

Ventus 2 VCT plc

Results of AGM

At the Annual General Meeting of Ventus 2 VCT plc (the "Company") duly convened and held at the offices of Howard Kennedy LLP, No 1 London Bridge, London SE1 9BG at 12.25pm 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 2.75p 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 Paul Thomas as a Director of the Company.
5. To re-elect Mr Alan Moore as a Director of the Company.
6. To re-elect Mr Colin Wood as a Director of the Company.
7. 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.
8. To authorise the Directors to determine the remuneration of the Auditor.

Special Resolutions

9. 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, "C" shares of 25p each and "D" shares of 25p each in the capital of the Company provided that:
 - (i) The maximum aggregate numbers of shares hereby authorised to be purchased are 3,656,459 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.

10. 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.
11. 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 10, 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).

Withdrawal of Resolution 12

The Chairman proposed a motion to withdraw Resolution 12, the motion was agreed and Resolution 12 was withdrawn and not put to the vote.

Proxy votes cast were as follows:

	Resolution	For	Against	Withheld
1.	Directors Report and Financial statements and Auditor’s Report	1,912,839	230,731	23,642
2.	Final dividend 2.75p per ordinary share, 4.50p per “C” share and 2.00p per “D” share	2,023,548	30,183	113,481
3.	Directors’ Remuneration Report	1,503,879	648,110	15,223
4.	Re-elect Paul Thomas	1,521,912	626,550	18,750
5.	Re-elect Alan Moore	1,521,912	626,550	18,750
6.	Re-elect Colin Wood	1,506,912	641,550	18,750
7.	Re-appoint BDO LLP as auditor	2,012,685	115,793	37,734
8.	Remuneration of auditor	2,036,892	87,733	42,587
9.	Buy back shares	1,869,073	286,579	11,560
10.	Allot shares	1,898,276	257,833	11,103
11.	Disapply pre-emption rights	1,908,110	247,859	11,243
Resolution 12 was withdrawn and not voted on at the AGM:				
12.	Amend Articles	1,452,383	704,549	10,280

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