-

- (a) the one ordinary share of £0 01 comprising the entire issued share capital of the Company and registered in the name of Ingenious Music VCT 2 plc be and is converted into and re-designated as one A Ordinary share of £0 01,
- (b) 49,899 of the ordinary shares of £0 01 each forming part of the authorised and unissued share capital of the Company be and are converted into and re-designated as 49,899 A Ordinary shares of £0 01 each,
- (c) 49,900 of the ordinary shares of £0 01 each forming part of the authorised and unissued share capital of the Company be and are converted into and re-designated as 49,900 B Ordinary shares of £0 01 each,
- (d) 200 of the ordinary shares of £0 01 each forming part of the authorised and unissued share capital of the Company be and are converted into and re-designated as 200 C Ordinary shares of £0 01 each,

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 12<sup>th</sup> February 2008, hereby irrevocably agrees to the Resolution

  
INGENIOUS MUSIC VCT 2 PLC

THURSDAY



A58 \*A4UBHX74\* 14/02/2008 225  
COMPANIES HOUSE