Oxford Technology 3
Venture Capital Trust plc

Financial Statements

For the year ended 28 February 2011

Contents

Financial highlights

	Year ended 28 February 2011	**Year ended 28 February 2010**
Net assets at year end	**£4.68m**	**£5.44m**
Net asset value per share at year end after distributions	**73p**	**90p**
Cumulative dividend (gross) from incorporation	**10p**	**0p**
Share price at year end	**54p**	**50p**
Loss per share (basic & diluted)	**(6.6)p**	**(2.0)p**

Statement on behalf of the Board

Investment Portfolio

OT3 has a portfolio of 23 investees and several of these are making good or excellent progress and have the potential to become stars and deliver significant returns to OT3 shareholders. In July 2010 OT3 paid a dividend of 10p per share, following the sale of Bioanalab to Millipore. After paying this dividend, which reduced net assets per share by 10p, the net asset value per share was 73p on 28 February 2011, compared to 90p per share on 28 February 2010. The earnings per share in the year to 28 February 2011 were (6.6)p compared to (2.0)p in the year to February 2010. These figures result from the changes to the valuations of the investments during the year as shown in the table on page 5, with some investments being valued upwards and some being downvalued based on their performance.

Glide Pharma is developing a solid dose injector, a means of giving an injection in solid form and without the use of a needle. This company has great potential, but has found large pharma companies unwilling to sign up until they can be confident that manufacturing at scale can be achieved. Glide has therefore experienced a delay to its original programme, while it develops a manufacturing method for its implants which can be used at scale.

OT3 owns 27.6% of Telegesis which supplies Zigbee modules. The Zigbee communications protocol is becoming ever more widely used and Telegesis sales have increased to c £200,000 per month, approximately double those of a year ago.

OT3 invested in Ixaris when the company was founded in 2002 when the company consisted of the three founders with an idea. OT3 owns 8.8% of the equity. Ixaris Systems has developed a means of making payments securely on line and internationally. The first sales were achieved in 2004. Sales have since grown strongly and increased from £4.5m in the year to December 2009 to c£8m in the year to December 2010. Datacash Group Plc, a similar company was sold for 9x sales in summer 2010.

OT3 owns 3.8% of Insense which has developed a range of two-part active wound-healing dressings; the two parts combine at the wound surface to produce a low flux of iodine, which keeps the wound clean, and oxygen, which stimulates the natural wound-healing processes. The NHS currently purchases c £25,000 per month of these dressings. It is hoped that these sales will grow. The wound dressings are now managed within a partnership, Archimed, in which in which Insense owns 49%.

Insense has also developed other two-part therapies for the treatment of various skin conditions. One of these appears to offer a more effective cure for a common foot ailment than the existing treatments in this market. It is likely that this opportunity will be exploited either by licensing to a large company or by establishing a new company with its own specialist management.

OT3 owns 2.6% of Select Technology whose sales are beginning to grow. Select supplies specialist software which sits inside Ricoh Multi Function Devices (Ricoh is the world's largest manufacturer of MFDs). The software enables Ricoh's MFDs to interface with other applications (such as paper management and accounting systems) and this in turn is often the reason why customers will purchase a Ricoh MFD rather than one from another manufacturer.

OT3 owns 14% of Inscentinel which has developed a trace vapour detection system using the exquisitely sensitive olfactory sense of bees. Inscentinel has been seeking to partner with a large defence company, but has so far not managed to achieve a partnership. But it has demonstrated the ability to detect odours at low concentrations.

OT3 owns 2.8% of AIM listed Scancell Holdings plc. Scancell's lead programme, a DNA vaccine for metastatic melanoma, entered Phase 1 clinical trials in 2010 in late stage (stage IV) melanoma patients. Following approval by GTAC and the MHRA, it recently opened a fourth trial centre in the UK, and was granted approval to begin treating earlier stage (stage III) cancers. In addition, the Cohort Review Committee has just approved dose escalation in patients - an important part of the clinical trials process that begins only after safety at lower doses has been evaluated.

