

Company No. 06421083

Triple Point Income VCT plc

Passed on 31 January 2014

At the General Meeting of the above-named Company convened held at 4-5 Grosvenor Place, London SW1X 7HJ on 31 January 2014, the following resolutions were passed as ordinary and special resolutions of the Company:-

Ordinary Resolution

1. That, the IMA Deed of Variation, details of which are set out on pages 7 and 8 of the Circular, be approved.

Special Resolutions

2. That, subject to the passing of Resolution 1 above, the articles of association of the Company be amended as follows:

2.1 by the deletion of the present Article 182 and the substitution of the following therefor:

"182 At any time after 5 April 2018, in the case of A Ordinary Shares, and at any time after 5 April 2019, in the case of Ordinary Shares, the holders representing at least 5% of the A Ordinary Shares or the Ordinary Shares, as the case may be, may require the Company to make a tender offer to the holders of their class of Shares to purchase those Shares at a price reflecting the then prevailing net asset value of those Shares."; and

2.2 by the deletion of the words "prior to a winding up of the Company carried out in accordance with the Article 182" in Article 182A.

3. That the Company be and is hereby authorised to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) of Ordinary Shares, A Ordinary Shares and C Ordinary Shares provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is an amount equal to 14.99% of the issued Ordinary Shares as at the date of this Resolution;
- (ii) the maximum aggregate number of A Ordinary Shares authorised to be purchased is an amount equal to 14.99% of the issued A Ordinary Shares as at the date of this Resolution;
- (iii) the maximum aggregate number of C Ordinary Shares authorised to be purchased is an amount equal to 14.99% of the issued C Ordinary Shares immediately following the closing of the Offer;
- (iv) the minimum price which may be paid for an Ordinary Share, an A Ordinary Share and a C Ordinary Share is their nominal value;
- (v) the maximum price which may be paid for an Ordinary Share, an A Ordinary Share and a C Ordinary Share is an amount, exclusive of expenses, equal to 105 per cent. of the average of the middle market prices shown in the quotations for a share in the Daily Official List of the London Stock Exchange for the five Business Days immediately preceding the day on which that Ordinary Share, A Ordinary Share or C Ordinary Share (as applicable) is purchased; and

- (vi) unless renewed, the authority hereby conferred shall expire either at the conclusion of the annual general meeting of the Company following the passing of this Resolution or on the expiry of 15 months from the passing of the Resolution, whichever is the first to occur, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares, A Ordinary Shares or C Ordinary Shares which will or may be completed or executed wholly or partly after such expiry.