

Registered number. 07425571

INSOLVENCY ACT, 1986

COMPANY LIMITED BY SHARES

Special Resolutions of

Downing Planned Exit VCT 2011 PLC

Registered Office: 5th Floor, Ergon House, Horseferry Road, London, SW1P 2AL

At a **General Meeting** of the above-named Company, duly convened and held at Ergon House, Horseferry Road, London, SW1P 2AL on 20 July 2015, the subjoined Special Resolutions were duly passed, viz:-

Special Resolutions

1. **THAT** subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part 4 of the circular to the Shareholders of the Company dated 15 June 2015, 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,
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986, and Christopher Kim Rayment and Ian James Gould of BDO LLP, 125 Colmore Row, Birmingham, B3 3SD (the "Liquidators") be and hereby are 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
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors of the Company from time to time plus VAT, disbursements and expenses;
2. **THAT** the Liquidators of the Company appointed pursuant to paragraph (1)(a) 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 I of Schedule 4 of the Insolvency Act 1986; and
3. **THAT** the cancellation of the listing of the Company's shares on the Official List following the implementation of the Scheme (as defined in the Circular) be and hereby is approved

These resolutions were passed pending receipt of the requisite Consent to Act, which was provided on 7 August 2015, and the Liquidators were duly appointed on this date.

For further information, please contact Ann Moore of BDO LLP on 0121 352 6399, or e-mail Ann.Moore@bdo.co.uk.



By Order of the Board
Grant Whitehouse
Company Secretary

WEDNESDAY



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COMPANIES HOUSE