Investment Policy & Fundraising

The Company has built a balanced portfolio of investments with the following characteristics:
- unlisted, UK based, science, technology and engineering businesses
- investments typically in the range of £100,000 to £500,000
- generally located within approximately 60 miles of Oxford

After the year end, the Company raised equity by the issue and allotment of ordinary shares of 10 pence each ("Shares"). 265,619 Shares were allotted at 78 pence on 4 April 2011. A further 83,484 Shares were allotted at the same price on 28 April 2011. None of these Shares were allotted to Directors. The issue of these Shares is a post balance sheet event and is not reflected in the Net Asset Value figures. This will enable the Company to offer modest support to its investee companies in their additional fundraising rounds.

Results for the year

Interest on bank deposits and investee loans produced gross income of £2,000 (2010: £3,000) in the year. The loss for the year was £423,000 (2010: loss of £123,000) and earnings per share for the year showed a loss of 6.6p (2010: loss of 2.0p). The graph on page 12 shows the historical Net Current Assets and other investments per share. Together, these two figures make up the total Net Asset Value per share. The graph also shows cumulative dividends paid to date.

AGM

Shareholders should note that the AGM for Oxford Technology 3 VCT (OT3) will be held on Wednesday 6th July 2011, at the Magdalen Centre, Oxford Science Park, starting at 12.00 noon and will include presentations by some of the companies in which the Oxford Technology VCTs have invested. A formal Notice of AGM has been included at the back of these Accounts together with a Form of Proxy for those not attending.

Richard Vessey
Chairman
6 June 2011

Table of investments held by company at 28th February 2011

Company	**Description**	**Date of initial investment**	**Net cost of investment £'000**	**Carrying value at 28/02/11 £'000**	**Change in value for the year £'000**	**% equity held by OT3VCT**
Scancell	Cancer therapeutics	Dec 03	325	323	191	2.8
Insense	Wound healing	May 03	317	175	68	3.7
WEP	Drug pegylation	Nov 02	295	32	(73)	4.8
Telegesis	Zigbee technology	Oct 03	250	652	-	27.6
Glide Pharma	Needle-free injector	Nov 03	200	928	(620)	6.7
ImmunoBiology	Novel vaccines	May 03	175	56	(196)	8.0
Metal Nanopowders	Production of metal nanopowders	Nov 02	153	10	-	20.0
Inscentinel	Vapour detection	Mar 04	113	67	-	14.3
Ixaris	Internet payments	Aug 02	110	1,405	574	8.8
Equitalk/X-Fone	Internet telecoms	Jan 03	102	60	31	<0.1
Orthogem	Bone graft material	Dec 04	92	36	14	3.4
OST	Sensors for car production lines	Sep 04	85	13	-	5.3
Concurrent Thinking	High performance computing systems	Mar 03	80	9	(72)	1.4
Promic	Novel antibiotics	Nov 02	75	10	(14)	0.3
Dataflow	Accountancy software	Jul 02	70	68	(5)	18.5
Inaplex	Data transformation software	Mar 03	58	19	-	13.3
Select Technology	Specialist photocopier interfaces	Nov 04	47	20	(21)	2.6
Invro	Low power electronics	Apr 04	40	20	-	33.1
Plasma Antennas	Solid state directional antennas	Sep 04	33	34	20	0.7
Streamline Computing	Cluster computing	Nov 09	25	13	12	1.4
Allinea Software	Parallel computing software tools	May 09	15	22	-	2.3
Arecor	Protein stabilisation	Jul 07	14	37	16	0.7
Totals			2,674	4,009	(75)	
Other Net Assets				670		
NET ASSETS				**4,679**		

Number of shares in issue: 6,436,130
Net Asset Value per share at 28 February 2011: 73p
Dividends per share paid to date: 10p

This table shows the current portfolio holdings. The investments in Coraltech, Datasoft Medical, IFM, Im-Pak, Novarc, Ciphergird, ReviveR and Freehand Surgical totalling £2,248,316 have been written off. The investments in Avidex, BioAnaLab, Commerce Decisions and MET have been sold for £1,615,595.

Board of Directors

Richard Vessey, age 62, Chairman

Richard joined the Board of Oxford Technology 3 Venture Capital Trust on 13 July 2006. His education is as a chemical engineer from Imperial College and MBA from Harvard, and his early career was in manufacturing companies, becoming Sales and Marketing Director of Plastic Engineers Ltd. In 1984 he left the conventional career path and founded Bell Plastics Ltd, a specialist plastics manufacturing business which was sold in 2004 to a private equity fund, of which he is currently a director, and which is building a portfolio of niche plastic companies. Richard is now Chairman of OST, an OT3 investee company and is also an active member of the UK Shareholders Association. Richard Vessey is also an investor in Telegesis, Equitalk, Plasma Antennas, Glide Pharma, WEP and Select Technology from the OT3 portfolio.

Lucius Cary OBE, age 64, Director

Lucius is the founder and managing director of Oxford Technology Management Ltd (OTM), which has specialised in making and managing investments in start-up technology-based businesses since 1983. He has a degree in engineering and economics from Oxford University, an MBA from Harvard Business School and was an engineering apprentice at the Atomic Energy Research Establishment, Harwell. After forming and raising finance for his first business in 1972, he founded “Venture Capital Report” in 1978 and was its managing director for 17 years. In March 1996, he sold all his shares and became chairman so reducing his day-to-day involvement in order to concentrate more fully on OTM’s investment activities. By 2005, OTM had managed or advised ten seed capital funds, including the Oxford Technology VCTs which, between them, have made some 100 investments in early stage and start-up technology companies. In 2003, he was awarded an OBE for services to business and in 2004 was awarded the Judges Award at Investors Allstars, for his contribution over many years to early stage investing. Lucius Cary is an investor in Select Technology from the OT3 portfolio.

Conflicts of Interest

The Board has always considered carefully all cases of possible conflicts of interest, as and when they arise. For example, every time one of the OTVCTs makes an investment in which another OTVCT is an investor, there is a potential conflict of interest. The general policy is that there is complete transparency and all interests in every situation are declared and known to all, so that practical and sensible decisions can be taken.

Report of the Directors

The directors present their report together with financial statements for the year ended 28 February 2011.

Principal activity

The company commenced business in April 2000. The company invests in start-up and early stage technology companies in general located within 60 miles of Oxford.

Business review

There was a net loss for the period after taxation amounting to £423,000 (2010: loss of £123,000). The profit and loss account comprises income of £2,000 (2010: £169,000) less unrealised loss on fair value of investments of £245,000 (2010: loss of £135,000) less loss on disposal of investments £32,000 (2010: gain of £166,000) less management and other expenses of £148,000 (2010: £157,000).

Directors

The present membership of the board, and their beneficial interests in the ordinary shares of the company at 28 February 2011 and at 28 February 2010, are set out below:

Name	2011	2010
R C Vessey	**226,050**	**226,050**
J L A Cary	**64,096**	**77,990**

Except as disclosed in notes 2 & 3 and set out below, no director had, during the period or at the end of the period, a material interest in any contract which was significant in relation to the company's business. No Director or their families have sold shares during the year. The adjustment for JLA Cary relates to shares for his children who are no longer under 18.

Michael O'Regan and John Jackson also served as Directors during the year, but resigned on 23rd September 2010.

Corporate governance

The company has complied throughout the period with the provisions in Section 1 of the Combined Code on Corporate Governance (the "Code"), except that the Board as a whole performs the functions of both the Audit Committee (Code B.2.1) and the Nomination Committee (Code A.3.3). The Directors do not have formalised service contracts with the company, whereas the recommendation is for fixed term renewable contracts.

The Board confirms that procedures to implement the Turnbull guidance were in place throughout the year ended 28 February 2011. The Board acknowledges that it is responsible for the Company's system of internal control and for reviewing its effectiveness. Such a system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board will now consist of two non-executive directors. JLA Cary represents the Investment Manager and Richard Vessey is the independent Chairman. The Board has put in place corporate governance arrangements which it believes are appropriate to a Venture Capital Trust and which will enable the company to operate within the spirit of the Code.

The Board meets regularly, at least four times a year and between these meetings maintains contact with the Investment Manager. The Investment Manager prepares a written report on the performance of the fund in advance of Board meetings and this is circulated to all members of the Board. In addition, the directors are free to seek any further information they consider necessary. All directors have access to the Company Secretary and independent professionals at the Company's expense. The Code states that the Board should have a formal schedule of matters specifically reserved to it for decision, to ensure that the direction and control of the company is firmly in its hands. This is achieved by a management agreement between the company and its Investment Manager which sets out the matters over which the Investment Manager has authority and the limits above which Board approval must be sought. All other matters are reserved for the approval of the Board. The Board ensures the independence and objectivity of the external auditors. This includes reviewing the nature and extent of non-audit services supplied by the external auditors to the company, seeking to balance objectivity and value for money. None of the directors has a service contract with the company. The Articles of Association require that one third of the directors (or the number nearest one third) on a rotation basis will be subject to re-election procedures at subsequent Annual General Meetings.

Key Performance Indicators

The Board has a number of performance measures to assess the company's success in meeting its objectives. Performance, measured by the change in NAV and total return per share, is also measured against the FTSE All-Share index. This is shown in the graph on page 12 of the Directors' Remuneration Report. This index has been adopted as an informal benchmark.

The review of the investment portfolio, on page 3 includes a review of the company's activities and future prospects.

Financial Risk Management Objectives and Policies

Investment risk - The majority of investments are early stage unquoted companies which are VCT qualifying holdings. This inherently entails a higher level of risk and lower liquidity than investments in large quoted companies. The directors seek to reduce this risk by considered selection of new and continued monitoring of existing investee companies.

Financial risk - The company is exposed to market price risks, credit risk, liquidity risk, fair value and cash flow interest rate risks. All of the Company's income and expenditure is denominated in sterling and hence the Company has no foreign currency risk. The Company does not use derivative financial instruments.

Regulatory risk - The Company is required to comply with the Companies Act, the rules of the UK Listing Authority and United Kingdom Accounting Standards.

Internal control

The directors are responsible for the company's system of internal control. The Board has adopted an internal operating and strategy document for the company. This includes procedures for the selection and approval of investments, the functions of the Investment Manager and exit and dividend strategies. Day to day operations are delegated under agreements with the Investment Manager who has established clearly defined policies and standards. These include procedures for the monitoring and safeguarding of the company's investments and regular reconciliation of investment holdings. This system of internal control, which includes procedures such as physical controls, segregation of duties, authorisation limits and comprehensive financial reporting to the Board, is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. The Board has considered the need for an internal audit function but has decided that the size of the company does not justify it at present. However, it will keep the decision under annual review. The Board has reviewed, with its Investment Manager, the operation and effectiveness of the company's system of internal control for the financial period and the period up to the date of approval of the financial statements. The Board has continued to prepare the financial statements in accordance with UK Financial Reporting Standards rather than International Financial Reporting Standards. This is permitted as the financial statements present the results of an individual company rather than a group.

Statement as to Disclosure of Information to Auditors

So far as the directors are aware, there is no relevant audit information (as described in Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Relations with shareholders

The company values the views of its shareholders and recognises their interest in the company's strategy and performance, Board membership and quality of management. The company's website provides information on all of the company's investments, as well as other information of relevance to shareholders (www.oxfordtechnology.com).

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they have adopted the going concern basis in preparing the financial statements.

Substantial shareholders

At 28 February 2011, the company has been notified of two investors whose interest exceeds three percent of the company's issued share capital (Richard Vessey (Chairman), 3.5%; Oxfordshire County Council Pension Fund 9.2%). The company has several investors, all individuals, who with their families have invested £100,000 or more in the shares of the company. The Directors shareholdings are listed above.

Policy for Payment of Creditors

The company's policy is to pay creditors within the normal terms of the invoice, which usually means immediately.

