



SPARK VCT 2 plc

Corporate Governance

The Board of SPARK VCT 2 consists of three non-executive Directors, two of whom are independent of the Company's Manager. Jay Patel is associated with the Manager, however, the majority of the Board acts independently of the Manager.

The Board has a formal schedule of matters reserved to it and meets between four and five times each year and on other occasions as required. The Board as a whole is responsible for the appointment of its own members and professional advisers (neither a nominations committee nor a remuneration committee has been appointed as the Directors consider the Board to be small). Other matters specifically reserved to the Board include banking arrangements, proposals for changes to the Articles and related party transactions. In addition, the Board carefully reviews the allocation of investments made by the Manager between the Company and its other managed funds, in accordance with established guidelines. The Board receives the minutes of the investment committee of the Manager that meets weekly to discuss the venture capital portfolio and receives a detailed quarterly report from the Manager, including management accounts and progress reports on the investee companies. Any additional information is supplied on request.

Additionally SPARK VCT 2 has an Audit Committee which reports to the full SPARK VCT 2 Board. The Audit Committee consists of the two independent non-executive Directors, Alan Lamb (Chairman) and Robert Wright. The Audit Committee meets at least twice a year to review the half yearly financial report, annual report and accounts and the terms of appointment of the auditor together with its remuneration. The Company's auditor, Grant Thornton UK LLP, also performs tax services, monitors compliance with Venture Capital Trust provisions and advises on accounting issues. The Audit Committee reviews the need for non-audit services and authorises such on a case-by-case basis, having considerations to the cost effectiveness of the services and the independence and objectivity of the auditor. The Audit Committee has satisfied itself that the auditor is independent and that its objectivity is unimpaired.

The directors at SPARK VCT 2 and a brief description of their responsibilities are as follows:

Robert Wright

Chairman and Independent Director

Robert Wright is Chairman of SPARK VCT 2 and a member of the Audit Committee. He has been involved in the successful creation, development and sale of a number of

businesses as an active entrepreneur and manager. He was part time executive chairman of City Flyer Express Limited, which was sold to British Airways. He is also a director of Positek Limited, an unquoted position sensor business, and non-executive director of Wizzair limited, an airline based in central Europe deploying the low-cost air carrier model.

Robert was appointed to the Board on 30 October 2000.

Jay Patel
Non-Executive Director

Jay Patel is a Director of SPARK Ventures and was part of its founding team in 1999. Jay is currently responsible for the investments in IMI, Skinkers, Unanimis, Complinet, MarketClusters and Gambling Compliance. Previously he was involved in Kobalt, Firebox, elata and mblox. He was previously a Director of NewMedia Investors and held executive positions at UBS Warburg and BSKYB. Jay qualified as a Chartered Accountant with KPMG and holds degrees from INSEAD and the London School of Economics.

He was appointed to the Board of SPARK VCT 2 on 10 March 2008.

Alan Lamb
Independent Director
Chairman of the Audit Committee

Alan Lamb is a non-executive independent director of SPARK VCT 2 and the Chairman of the Audit Committee. Alan has broad experience in the management of technology businesses through formation, organic growth and acquisitions. He founded Flexion, Inc. in 1998 to provide new generation communication systems for smaller businesses. Previously, he founded Airtech Computer Security Limited and was a divisional managing director a Rascal Electronics plc after Airtech was acquired to form a successful group, delivering secure electronic payments solutions. Recently he has focused on developing spin-out companies from UK universities.

Alan was appointed to the Board of SPARK VCT 2 on 30 October 2000.