

**Amati VCT plc**  
**Form of Proxy for the Second General Meeting**  
**on Friday 4 May 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 Rooney Nimmo, 8 Walker Street, Edinburgh, EH3 7LA on 4 May 2018 at 11.00 a.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).  
PLEASE TICK ONLY **ONE** BOX PER RESOLUTION.

	RESOLUTION	FOR	AGAINST	VOTE WITHHELD
(A)	<p><b>THAT:</b></p> <p>subject to the fulfilment of the conditions (other than the passing of this resolution) 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”) (in each case prior to the passing of this resolution):</p> <p>(i) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and Keith Marshall and Gareth Harris of RSM Restructuring Advisory LLP, Fifth Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (the “Liquidators”) are hereby appointed as liquidators of the Company for the purposes of such winding up with power to act for the purpose of winding up the affairs and distributing the assets of the Company in accordance with the Scheme under the provisions of the Insolvency Act 1986, and any power conferred on them by law or this resolution and any act required or authorised under any enactment to be done jointly or by each of them alone;</p> <p>(ii) the remuneration (plus VAT) of the Liquidators be fixed by reference to the time properly spent by them and their staff in attending to matters arising prior to or during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;</p> <p>(iii) the Company’s books and records be held by the investment manager of Amati VCT 2 plc to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office;</p> <p>(iv) the Liquidators be empowered and directed to carry into effect the provisions of the Articles; and</p> <p>(v) the Liquidators be and are hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act and to divide among the members in specie the whole or any part of the assets of the Company; and</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(B)	Terms defined in the Circular 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 Rooney Nimmo, 8 Walker Street, Edinburgh, EH3 7LA on 4 May 2018 at 11.00 a.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](http://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](mailto:proxies@shareregistrars.uk.com) to be received no later than 11.00 a.m. on 2 May 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.