

Oxford Technology 3 Venture Capital Trust Plc

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 11am (or as soon as possible thereafter following the close of the AGMs for Oxford Technology VCT plc and Oxford Technology 2 VCT plc) on Wednesday 26th August 2015 for the following purposes:

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

ORDINARY RESOLUTIONS

1. That the Annual Report and Accounts for the period to 28 February 2015 be approved.
2. That the Directors' Remuneration Report be approved.
3. That the Directors' Remuneration Policy be approved.
4. That Mr Robin Goodfellow who retires at the Annual General Meeting by rotation in accordance with Article 139 of the Company's Articles of Association, be re-appointed as a Director.
5. That Mr Alex Starling who retires at the Annual General Meeting in accordance with Article 146 of the Company's Articles of Association, be re-appointed as a Director.
6. That Mr David Livesley who retires at the Annual General Meeting in accordance with Article 146 of the Company's Articles of Association, be re-appointed as a Director.
7. That Mr Richard Roth who retires at the Annual General Meeting in accordance with Article 146 of the Company's Articles of Association, be re-appointed as a Director.
8. That James Cowper Kreston, Chartered Accountants, be re-appointed as Auditors and that the Directors be authorised to determine their remuneration.
9. That the Company continue in being as a Venture Capital Trust.
10. In accordance with section 551 of the Companies Act 2006 (the "2006 Act"), that the Directors generally and unconditionally be authorised 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.

SPECIAL RESOLUTIONS

11. 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 5% above the average market value of the [Company's equity shares](#) for the 5 [business days](#) prior to the day the purchase is made (exclusive of expenses).This authority shall expire at the Company's annual general meeting in 2016. 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.
12. Subject to the passing of the resolution 10 and in accordance with section 570 of the 2006 Act, that 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 10, as if section 561(1) of the 2006 Act did not apply to any such allotment.
13. That the share premium account of the Company be cancelled.

By Order of the Board
James Gordon

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 Asset Services, 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. Resolutions 1 to 10 will be proposed as ordinary resolutions. Resolutions 11 to 13 will be proposed as special resolutions.

Form of Proxy
for the AGM convened for 11am on Wednesday 26 August 2015

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 26 August 2015 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 | Approval of Directors Remuneration Report. | | | |
| 3 | Approval of Directors Remuneration Policy. | | | |
| 4 | Re-Appointment of Mr Robin Goodfellow as a Director | | | |
| 5 | Re-Appointment of Mr Alex Starling as a Director | | | |
| 6 | Re-Appointment of Mr David Livesley as a Director | | | |
| 7 | Re-Appointment of Mr Richard Roth as a Director | | | |
| 8 | Appointment of James Cowper Kreston as auditor | | | |
| 9 | Continuation as VCT | | | |
| 10 | Approval of Directors authority to allot shares | | | |
| 11 | Approval of market purchases | | | |
| 12 | Approval of issues of shares on non-rights issue basis | | | |
| 13 | Cancellation of share premium account | | | |

Date thisday of....., 2015

Signature.....

If you are unable to attend the AGM and wish to pass on any comments to the Board, please use the box below:

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 Asset Services, 34 Beckenham Road, Kent BR3 4ZF not less than 48 hours before the time appointed for the meeting.**