

**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 21 January 2010 at Paternoster House, 65 St Paul's Churchyard, London EC4 the following special resolution was duly passed as a Special Resolution:

Special Resolutions

Special Resolution

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part III of the circular to the 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 and notwithstanding anything in the articles of association of the Company to the contrary, the Scheme, as defined and set out in Part III of the Circular, be and hereby is approved and the Directors 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 authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Scheme and to execute any document and do any act or thing for the purpose of carrying the Scheme into effect and, in particular (but without prejudice to the foregoing generality):

- (a) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they are hereby authorised and directed, pursuant to section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree (the "Transfer Agreement"); and
- (b) the Liquidators be and they hereby are authorised and directed to request Acuity 2 ("Acuity 2") to arrange for the creation and issue of New Acuity 2 Shares on the basis described in the Transfer Agreement for distribution among (a) the holders of the Ordinary Shares and (b) the holders of the C Shares, by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to Acuity 2 in accordance therewith and with the Scheme

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.

Final Proxy Numbers

Resolution	For/Discretion	Against	Total
1 Special Resolution	2,959,689	180,073	3,139,762
	94.26%	5.74%	100.0%