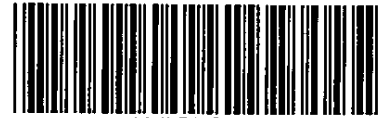


COMPANY NUMBER: 03588039

THE COMPANIES ACTS 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
of
RENSBURG AIM VCT PLC

(Passed on 27 November 2015)

WEDNESDAY



A19 *A4LDNOM2* 02/12/2015 #444
COMPANIES HOUSE

At the General Meeting of the Company duly convened and held on the 27th day of November 2015 the following resolutions were passed

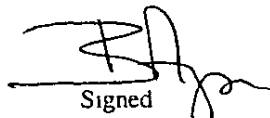
Special resolutions

- 1 THAT, in addition to existing authorities, the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of up to 15,000,000 ordinary shares of 5p each in the capital of the Company ("Shares") by means of a tender offer ("Tender Offer") to all holders of Shares to purchase those Shares at the Tender Price (as defined in the circular to the shareholders of the Company dated 27 October 2015 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")), which fixed price shall, for the purposes of section 701(3)(b) of the Companies Act 2006, constitute both the maximum and the minimum price that may be paid for the Shares purchased) and any Shares bought back under this authority will be cancelled. The authority conferred by this resolution shall expire on the first anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would or might require Shares to be purchased and the directors of the Company may purchase Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.
- 2 THAT, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part 3 of the Circular) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Scheme, as defined and set out in Part 3 of the Circular, be approved and the directors of the Company and William Duncan and Gareth Harris of RSM Restructuring Advisory LLP, Springfield House, 76 Wellington Street, Leeds LS1 2AY ("the Liquidators") be authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Scheme and to execute any document and do any act or thing for the purpose of carrying the Scheme into effect and, in particular (but without prejudice to the foregoing generality)
 - 1 the Company (acting by the Liquidators) be authorised and directed to enter into, and the Liquidators be authorised and directed, pursuant to section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications to it as the parties to such agreement may agree ("Transfer Agreement"), and
 - 11 the Liquidators be authorised and directed to request Unicorn AIM VCT PLC ("UAVCT") to arrange for the issue of new ordinary shares of 1p each in the capital of UAVCT on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 5p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to UAVCT in accordance with the Transfer Agreement and with the Scheme,

and for the purposes of this resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise



Signed
P M Rooke (Company Secretary)



Signed
B A Anysz (Director)