

PUBLIC LIMITED COMPANY

NOTICE OF RESOLUTION

OF

PROVEN HEALTH VCT PLC

(Registered No. 04131354)

(the "Company")


Notice is hereby given that at the general meeting of the Company, duly convened and held at the offices of Beringea LLP, 39 Earlham Street, London WC2H 9LT on 6 August 2013 at 10.00 a.m., the following special resolution was passed:-

SPECIAL RESOLUTION

"THAT:

- (A) subject to the fulfilment of the conditions (other than the passing of this resolution) (the **Conditions**) set out in paragraph 11 of the Scheme contained in Part 3 of the circular to the shareholders of the Company dated 27 June 2013, a copy of which has been produced to the meeting and signed for the purpose of identification by the Chairman thereof (the **Circular**) (in each case prior to the passing of this resolution):
 - (i) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and Stewart MacDonald of Scott-Moncrieff, 25 Bothwell Street, Glasgow G2 6NL (the **Liquidator**) be and he is hereby appointed as liquidator of the Company for the purposes of such winding up with power to act for the purpose of winding up the affairs and distributing the assets of the Company in accordance with the Scheme under the provisions of the Insolvency Act 1986, and any power conferred on him by law or this resolution and any act required or authorised under any enactment to be done by him;
 - (ii) the remuneration of the Liquidator be fixed by reference to the time properly spent by him and his staff in attending to matters arising prior to or during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidator and undertaken at the request of the members or a majority of them) and the Liquidator be and is hereby authorised to draw such remuneration monthly or at such longer intervals as he may determine and to pay any expenses properly incurred by him to give effect to the Scheme;
 - (iii) the Company's books and records be held by the Company's investment manager to the order of the Liquidator until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidator from office;

- (iv) the Liquidator be empowered and directed to carry into effect the provisions of the Articles; and
 - (v) the Liquidator be and is hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act and to divide among the members *in specie* the whole or any part of the assets of the Company; and
- (B) terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires."


_____, Director
ProVen Health VCT plc
Date: 06/08/13