

Company No 4114310

The Companies Act 1985
Company Limited by Shares
Special Resolution
of

Albion Technology & General VCT PLC

at a General Meeting of the above-named Company, duly convened and held at

11 a.m. at 1 King's Arms Yard, London EC2R 7AF

on the 8 day of December 2010

The following Special Resolutions was passed:

1. THAT the directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of such securities by way of a rights issue;
 - (b) pursuant to any Dividend Reinvestment Scheme introduced or operated by the Company; and
 - (c) otherwise than pursuant to paragraphs 2(a) and 2(b) above up to an aggregate nominal amount of £2,805,698,

and that this authority shall expire on 8 December 2011 or, if earlier, the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of the resolution the words "pursuant to the authority conferred by resolution number 1" were omitted in relation to such a sale.

“Rights issue” means an offer of equity securities to holders of shares in the capital of the Company on the register on a record date fixed by the directors in proportion as nearly as may be to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

Signed

RFC Burtin

for

DIRECTOR/SECRETARY

Date

8th December 2010