

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

FORESIGHT 4 VCT PLC

(Company No. 03506579)

("the Company")

NOTICE OF RESOLUTIONS PASSED

At a general meeting of the Company duly convened and held at the offices of SGH Martineau LLP, One America Square, Crosswall, London EC3N 2SG at 10.00.am on 26 January 2012 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. That:

- (i) the articles of association of the Company ("Articles") be and hereby are amended to provide for the rights attaching to, and the conversion of, C ordinary shares of 1p each in the capital of the Company ("C Shares") as set out in Part VIII of the Circular, a copy of the draft Articles so amended being produced to the meeting and initialled by the Chairman for the purposes of identification;
- (ii) the directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ("Act") to exercise all the powers of the Company to allot ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") up to an aggregate nominal amount of £100,000 in connection with the conversion of C Shares into Ordinary Shares as set out in Part VIII of the Circular and in the Articles (as amended pursuant to paragraph (i) of this resolution), provided that the authority conferred by this paragraph (ii) shall expire on the fifth anniversary of the passing of this resolution; and
- (iii) the Company be and hereby is authorised to enter into a contract to purchase all the issued deferred shares of 1p each arising on the conversion of C Shares to Ordinary Shares for an aggregate amount of 1p (such contract to be in the form produced to the meeting and initialled by the Chairman for the purposes of identification and which, as at the date of the meeting, will have been on display at the Company's registered office and available for inspection by members for not less than 15 days), in accordance with the Articles (as amended pursuant to paragraph (i) of this resolution), such authority to expire on the fifth anniversary of

the passing of this resolution and such deferred shares so purchased to be cancelled.

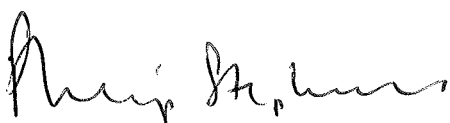
2. That:

- (i) the directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of 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 amount of £185,000, provided that, the authority conferred by this paragraph (i) shall expire on the conclusion of the annual general meeting of the Company to be held in 2013 (unless renewed, varied or revoked by the Company in a 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 or rights to be granted after such expiry;
- (ii) the directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers 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 paragraph (i) of this resolution or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to such allotment, provided that the power provided by this paragraph (ii) shall expire on the conclusion of the annual general meeting of the Company to be held in 2013 and provided further that this power shall be limited to:
 - (a) the allotment and issue of Ordinary Shares up to an aggregate nominal value representing 10% of the issued Ordinary Share capital of the Company from time to time;
 - (b) the allotment and issue of C Shares up to an aggregate nominal value representing 10% of the issued C Share capital of the Company from time to time;
 - (c) the allotment and issue of Ordinary Shares at an issue price of 1p per share with an aggregate nominal value of up to 10% of the issued Ordinary Share capital of the Company from time to time in connection with performance incentive arrangements entered into by the Company

in each case where the proceeds may in whole or part be used to purchase shares; and
- (iii) the Company be and hereby is empowered to make one or more market purchases within the meaning of Section 693(4) of the Act of its own shares (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that:

- (a) the aggregate number of shares which may be purchased shall not exceed 5,800,000 Ordinary Shares and 3,500,000 C Shares;
- (b) the minimum price which may be paid per share is the nominal value thereof (being 1p);
- (c) the maximum price which may be paid per share is an amount equal to the higher of (i) 105% of the average of the middle market quotation per share (of the relevant class) taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which such share is to be purchased; and (ii) the amount stipulated by Article 5(1) of the Buy Back and Stabilisation Regulation 2003;
- (d) the authority conferred by this paragraph (iii) shall expire on the conclusion of the annual general meeting of the Company to be held in 2013 (unless renewed, varied or revoked by the Company in a general meeting); and
- (e) the Company may make a contract to purchase shares under the authority conferred by this paragraph (iii) prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of such shares.

3. That, the amount standing to the credit of the share premium account of the Company and the capital redemption reserve of the Company at the date an order is made confirming such cancellation by the Court, be cancelled.



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Director / ~~Company Secretary~~

Dated 26 January 2012

Registered Office:
ECA Court
24-26 South Park
Sevenoaks