

Unicorn AIM VCT II plc (the “Company”)

Company number: 05239433

First Extraordinary General Meeting – 25 February 2010 (“EGM 1”) Second Extraordinary General Meeting – 9 March 2010 (“EGM 2”) (both the “EGMs”)

The information below is provided in accordance with section 311A Companies Act 2006 for the forthcoming EGMs and is correct to 29 January 2010:

Share capital information

Authorised share capital

Share class	Authorised share capital	Authorised shares
Ordinary Shares	£500,000	50,000,000 shares
C Shares	£300,000	30,000,000 shares
Total	£800,000	80,000,000 shares

Issued share capital

Share class	Issued share capital	Number of shares in issue	% of total share capital
Ordinary Shares	£216,249	21,624,939	63.67%
C Shares	£123,388	12,338,816	36.33%
Total	£339,637	33,963,755	100.00%

Voting information

Each shareholder has one vote on a show of hands, and on a poll one vote per share held, at a general meeting of the Company. No member shall be entitled to vote or exercise any rights at a general meeting unless all shares have been paid up in full. Any instrument of proxy must be deposited at the place specified by the directors no later than 48 hours before the time for holding the meeting.

A duly and correctly appointed proxy may exercise the same voting rights as the appointing shareholder. If multiple proxies have been appointed, each proxy will have one vote on a show of hands in accordance with section 285 Companies Act 2006.

If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised

person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.

Matters set out in the EGM 1 Notice

The following matters are to be considered at the EGM:

Special Resolution

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to the shareholders of the Company dated 29 January 2010 (a copy of which is produced to the meeting and initialed 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 Scheme, as defined and set out in Part IV of the Circular, be and hereby is approved and the Directors and William Duncan and Jonathan Paul Philmore of RSM Tenon Limited, Unit 1, Calder Close, Calder Park, Wakefield WF4 3BA (“the Liquidators”) be and they are hereby authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Scheme and to execute any document and do any act or thing for the purpose of carrying the 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 are hereby 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 Unicorn AIM VCT plc (“VCT I”) to arrange for the creation and issue of new ordinary shares of 1p each in the capital of VCT I on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 1p each and C ordinary shares of 1p 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 VCT I in accordance therewith and with the Scheme

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

Matters set out in the EGM 2 Notice

The following matters are to be considered at the EGM:

Special Resolution

That:

- (i) subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to shareholders of the Company dated 29 January 2010 (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, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Jonathan Paul Philmore of RSM Tenon Limited, Unit 1, Calder Close, Calder Park, Wakefield WF4 3BA (“the Liquidators”) be and they are hereby appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;
- (ii) the Liquidators of the Company appointed pursuant to paragraph (i)(a) set out in this notice be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- (iii) the cancellation of the listing of the Company’s shares on the Official List following the implementation of the Scheme (as defined in the Circular) be and hereby is approved.

The full notice of the EGMs can be found in the Circular to shareholders dated 29 January 2010 on pages 33 – 35 (EGM 1) and 42 – 44 (EGM 2), available on the Company Secretary’s website, which can be found via www.unicornaimvct2.com.