

Amati VCT plc
Form of Proxy for the First General Meeting
on Thursday 26 April 2018



I/We

(block capitals please)

of

being a member of Amati VCT plc, hereby appoint (see notes 1 and 2)

.....
 or failing him/her the chairman of the meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the General Meeting of the Company to be held at the offices of Mattioli Woods plc, Third Floor, 87/89 Baker Street, London, W1U 6RJ (the entrance is on Crawford Street) on 26 April 2018 at 3.00 p.m., notice of which was dated 9 March 2018, and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolution set out in the notice of meeting:

Please indicate by placing an **X** in this box if this proxy appointment is one of multiple appointments being made (see note 2 below). THE FOLLOWING CONSTITUTES ONE RESOLUTION MADE UP OF COMPOSITE PARTS. Please tick only **one** box.

	RESOLUTION	FOR	AGAINST	VOTE WITHHELD
	THAT:			
(A)	subject to the fulfilment (or, to the extent permitted, earlier waiver) of the conditions set out in section 11 of the Scheme contained in Part III of the circular to the shareholders of the Company dated 9 March 2018, a copy of which has been produced to the meeting and signed for the purpose of identification by the Chairman thereof (the “ Circular ”):	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(i) notwithstanding anything to the contrary in the Company’s articles of association (the “ Articles ”), the Proposals be and are hereby approved and the Directors of the Company and the liquidators of the Company, when appointed, (the “ Liquidators ”) be and are hereby authorised to implement the Proposals and to execute any document and do any thing for the purpose of carrying the Proposals into effect;			
	(ii) in particular and without prejudice to the generality of sub-paragraph (A)(i) above, the Liquidators, when appointed, be and are hereby authorised and directed, pursuant to section 110 of the Insolvency Act 1986 and/or this resolution and/or the Articles as amended by this resolution:			
	(a) to enter into and give effect to the Transfer Agreement (in their personal capacity and on behalf of the Company) (in the form of the draft produced to the meeting and signed for the purpose of identification by the Chairman thereof) with such non-material amendments thereto as the Directors and the parties to such agreement may agree;			
	(b) to procure that the assets and liabilities of the Company be vested in Amati VCT 2 plc (or its nominees) on and subject to the terms of the Transfer Agreement;			
	(c) to purchase the interests of any members of the Company who shall have validly exercised their rights under section 111(2) of the Insolvency Act 1986 out of the indemnity to be given by Amati VCT 2 plc (as set out in the Scheme); and			
	(d) the Liquidators be and are hereby authorised and directed to request Amati VCT 2 plc to allot and issue new ordinary shares in the capital of Amati VCT 2 plc, credited as fully paid, on the basis described in the Transfer Agreement for distribution among the holders of the Shares entitled thereto under the Scheme (or to the Liquidators as nominee on their behalf) by way of satisfaction and discharge of their respective interests in so much of the undertaking, assets and liabilities of the Company shall be transferred to Amati VCT 2 plc in accordance with the Transfer Agreement and with the Scheme;			
(B)	this resolution shall operate by way of such amendments to the Articles as may be necessary to give effect hereto; and			
(C)	terms defined in the Circular shall have the same meanings in this resolution, save where the context otherwise requires.			

Please refer to the notes overleaf

Attendance indication

I/We [intend/ do not intend][PLEASE DELETE AS APPROPRIATE] to attend the General Meeting at the offices of Mattioli Woods plc, Third Floor, 87/89 Baker Street, London, W1U 6RJ on 26 April 2018 at 3.00 p.m.

Signed Date 2018

Amati VCT plc

Notes relating to Form of Proxy



1. Every member has the right to appoint some other person(s) of his/her choice, who need not be a member, as his/her proxy to exercise all or any of his/her rights to attend, speak or vote on his/her behalf at the meeting. A member can only appoint a proxy using the procedures set out in these notes. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name of such person in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter alongside the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration or deletion must be signed or initialled.
2. A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one proxy, please contact Share Registrars Limited on 01252 821 390 for (an) additional form(s), or you may photocopy this form. Please indicate alongside the proxy holder's name the number of shares in relation to which the proxy holder is authorised to act as your proxy. Please also indicate by placing an **X** in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
3. Where the appointed proxy is not a member they must attend the meeting in person to represent the member.
4. Use of the form of proxy does not preclude a member from attending and voting in person. If a member has appointed a proxy and then that member attends the meeting in person, the appointed proxy shall be automatically terminated.
5. Where the form of proxy is executed by an individual it must be signed by that individual or his or her attorney.
6. Where the form of proxy is executed by joint shareholders it may be signed by any of the members, but the vote of the member whose name stands first in the register of members of the Company will be accepted to the exclusion of the votes of the other joint holders.
7. Where the form of proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
8. A member appointing a proxy should direct the proxy on how to vote on the resolutions by marking the appropriate box with an **X**. To abstain from voting on a resolution, select the relevant "Vote withheld" box. Please see note 13 below.
9. If the form of proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes, as he/she will on any other matters to arise at the meeting.
10. Online voting: alternatively, you may register your votes electronically by visiting the website of the Company's registrar. You will need to register in order to be able to use this service. To register, please visit www.shareregistrars.uk.com and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".
11. To be valid, the form of proxy, together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by fax to 01252 719 232 or by scan and email to proxies@shareregistrars.uk.com to be received no later than 3.00 p.m. on 24 April 2018.
12. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxy will take precedence.
13. The "vote withheld" option is provided to enable a member to abstain from voting on the resolution; however, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" the resolution.