

Ventus 2 VCT plc
(Registration number 5667210)
Notice of Resolutions Passed

At an annual general meeting of Ventus 2 VCT plc (the "Company") duly convened and held at the offices of Howard Kennedy, 19 Cavendish Square, London W1A 2AW at 12.30pm 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 2.30p 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 re-elect Mr Paul Thomas as a Director of the Company.
5. To re-elect Mr Colin Wood 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 Resolution

8. To approve the cancellation of the share premium account of the ordinary shares.
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 (as defined in 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 an amount equal to 3,660,956 ordinary shares and 1,698,233 "C" shares, representing 14.99% of the 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:

	Resolution	For	Against	Withheld
1.	Directors Report and Financial statements and Auditor's Report	1,381,739	39,800	13,560
2.	Final dividend 2.30p per ordinary share and 1.00p per "C" share	1,424,912	10,187	-
3.	Directors' Remuneration Report	1,178,078	223,526	23,495
4.	Re-elect Paul Thomas	1,265,249	138,206	31,644
5.	Re-elect Colin Wood	1,268,319	135,136	31,644
6.	Re-appoint PKF (UK) LLP as auditor	1,375,722	46,505	12,872
7.	Remuneration of auditor	1,407,646	20,021	7,432
8.	Cancellation of share premium accounts	1,408,971	10,000	16,128
9.	Amendment to Articles of Association	1,401,352	20,187	13,560
10.	Buy back shares	1,336,948	89,548	8,603

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