

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989
THE COMPANIES ACT 2006**

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

**ACUITY VCT PLC
("the Company")**

At the General Meeting of the Company duly convened and held on 29 January 2010 at Paternoster House, 65 St Paul's Churchyard, London EC4 the following special resolution was duly passed as a Special Resolution:

Special Resolution

That:

- 1.1 subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part III of the circular to shareholders of the Company dated 21 December 2009 (a copy of which is produced to the meeting and initialed for the purpose of identification by the chairman of the meeting (the "Circular")) having been fulfilled, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Jonathan Paul Philmore of Tenon Limited, Unit 1, Calder Close, Calder Park, Wakefield WF4 3BA ("the Liquidators") be and they are hereby appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;
- 1.2 the Liquidators of the Company appointed pursuant to paragraph 1.1(a) set out in this notice be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- 1.3 the cancellation of the listing of the Shares and C Shares on the Official List following the implementation of the Scheme (as defined in the Circular) be and hereby is approved

and for the purposes of this resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.

	For/Discretion	Against	
Resolution No.	No. of Votes (% of votes)	No. of Votes (% of votes)	Total Votes (% of votes)
1 Special	2,891,768 (95.73)	128,923 (4.27)	3,020,691 (100.00)