

Unicorn AIM VCT plc

Company number: 04266437

Annual General Meeting – 7 January 2011 (“AGM”)

The information below is provided in accordance with section 311A Companies Act 2006 for the forthcoming AGM and is correct to 14 December 2010:

Share capital information

Issued share capital

Share class	Issued share capital	Number of shares in issue	% of total share capital
Ordinary Shares	£594,416.91	59,441,691	100%

The Companies Act 2006 abolished the requirement for a Company to have an authorised share capital and the Company’s Articles of Association were updated to take account of this at the Extraordinary General Meeting on 25 February 2010.

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 AGM Notice

The following matters are to be considered at the AGM:

1. To receive and adopt the report of the Directors and the audited accounts of the Company for the year ended 30 September 2010, together with the Auditors' report thereon.
2. To approve the Directors' Remuneration Report for the year ended 30 September 2010 as set out in the Annual Report and Accounts of the Company for the year ended 30 September 2010.
3. To re-appoint PKF (UK) LLP of Farringdon Place, 20 Farringdon Road, London EC1M 3AP as auditors.
4. To authorise the directors to determine PKF (UK) LLP's remuneration as auditors of the Company.
5. To re-elect Peter Dicks as a Director of the Company.
6. To elect Malcolm Diamond as a Director of the Company.
7. To elect Jeremy Hamer as a Director of the Company.
8. To approve the payment of a final dividend in respect of the year ended 30 September 2010 of 4.0 pence per ordinary share of 1 pence each, payable on 14 January 2011 to shareholders on the register on 24 December 2010.
9. That, in substitution for any existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares of 1 pence each in the Company ("Shares") and to grant rights to subscribe for or convert any security into Shares ("Rights") up to an aggregate nominal value of £246,800, provided that the authority conferred by this Resolution 9 shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the annual general meeting of the Company to be held in 2012 but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require Shares to be allotted or Rights to be granted after such expiry.
10. That, in substitution for any existing authorities, the directors of the Company be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560(1) of the Act) for cash, pursuant to the authority given pursuant to Resolution 9 set out in this notice, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the annual general meeting of the Company to be held in 2012, and provided further that this power shall be limited to:-

- (i) the allotment and issue of Shares with an aggregate nominal value representing up to £175,000 in connection with an offer for subscription; and
- (ii) the allotment of equity securities with an aggregate nominal value of up to, but not exceeding, 10 per cent of the issued Share capital of the Company from time to time

where the proceeds may be used, in whole or in part, to purchase the Company's Shares.

11. That, in substitution for any existing authorities, the Company be and hereby is empowered to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Shares on such terms and in such manner as the directors of the Company may determine (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that:

- (i) the aggregate number of Shares which may be purchased shall not exceed 11,512,320 Shares;
- (ii) the minimum price which may be paid for a Share is 1 pence (the nominal value thereof);
- (iii) the maximum price which may be paid for a Share is an amount equal to the higher of (a) an amount equal to five per cent above the average of the middle market quotations for a Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day the Share is contracted to be purchased and (b) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);
- (iv) the authority conferred by this resolution shall (unless previously renewed or revoked in general meeting) expire on the conclusion of the annual general meeting of the Company to be held in 2012; and
- (v) the Company may make a contract or contracts to purchase its own Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Shares in pursuance of any such contract.

The full notice of the AGM can be found in the 2010 Annual Report on pages 62 – 64, available on the Company Secretary's website, which can be found via www.unicornaimvct.com.