

COMPANIES ACT 2006

SPECIAL RESOLUTION

COMPANY NUMBER: 03946235

COMPANY NAME: MOBEUS INCOME & GROWTH 2 VCT PLC

On the 3rd August 2017 the following special resolution was agreed and passed by the members:

That, in substitution for existing authorities:

(a) Authority to allot shares

the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**), to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (**Rights**) up to an aggregate nominal value of £230,000, provided that this authority shall (unless renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the annual general meeting of the Company to be held in 2018 (save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares or grant Rights pursuant to any such offers or agreements as if the authority had not expired); and

(b) Disapplication of pre-emption rights

the directors be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by paragraph (i) of this resolution as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities:

- (i) with an aggregate nominal value of up to but not exceeding £190,000 in connection with offer(s) for subscription; and
- (ii) otherwise than pursuant to sub-paragraphs (b)(i) above, with an aggregate nominal value of up to, but not exceeding, 10% 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 shares in the capital of the Company, such authority to (unless renewed, revoked or varied by the Company in general meeting) expire on the conclusion of the annual general meeting of the Company to be held in 2018 (save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the shall be entitled to allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired).