

# Notice of Annual General Meeting

34

Notice is given that the seventh Annual General Meeting of Rensburg Aim VCT plc will be held at Quayside House, Canal Wharf, Leeds, LS11 5PU at 10:30 am on 26 July 2006 for the following purposes:

## Ordinary Business

1. To receive the Company's annual accounts for the year ended 28 February 2006, together with the Directors' Report, the Directors' Remuneration Report and the Auditor's Report on those accounts and the auditable part of the Directors' Remuneration Report.
2. To approve the Directors' Remuneration Report for the year ended 28 February 2006.
3. To declare a final dividend for the year ended 28 February 2006.
4. To re-appoint Barry Aubrey Anysz, a Director of the Company.
5. To re-appoint Richard Godfrey Battersby, a Director of the Company.
6. To re-appoint William Michael Cran a Director of the Company.
7. To re-appoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next meeting at which accounts are laid before the Company and to authorise the Directors to agree their remuneration.

## Special Business

To consider and if thought fit, to pass the following resolutions as Ordinary or Special Resolutions, as indicated, of the Company.

### Ordinary Resolution

8. That the Directors of the Company be and are generally granted and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the 'Act') to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of Section 80 (2) of the Act) up to an aggregate nominal value of £180,791 (representing 10% of the total ordinary share capital in issue); provided that the authority conferred by this resolution 8 shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution 8 unless varied, revoked or renewed by the Company in general meeting, save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution 8 had not expired. This authority shall be in substitution for all previous authorities under Section 80 of the Act which are pursuant to this resolution 8 revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution 8.

### Special Resolution

9. That, in accordance with article 52 of the articles of association of the Company, the Company be and is generally and unconditionally authorised for the purpose of Section 166 of the Act to make market purchases (which in this resolution shall have the meaning given to this term in Section 163 (3) of the Act) of its ordinary shares of 5p each in the capital of the Company ('Ordinary Shares') on the terms set out below:
  - i. the maximum aggregate number of Ordinary Shares authorised to be purchased by the Company pursuant to this resolution 9 is 3,615,813 (representing ten per cent of the number of Ordinary Shares in issue); and
  - ii. the minimum price which may be paid for each of those Ordinary Shares (exclusive of expenses) is 5p; and
  - iii. the maximum price (exclusive of expenses) which may be paid for each of those Ordinary Shares is not more than five per cent above the average of the middle market quotations for Ordinary Shares (as derived from the Daily Official Lists of the London Stock Exchange) for the five dealing days immediately preceding the date of purchase.

but so that this authority shall (unless previously varied, revoked or renewed) expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution 9, save that the Company may before the expiry of this authority conclude any contract for the purchase of its own shares pursuant to the authority conferred by this resolution 9 which contract would or might be executed wholly or partially after the expiration of this authority as if the authority conferred by this resolution 9 had not expired.

**Special Resolution**

10. That, subject to and conditional upon the passing of resolution 8 above, the Directors be and are empowered pursuant to Section 95 of the Act to allot equity securities of the Company (as defined in Section 94 (2) of the Act) pursuant to the authority conferred by resolution 8 above as if Section 89 (1) of the Act did not apply to any such allotment provided that such power shall be limited to:

- i. the allotment of equity securities in connection with any rights issue in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them or into which their shares or securities are deemed to be converted in calculating the extent of their participation but subject to such exclusions as the Directors may deem fit to deal with fractional entitlements or legal or practical problems arising in respect of any territory or the requirements of any regulatory body or stock exchange; and
- ii. the allotment (otherwise than pursuant to sub-paragraph 10(i) above) of equity securities to an aggregate nominal value of £180,791 (representing 10% of the total ordinary share capital in issue);

and the authority given shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the passing of this resolution 10 unless renewed or extended prior to such expiry, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 10 has expired.

**Special Resolution**

11. That article 162 of the Company's Articles of Association be amended by deleting the number "2009" in the first line of that article and inserting the number "2010" in its place, such amendment to take effect from the passing of this resolution.

By Order of the Board  
**J. P. Wragg, BSc (Hons), ACA**  
 Secretary

**Registered Office:**  
 Quayside House  
 Canal Wharf  
 Leeds  
 LS11 5PU

9 June 2006

**Notes**

- i. A member entitled to attend and vote at the meeting is entitled to appoint one or more person(s) as a proxy to attend and in the event of a poll to vote on his/her behalf. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice for use at the meeting.
- ii. To be valid, the instrument appointing a proxy (together with the power of attorney or other authority, if any under which it is signed or a notarially certified copy of such power or authority) must be deposited at or posted to the office of the Registrars of the Company, Capita Registrars, Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR, to be received no later than 48 hours before the fixed time of the meeting. Completion and return of the form of proxy will not preclude a shareholder from subsequently attending or voting at the meeting in person if he/she wishes.
- iii. Copies of the register of Directors' interests kept in accordance with Section 325 of the Companies Act 1985 will be available for inspection at the Registered Office of the Company on weekdays during normal office hours and at the place of the meeting from fifteen minutes preceding its commencement until its conclusion.
- iv. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, only those members entered in the Company's register of members as at 10:30 am on 24 July 2006, or if the meeting is adjourned, shareholders entered on the Company's register of members as at 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.