

**Company Number: 04266437**

**THE COMPANIES ACT 2006  
(the “Act”)  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
OF  
UNICORN AIM VCT PLC  
Passed on 12 February 2015**

At the Annual General Meeting of Unicorn AIM VCT plc (the “Company”) held at The Great Chamber, The Charterhouse, Suttons Hospital, Charterhouse Square, London EC1M 6AN on 12 February 2015, the following resolutions were passed as special resolutions.

8. That, subject to the passing of Resolution 7 set out in this notice and in substitution for any existing authorities, the Directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred upon them by Resolution 7 set out in this notice, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:

(i) the allotment and issue of equity securities up to an aggregate nominal value representing £271,944 in connection with offer(s) for subscription; and

(ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities with an aggregate nominal value of up to, but not exceeding, 10 per cent of the issued share capital of the Company from time to time

in each case where the proceeds may be used, in whole or part, to purchase the Company’s Shares in the market and provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the date falling 15 months after the passing of this Resolution 8 or, if earlier, at conclusion of the Annual General Meeting to be held in 2016, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

9. That, in substitution for any existing authorities, the Company be and hereby is authorised pursuant to section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Shares on such terms and in such manner as the Directors of the Company may determine (either for cancellation or for the retention as treasury shares for future re-issue or transfer), provided that:

(i) the aggregate number of Shares which may be purchased shall not exceed 10,191,101 or, if lower, such number of Shares (rounded down to the nearest whole Share) as shall equal 14.99% of the Shares in issue at the date of passing this resolution;

(ii) the minimum price which may be paid for a Share is 1p (the nominal value thereof);

(iii) the maximum price which may be paid for a Share shall be the higher of (a) an amount equal to five per cent above the average of the middle market quotations for a Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is to be purchased and (b) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);

(iv) the authority conferred by this resolution shall (unless previously renewed or revoked in general meeting) expire on the date falling 15 months after the passing of this Resolution 9 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2016; and

(v) the Company may make a contract or contracts to purchase its own Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Shares in pursuance of any such contract.

Certified a true copy of original

J Carslake

For and on behalf of  
ISCA Administration Services Limited  
Company Secretary