

Company No 5943531

THE COMPANIES ACT 2006

---

PUBLIC COMPANY LIMITED BY SHARES

---

**RESOLUTION**  
**of**  
**INGENIOUS LIVE VCT 2 PLC**  
**(the Company)**

**Passed: 31 July 2012**

At the General Meeting of the Company, duly convened and held at 11 10am on 31 July 2012 at 15 Golden Square, London W1F 9JG the following resolutions were passed as special resolutions

- (1) THAT, subject to Resolutions 2, 3 and 5 being passed, the Company be wound-up voluntarily and Steve Ryman and Anthony Davidson of Shipleys LLP, 10 Orange Street, Haymarket London, WC2H 7DQ (the "Liquidators") be and are hereby appointed joint liquidators for the purposes of such winding-up, and are to act jointly and severally
- (2) THAT, subject to Resolution 1 being passed, upon their appointment, the Liquidators be and are hereby authorised to make a final distribution in cash to the shareholders in accordance with the Company's articles of association and that the amount to be received by each shareholder will be weighted proportionately to the number of shares held
- (3) THAT, subject to Resolution 1 being passed, upon their appointment, the Liquidators be authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Schedule 4, Part I, of the Insolvency Act 1986
- (4) THAT, subject to Resolution 1 being passed, the cancellation of the Company's Shares on the Official List, following the placing of the Company into a members' voluntary liquidation, be and is hereby approved



**Sarah Cruickshank**  
Company Secretary

WEDNESDAY



A17 \*A1ED3877\* 01/08/2012 #281  
COMPANIES HOUSE