

**OCTOPUS AIM VCT 2 PLC**  
*(Registered in England No. 5528235)*

PRINT OF RESOLUTIONS PASSED AT THE GENERAL MEETING OF OCTOPUS AIM VCT 2 plc (the "Company") held at 33 Holborn, London, EC1N 2HT on 7 January 2020.

**Ordinary Resolutions**

1. That, in addition to existing authorities the directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot and issue shares in the capital of 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 £2,000, representing approximately 18.1% of the share capital in issue as at 28 November 2019, provided that the authority conferred by this paragraph 1 shall expire on the date falling 18 months from the date of the passing of this Resolution (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.
2. That, in addition to existing authorities 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 and issue shares in the capital of the Company in connection with the Company's dividend reinvestment scheme up to an aggregate nominal amount of £330, representing approximately 3.0% of the share capital in issue as at 28 November 2019, provided that the authority conferred by this paragraph 2 shall expire on the date falling 18 months from the date of the passing of this Resolution (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.

**Special Resolutions**

3. That, the directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers to 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 resolution 1 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 3 shall expire on the date falling 18 months from the date of the passing of this Resolution (unless renewed, varied or revoked by the Company in general meeting) and provided further that this power shall be limited to the allotment and issue of shares of up to an aggregate nominal value of £2,000 pursuant to offer(s) for subscription (where the proceeds may in whole or part be used to purchase shares) representing approximately 18.1% of the share capital in issue as at 28 November 2019.
4. That, the directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers to 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 resolution 2 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 4 shall expire on the date falling 18 months from the date of the passing of this Resolution (unless renewed, varied or revoked by the Company in general meeting) and provided further that this power shall be limited to the allotment and issue of shares in connection with the Company's dividend reinvestment scheme up to an aggregate nominal amount of £330, representing approximately 3.0% of the share capital in issue as at 28 November 2019.
5. That, subject to the sanction of the High Court of justice, the amount standing to the credit of the share premium account of the Company as at the date an order is made confirming such cancellation by the Court, be cancelled.
6. That, subject to the sanction of the High Court of justice, the amount standing to the credit of the capital redemption reserve of the Company as at the date an order is made confirming such cancellation by the Court, be cancelled.

*Registered office*  
33 Holborn  
London  
EC1N 2HT

Dated: 7 January 2020

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Secretary