

**Ventus VCT plc**  
**(Registration number 5205442)**

**Notice of Resolutions Passed**

At an annual general meeting of Ventus VCT plc (the "Company") duly convened and held at the offices of Howard Kennedy, 19 Cavendish Square, London W1A 2AW at 12 noon on 24 July 2012 the following resolutions were duly passed as ordinary and special resolutions respectively:

**Ordinary Resolutions**

1. To receive the Company's audited Annual Report and Financial Statements for the year ended 29 February 2012.
2. To declare a final dividend of 1.75p per ordinary share and 1.00p per "C" share in respect of the year ended 29 February 2012.
3. To approve the Directors' Remuneration Report for the year ended 29 February 2012.
4. To elect Mr Richard Abbott as a Director of the Company.
5. To re-elect Mr David Pinckney as a Director of the Company.
6. To re-appoint PKF (UK) LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
7. To authorise the Directors to determine the remuneration of the Auditor.

**Special Resolutions**

8. To approve the cancellation of the share premium accounts of the ordinary shares and the "C" shares of the Company.
9. To approve the amendment of the Company's Articles of Association to delete Article 119 (Distribution of Realised Capital Profits).
10. That the Company be and is hereby generally and unconditionally authorised to make market purchases within the meaning of Section 693(4) of the Act of ordinary shares of 25p each and "C" shares of 25p each in the capital of the Company provided that:
  - (i) The maximum aggregate number of shares hereby authorised to be purchased is 2,444,501 ordinary shares and 1,698,233 "C" shares, representing 14.99% of the current issued share capital of each class;
  - (ii) The minimum price which may be paid for a share is 25p per share;
  - (iii) The maximum price, exclusive of any expenses, which may be paid for a share is an amount equal to the higher of; (a) 105% of the average of the middle

market prices shown in the quotations for a share in The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;

- (iv) The authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the AGM of the Company to be held in 2013 and the date which is 18 months after the date on which this resolution is passed; and
- (v) The Company may make a contract or contracts to purchase its own shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of its own shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

Proxy votes cast were as follows:

	<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1.	Directors Report and Financial statements and Auditor's Report	1,076,433	-	3,016
2.	Final dividend 1.75p per ordinary share and 1.00p per "C" share	1,079,449	-	-
3.	Directors' Remuneration Report	975,941	91,312	12,196
4.	Elect Richard Abbott	1,047,670	15,056	16,723
5.	Re-elect David Pinckney	1,047,626	10,000	21,823
6.	Re-appoint PKF (UK) LLP as auditor	1,057,013	18,338	4,098
7.	Remuneration of auditor	1,077,919	-	1,530
8.	Cancellation of share premium accounts	1,061,781	10,000	7,668
9.	Amendment to Articles of Association	1,064,349	10,000	5,100
10.	Buy back shares	996,283	83,166	-

For further information please contact: The City Partnership (UK) Limited on 0131 243 7210