

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Oxford Technology 3 Venture Capital Trust plc will be held at the Magdalen Centre, Oxford Science Park, Oxford OX4 4GA at 12.00 noon on **Wednesday 27 August 2014** for the following purposes:

To consider and, if thought fit, pass the following Resolutions:

- (1) That the report and accounts for the period to 28 February 2014 be approved.
- (2) That Mr Robin Goodfellow be re-appointed as a Director.
- (3) That James Cowper LLP, Chartered Accountants, be re-appointed as Auditors and that the Directors be authorised to determine their remuneration.
- (4) That the Directors' remuneration report be approved.
- (5) That the Directors' remuneration policy be approved.
- (6) That the Company is generally and unconditionally authorised (pursuant to Article 23 of the Company's Articles of Association) to make market purchases (within the meaning of s693(4) of the Companies Act 2006 ("the Act") of ordinary shares of 10 pence each in the share capital of the Company ("Shares") provided that:
 - (a) the maximum number of Shares hereby authorised to be purchased is 500,000 (representing approximately 7.4 per cent of the issued number of Shares),
 - (b) the minimum price which may be paid for a Share is 10 pence (which amount shall be exclusive of expenses); and
 - (c) the maximum price which may be paid for a Share is 110% of the latest published NAV per share (exclusive of expenses).

This authority shall expire at the Company's annual general meeting in 2015. Pursuant to s701(6) of the Act, the Company may make contracts for the purchase of Shares which would or might be executed wholly or partly after the expiry of the time limit referred to above.

- (7) That the Company continue in being as a Venture Capital Trust.
- (8) In accordance with section 551 of the Companies Act 2006 (the "2006 Act"), to authorise the Directors generally and unconditionally to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.
- (9) Subject to the passing of the resolution 8 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 8, as if section 561(1) of the 2006 Act did not apply to any such allotment.

By Order of the Board
James Gordon
31st July 2014

Notes:

- (1) A member who is entitled to vote at this meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. Such a proxy need not also be a member of the Company. To be valid, a proxy card must be lodged with the Company's Registrar, Capita Registrars plc, PXS1, 34 Beckenham Road, Kent BR3 4ZF, at least 48 hours before the meeting. A proxy card for use by members is attached. Completion of this proxy card will not prevent a member from attending the meeting and voting in person.
- (2) No director has a contract of service with the Company.
- (3) Resolutions 1, 2, 3, 4, 5, 7 & 8 will be proposed as ordinary resolutions. Resolutions 6 & 9 will be proposed as special resolutions.

**Form of Proxy
for the Annual General Meeting convened
for 12.00 noon on Wednesday 27 August 2014**

I/We(BLOCK LETTERS)

of
being a member of Oxford Technology 3 Venture Capital Trust plc (“the Company”) hereby appoint the Chairman of the meeting or (note 2) as my proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on Wednesday 27 August 2014 and at any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the resolutions set out in notice of meeting (note 1):

	Resolution No.	For	Against	Withheld
1.	Approval of accounts.			
2.	Re-appointment of Mr Robin Goodfellow as a Director.			
3.	Approval of the appointment of James Cowper LLP and authorisation of Directors to fix remuneration.			
4.	Approval of the Directors’ remuneration report.			
5.	Approval of the Directors’ remuneration policy.			
6.	Approval of authority to make purchases of own shares.			
7.	Company to continue as a Venture Capital Trust.			
8.	Approval of Directors authority to allot shares			
9.	Approval of issues of shares on non-rights issue basis			

Dated thisday of....., 2014

Signature.....

Notes

1. Please indicate how you wish your vote to be cast. If you do not indicate how you wish your proxy to use your vote on any particular matter, the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting. The proxy will act as he thinks fit in relation to any other business arising from the meeting (including any resolution to adjourn the meeting).

2. If you prefer to appoint some other person or persons as your proxy, strike out the words “the Chairman of the Meeting or ”, and insert in the blank space the name or names preferred and initial the alteration. A proxy need not be a member of the Company.

3. The ‘Vote Withheld’ option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes ‘For’ and ‘Against’ a resolution.

4. If the member is a corporation, this Form of Proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.

5. To be effective, this Form of Proxy must be completed, signed and must be lodged (together with any power of attorney or duly certified copy thereof under which this Form of Proxy is signed) with the Company’s registrars, **Capita Registrars plc, PXS1, 34 Beckenham Road, Kent BR3 4ZF, not less than 48 hours before the time appointed for the meeting.**