

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

OCTOPUS APOLLO VCT 2 PLC
("the Company")
(registered number 05770744)

NOTICE OF RESOLUTIONS PASSED

At a general meeting of the Company duly convened and held at 20 Old Bailey, London, EC4M 7AN at 11.00 a.m. on 19 September 2012, the following resolution was duly passed as a special resolution:

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part V of the circular to the shareholders of the Company, Octopus Apollo VCT 1 plc and Octopus Apollo VCT 4 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Apollo 2 Scheme, as defined and set out in Part V of the Circular, be and hereby is approved and the directors of the Company and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ("the Liquidators") be and they hereby are authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Apollo 2 Scheme and to execute any document and do any act or thing for the purpose of carrying the Apollo 2 Scheme into effect and, in particular (but without prejudice to the foregoing generality):


- (a) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they hereby are authorised and directed, pursuant to Section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree ("Transfer Agreement"); and
- (b) the Liquidators be and they hereby are authorised and directed to request Octopus Apollo VCT 3 plc ("Apollo 3") to arrange for the issue of new ordinary shares of 10p each in the capital of Apollo 3 on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 10p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to Apollo 3 in accordance therewith and with the Apollo 2 Scheme

and, for the purposes of this resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.

Dated: 19 September 2012

Registered office:
20 Old Bailey
London
EC4M 7AN

WE CERTIFY THAT THIS IS A TRUE AND
CORRECT COPY OF THE ORIGINAL
DATED *26 September* 2012
SGH MARTINEAU LLP
No. 1 Colmore Square
Birmingham
B4 6AA


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Director/Secretary