

BRITISH SMALLER COMPANIES VCT2 PLC

RESULT OF ANNUAL GENERAL MEETING

British Smaller Companies VCT2 plc (the "Company") announces that at the Annual General Meeting of the Company held on 10 May 2017 the following resolutions proposed at the meeting ("Resolutions") were duly passed.

In accordance with the Company's obligations under Listing Rule 9.6.2, copies of the Resolutions passed at the Annual General Meeting have been submitted to the National Storage Mechanism and will shortly be available for viewing at www.hemscott.com/nsm.do.

Ordinary Resolutions

- (1) That the annual report and accounts for the year ended 31 December 2016 be received.
- (2) That the final dividend of 1.5 pence per ordinary share for the year ended 31 December 2016 be approved.
- (3) That the Directors' Remuneration Report for the year ended 31 December 2016 be approved other than the part of such report containing the Directors' Remuneration Policy.
- (4) That the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016 be approved.
- (5) That Mr P C Waller be re-elected as a director.
- (6) That Mr R M Pettigrew be re-elected as a director.
- (7) That Mr R Last be re-elected as a director.
- (8) That BDO LLP be appointed as auditor to the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that the directors be authorised to fix their remuneration.
- (9) That the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,000,000, during the period commencing on the passing of this Resolution and expiring on the later of 15 months from the passing of this Resolution or the next Annual General Meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting), 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 in the Company to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after such expiry and that all previous authorities given to the directors be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

Special Resolutions

- (10) That the directors be and are hereby empowered in accordance with Section 570(1) of the Act during the period commencing on the passing of this Resolution and expiring at the conclusion of the Company's next Annual General Meeting, or on the expiry of 15 months following the passing of this Resolution, whichever is the later, (unless previously revoked, varied or extended by the Company in general meeting), to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the general authority conferred upon the directors in Resolution 9 above as if Section 561 of the Act did not apply to any such allotment provided that this power is limited to the allotment of equity securities in connection

with the allotment for cash of equity securities up to an aggregate nominal amount of £4,000,000, but so that this authority shall allow the Company to make offers or agreements before the expiry and the directors may allot securities in pursuance of such offers or agreements as if the powers conferred hereby had not so expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Act as if in the first paragraph of this Resolution the words “pursuant to the general authority conferred upon the directors in Resolution 9 above” were omitted.

- (11) That, the Articles of Association of the Company be amended to increase the limit on the aggregate remuneration of the non-executive directors from £75,000 to £100,000 per annum by replacing the figure of “£75,000” appearing in Article 128 with “£100,000”.
- (12) That, subject to the sanction of the High Court, the amount standing to the credit of the share premium account of the Company as at the date of the final hearing before the Court at which confirmation of said cancellation is sought, be cancelled.

Proxy votes received were:

Resolution		% For	% Against	Shares Withheld
Ordinary Resolutions				
1.	To receive the annual report and accounts	100.00%	nil	14,636
2.	To approve a final dividend of 1.5 pence per ordinary share	97.58%	2.42%	16,474
3.	To approve the Directors’ Remuneration Report	95.37%	4.63%	140,204
4.	To approve the Directors’ Remuneration Policy	94.40%	5.60%	78,391
5.	To re-elect Mr P C Waller as a director	99.14%	0.86%	155,481
6.	To re-elect Mr R M Pettigrew as a director	97.96%	2.04%	170,576
7.	To re-elect Mr R Last as a director	96.81%	3.19%	60,872
8.	To appoint BDO LLP as auditor	98.54%	1.46%	38,909
9.	To authorise the directors to allot shares	98.85%	1.15%	3,965
Special Resolutions				
10.	To waive pre-emption rights in respect of the allotment of shares	92.89%	7.11%	64,275
11.	To amend the Articles of Association of the Company to increase the limit on the aggregate remuneration of the non-executive directors from £75,000 to £100,000 per annum	78.06%	21.94%	500,396
12.	To cancel, subject to the sanction of the High Court, the share premium account	98.92%	1.08%	86,421

10 May 2017

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