

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

FORESIGHT VCT PLC

("the Company")

(registered number 03421340)

NOTICE OF RESOLUTION PASSED

At an adjourned class meeting of the holders of infrastructure shares of 1p each in the capital of the Company held at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG at 9.40 a.m. on 24 January 2018, the following resolution was duly passed as a special resolution:

That the holders of the infrastructure shares of 1p each in the capital of the Company (**Infrastructure Shares**) hereby sanction, approve and consent to:

- (i) the passing and carrying into effect of the resolution (as a special resolution of the Company) set out in the notice of general meeting of the Company convened for 12 noon on 23 January 2018 (a copy of which is produced to the meeting and signed by the chairman for the purposes of identification); and
- (ii) any effect on, variation, abrogation, dealing with and/or deemed variation or abrogation of the rights and privileges attached to the Infrastructure Shares which will, or may, result from the passing and carrying into effect of the said resolution and notwithstanding that the passing and carrying into effect of such resolution may affect the rights and privileges attached to such Infrastructure Shares.

Dated 24 January 2018

Registered office:
The Shard
32 London Bridge Street
London
SE1 9SG



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Director/Secretary