

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

INGENIOUS SOLAR UK VCT 2 PLC

(the Company)

Passed: 12 October 2010

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COMPANIES HOUSE

At a general meeting of the Company, duly convened and held at 12 00pm on 12 October 2010 at 15 Golden Square, London W1F 9JG the following resolutions were unanimously passed as special resolutions

- 1 THAT, the Directors be and are hereby empowered (pursuant to section 571(1) of the Act) to allot (or make offers of agreements to allot) equity securities (as defined in section 560 of the Act (as amended) for cash as if section 561(1) of the Act did not apply to the allotment. This power is limited to the allotment of equity securities in connection with
- (a) the proposed offer to the public for subscription (including an over-allotment facility) of up to 30,000,000 Shares at an issue price of 100p per Share payable in full upon subscription (the "Share Offer"),
 - (b) an offer for securities by way of rights to the holders of Shares and other persons entitled to participate therein for cash in proportion (as nearly as may be) to the holders of such Shares,
 - (c) to the allotment of equity securities in connection with the issue of 50,000 Redeemable Preference Shares of £1 each in the capital of the Company, and
 - (d) otherwise than pursuant to (a) and (b) above, up to 10% of the issued Share capital of the Company from time to time

and shall expire on 31 August 2011 save that the Company may before that expiry make offers or agreements which would or might require equity securities to be allotted after that expiry and the Directors may allot equity securities in pursuance of those offers or agreements as if the power conferred by that resolution had not expired. For the purposes of this resolution, the expression "equity securities" and references to the allotment of equity securities shall respectively have the meanings given to them in section 560 of the Act (as amended)

- 2 THAT, subject to the approval of the High Court of Justice, the Company be generally and unconditionally authorised to cancel its share premium account created on the issue Shares
- 3 THAT, the Company be and is hereby generally and unconditionally authorised pursuant to section 693 of the Act to make one or more market purchases (as defined in section 693 of the Act) of Shares on such terms and in such manner as the Directors may determine provided that

- (a) such market purchases shall comply with UK Listing Authority and HM Revenue & Customs requirements,
- (b) the aggregate maximum number of Shares authorised to be purchased shall not exceed 14.99% of the issued Share capital of Company following the close of the Share Offer,
- (c) the price paid shall not be
 - (i) less than 1p per Share,
 - (ii) more than 5% above the average of the middle market prices shown in the quotations for a Share in the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date of purchase of the Share,

the maximum and minimum prices being exclusive of expenses (including stamp duty), and

- (d) this authority, unless renewed or revoked prior to such time shall expire on the earlier of 18 months from the passing of the resolution and the conclusion of the Company's next general meeting. The Company may, before the expiry of such authority, conclude contracts to purchase Shares which will or may be completed wholly or partly after the expiry of such

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13 cancel share per

9 + 21 scrip
9

authority and may make purchases of Shares in pursuance of any such contracts as if the authority conferred had not expired

✓ Alan C Lovell

Alan Lovell

Director

Date 12 October 2010