

WE CERTIFY THAT THIS IS A TRUE AND
CORRECT COPY OF THE ORIGINAL THE COMPANIES ACT 1985
DATED 23/7/2008

MARTINEAU
35 NEW BRIDGE STREET
LONDON
EC4V 6BW

COMPANY LIMITED BY SHARES

BLUEHONE AIM VCT PLC
(registered number 03626873)

NOTICE OF RESOLUTION PASSED

SATURDAY



A37 *A0C221QH* 156
26/07/2008
COMPANIES HOUSE

At a second extraordinary general meeting duly convened and held at 35 New Bridge Street London EC4V 6BW on 23 July 2008 at 11 00 a m the following resolution was duly passed as a special resolution

That,

- 1 1 *subject to (i) the passing of the resolution set out in the notice of extraordinary general meeting of the Company to be convened at 10 30 am on 15 July 2008 and (ii) the conditions (other than the passing of this resolution) set out in paragraph 8 of the Scheme contained in Part VI of the circular to shareholders of the Company dated 20 June 2008 (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 William Duncan and Ian Schofield of PKF, Knowle House, 4 Norfolk Park Road, Sheffield S2 3QE ("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 set out in the notice be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part 1 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, details of which are set out in Part IV of the Circular, be and hereby is approved.*

Dated 23 JULY 2008

Registered office
Exchange House
Primrose Street
London
EC2A 2NY


Director/Secretary