

## **BRITISH SMALLER COMPANIES VCT PLC (“the Company”)**

### **ANNUAL GENERAL MEETING**

**HELD ON 6 AUGUST 2008**

The directors are pleased to announce that at the Annual General Meeting of the Company held on 6 August 2008 all of the resolutions proposed as Ordinary Business and all of the Special Resolutions (as set out below) proposed at the Meeting were duly passed.

The Chairman stated that the Company’s performance was satisfactory in the context of the current economic climate. The Board believes that there are likely to be good investment opportunities arising over the next 12 months. The company has a strong un-gearred balance sheet that positions it to take advantage of these opportunities as they arise.

At the conclusion of the Meeting Helen Sinclair, the new Chairman, spoke on behalf of the board thanking Sir Andrew Hugh Smith for his considerable services to the Company since its establishment.

### **ORDINARY RESOLUTIONS**

- (1) To receive the Annual Report and accounts for the year ended 31 March 2008.
- (2) To declare a final dividend for the year to 31 March 2008 of 3.0p per Ordinary Share.
- (3) To approve the Directors’ Remuneration Report.
- (4) To elect as a director Ms Helen Sinclair.
- (5) To re-elect as a director Mr P Cammerman.
- (6) To re-elect as a director Mr R Last.
- (7) That PKF (UK) LLP be re-appointed as independent auditors to the Company and that the directors be authorised to fix their remuneration.
- (8) That the directors be and are generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (“the Act”) to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) in connection with any dividend reinvestment scheme, at such time and generally on such terms and conditions as the directors may determine during the period commencing on the passing of this Resolution and expiring on 6 August 2013, (unless previously renewed, varied or revoked by the Company in a general meeting) and the maximum nominal value of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be £1 million being 7.5% of the authorised but unissued share capital of the Company at 31 May 2008 but so that the directors shall be entitled under the authority conferred or under the renewal hereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority and to allot relevant securities accordingly.

### **SPECIAL RESOLUTIONS**

(1) That Article 106 of the Company's Articles of Association (limit on directors' aggregate remuneration) be amended by the deletion therefrom of the number "£75,000" and by the insertion of the number "£115,000" in substitution therefor.

(2) That the directors be and are hereby empowered during the period commencing on the passing of this resolution and expiring on 6 August 2013 (unless previously revoked, varied or extended by the Company in general meeting pursuant to Section 95 of the Act) to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in Ordinary Resolution (8) above, as if Section 89(1) 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 a dividend reinvestment scheme but so that this authority shall allow the Company to make offers or agreements before the expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the powers conferred hereby had not so expired.

(3) That pursuant to Article 140 of the Company's Articles of Association, the Board is hereby authorised to offer holders of shares in the Company the right to receive shares, credited as fully paid, instead of cash in respect of the whole (or some part to be determined by the Board) of all or any dividend declared in the period ending at the beginning of the annual general meeting in 2009 subject to the provisions of Articles 140.2 to 140.7 and on such other terms as may be approved by the Board.

(4) That in substitution for any existing authority but without prejudice to the exercise of any such power prior to the date hereof, the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of Ordinary shares of 10p in the capital of the Company provided that:

- 4.1 the maximum aggregate number of Ordinary shares authorised to be purchased is 3,968,982 being 14.99% of issued Ordinary Shares as at 3 July 2008;
- 4.2 the maximum price which may be paid for an Ordinary share is an amount equal to maximum amount permitted to be paid in accordance with the rules of the UK Listing Authority in force as at the date of purchase;
- 4.3 the minimum price which may be paid for an Ordinary share is its nominal value;
- 4.4 this authority shall take effect from 6 August 2008 and shall expire at the conclusion of the Company's next annual general meeting or on the expiry of 15 months following the passing of the resolution, whichever is the earlier; and
- 4.5 the Company may make a contract or contracts to purchase Ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Ordinary shares in pursuance of any such contract or contracts.

**For further information, please contact:**

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