

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

GATEWAY VCT PLC

("the Company")

(registered number 03930317)

NOTICE OF RESOLUTION PASSED

TUESDAY



A3NYVD39

A10

08/09/2009

335

COMPANIES HOUSE

At a general meeting duly convened and held at the offices of the Company, at One Bow Churchyard, London EC4M 9HH at 11.30 am on 4 September 2009 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

1. That:
 - 1.1 subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to shareholders of the Company dated 31 July 2009 (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, 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 William Duncan and Jonathan Paul Philmore of Tenon Limited, 1 Calder Close, Calder Park, Wakefield WF4 3BA ("the Liquidators") be and they are hereby 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 from time to time plus VAT, disbursements and expenses;
 - 1.2 the Liquidators of the Company appointed pursuant to paragraph 1.1(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
 - 1.3 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.

Dated: 4 September 2009

One Bow Churchyard,
London
EC4M 9HH


.....
Director/Secretary