

## Ventus VCT plc

### Results of AGM

At the Annual General Meeting of Ventus VCT plc (the "Company") duly convened and held at the offices of Howard Kennedy LLP, No 1 London Bridge, London SE1 9BG at 12 noon on Thursday 21 July 2016 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 2016.
2. To declare a final dividend of 12.00p per ordinary share, 4.50p per "C" share and 2.00p per "D" share in respect of the year ended 29 February 2016.
3. To approve the Directors Remuneration Report for the year ended 29 February 2016.
4. To re-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 BDO LLP as Auditor of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company.
7. To authorise the Directors to determine the remuneration of the Auditor.

#### Special Resolutions

8. That the Company be and is hereby generally and unconditionally authorised to make market purchases within the meaning of Section 693(4) of the Companies Act 2016 of ordinary shares of 25p each, "C" shares of 25p each and "D" 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, 1,698,233 "C" shares and 298,415 "D" 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 Buyback 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 2017 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.

9. That, in substitution for existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal value of £6,250,000 during the period commencing on the passing of this resolution and expiring on the earlier of the AGM of the Company to be held in 2017 and the date which is 15 months after the date on which this resolution is passed (unless revoked, varied or extended by the Company in general meeting), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted after such expiry.
10. That, the directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority given pursuant to resolution 9, as if Section 561(1) of the Act did not apply to such allotment, provided that the power provided by this resolution shall expire on the earlier of the AGM of the Company to be held in 2017 and the date which is 15 months after the date on which this resolution is passed (unless renewed, varied or revoked by the Company in general meeting).
11. That, the Articles of Association of the Company be amended to increase the limit on the aggregate remuneration of the non-executive directors from £100,000 to £125,000 per annum by replacing the figure of “£100,000” appearing in Regulation 78 with “£125,000”.

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	2,129,370	107,294	3,060
2.	Final dividend 12.00p per ordinary share, 4.50p per “C” share and 2.00p per “D” share	2,193,664	30,000	16,060
3.	Directors’ Remuneration Report	1,792,841	430,453	16,430
4.	Re-elect Richard Abbott	1,822,837	398,137	18,750
5.	Re-elect David Pinckney	1,815,791	405,183	18,750
6.	Re-appoint BDO LLP as auditor	2,132,416	57,654	49,654
7.	Remuneration of auditor	2,147,416	86,748	5,560
8.	Buy back shares	2,029,274	194,890	15,560
9.	Allot shares	2,059,169	168,055	12,500
10.	Disapply pre-emption rights	2,049,035	176,659	14,030
11.	Amend Articles	1,710,010	519,434	10,280

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