Auditors

James Cowper LLP offer themselves for reappointment in accordance with Section 489 of the Companies Act 2006.

On behalf of the Board
JLA Cary - 6 June 2011

Directors' responsibilities for the financial statements

Company law in the UK requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the entity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for ensuring that the directors' report and other information included in the annual report is prepared in accordance with company law in the United Kingdom. They are also responsible for ensuring that the annual report includes information required by the Listing Rules of the Financial Services Authority.

The maintenance and integrity of the web site is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the information contained in the financial statements since they were initially presented on the web site.

Legislation in the United Kingdom governing the preparation and dissemination of the financial statements and other information included in annual reports may differ from legislation in other jurisdictions.

Directors' remuneration report

The Board has prepared this report in accordance with the requirements of Schedule 7A to the Companies Act 2006. An ordinary resolution for the approval of this report will be put to the members at the forthcoming Annual General Meeting. The law requires the company's auditors to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such.

Directors' fees and the company's policy on such fees

The Board consists solely of two non-executive directors. JLA Cary represents the Investment Manager and Richard Vessey is the independent chairman. Since the company is a Venture Capital Trust with no executive directors, there are certain relaxations of the Code permitted to the company under the Listing Rules of the Financial Services Authority. Accordingly, there is no separate remuneration committee and the Board performs collectively the duties of the committee. The Board's policy is that the remuneration of non-executive Directors should be sufficient to reflect the duties and responsibilities of the Directors and the amount of time committed to the company's affairs. The Articles of Association of the company state that no Director can be paid more than £50,000 without an ordinary resolution of the shareholders.

The company's investment manager is Oxford Technology Management Ltd, a company of which JLA Cary is a director and the controlling shareholder. The Investment Management fee is laid out in the prospectus dated 12 February 2002 and in the more recent Investment Memorandums and the fee payments for the years ended 28 February 2011 and 28 February 2010 are laid out in note 2 to the financial statements.

As detailed in the company prospectuses dated 12 February 2002 and in the more recent Investment Memorandums, once investors have received a return of 100% of the gross sums invested by way of dividends and capital distributions, a performance incentive fee (expressed as a percentage of all distributions thereafter) will be payable as to 15 per cent of such distributions to the Investment Manager collectively and 5 per cent of such distributions to the directors collectively.

Directors' rights of tenure

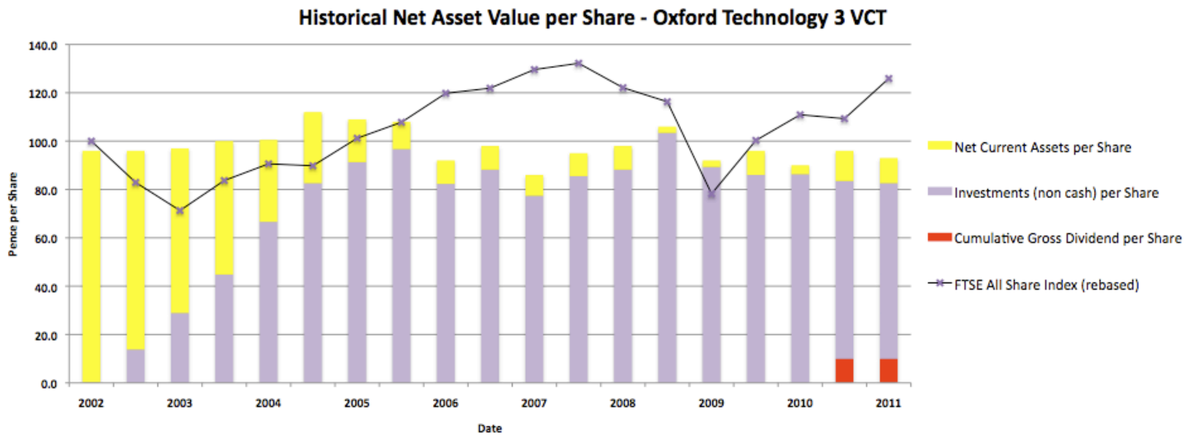
No director has a service contract with the company. At each AGM one of the directors is obliged to retire and offer themselves for re-election by shareholders. At the AGM for the current year, Richard Vessey will retire and offer himself for re-election. There is no notice period and no provision for compensation upon early termination of the appointment of any director.

Company's performance compared to a suitable index

The Board is responsible for the company's investment strategy and performance, although the creation, management and monitoring of the investment portfolio is delegated to the Investment Manager, as described in the prospectus dated 12 February 2002.

The graph below compares the performance of the company with the performance of the FTSE All-Share index over the period from 28 February 2002 to 28 February 2011. It shows the change over the period in the total return to ordinary shareholders (assuming all dividends are reinvested) compared to the change over the period in total shareholder return on a notional investment of the same composition as the FTSE All-Share Index.

This index was chosen as it represents a comparable broad equity market index. The net asset value per share (NAV) of the company has been selected as the most appropriate performance measure, as this best reflects progress of the investments made by the company; shareholders will ultimately realise value on disposal of these investments. All measures are rebased to 100 at the start date of the period. An explanation of the performance of the company is given in the Statement on behalf of the Board.



Directors' emoluments for the year

The information in this part of the report has been audited by the company's auditors.

The Directors' fees for the year were £10,000 (2010: £8,000):

	2011 £000	2010 £000
RC Vessey (Chairman)	7.5	2
JLA Cary	2.5	2
Other Directors	-	4
	10	8

The directors are not eligible for pension benefits, share options or other benefits.

On behalf of the Board
Richard Vessey
Chairman
6 June 2011

Report of the independent auditors

We have audited the financial statements of Oxford Technology 3 Venture Capital Trust Plc for the year ended 28 February 2011 which comprise the profit and loss account, balance sheet, cashflow statement, accounting policies and related notes. We have also audited the information set out in the Directors' Remuneration Report that is described as having been audited. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKP.

Opinion on Financial Statements

In our opinion the financial statements:

- Give a true and fair view of the state of the company's affairs as at 28 February 2011 and of its loss for the year then ended;

- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and

- Have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matters Prescribed by the Companies Act 2006

In our opinion:

- The part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006

- The information given in the Chairman's Statement and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- The information given in the Corporate Governance statement with respect to internal control and risk management systems and about share capital structures is consistent with the financial statements;

Matters on which we are Required to Report by Exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

- The financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or

- Certain disclosures of director's remuneration specified by law are not made; or

- We have not received all the information and explanations we require for our audit.

Under the listing rules we are required to review:

- The information given in the Report of the Directors in relation to going concern

- The part of the Corporate Governance statement relating to the Company's compliance with the nine provisions of the June 2008 Combined Code specified for our review.

Mr Alexander Peal (Senior Statutory Auditor)
For and on behalf of
James Cowper LLP
Chartered Accountants and Statutory Auditors
Oxford
1 June 2011

Principal accounting policies

Basis of Preparation

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investments. The financial statements have been prepared in accordance with applicable accounting standards and with the Statement of Recommended Practice 'Financial statements of investment trust companies' issued in 2009. The principal accounting policies of the company are set out below.

Investments

The company invests in financial assets with a view to profiting from their total return through income and capital growth. These investments are managed and their performance is evaluated on a fair value basis. Accordingly as permitted by Financial Reporting Standard 26 (FRS 26) the investments are designated as fair value through profit and loss. Unrealised gains or losses on valuation are recognised through the profit and loss account.

Valuation of Investments

Quoted investments are stated at the bid price. Unquoted investments are stated at fair value, where fair value is estimated after following the guidelines laid down by the International Private Equity and Venture Capital Guidelines. The Directors' policy is to initially state investments at cost and then to review the valuation every three months. The Directors' may then apply an appropriate methodology which, as far as possible, draws on external, objective market data such as where fair value is indicated by:

- a material arms length transaction by a third party in the shares of the company, with discounting for more junior asset classes, and reviewed for impairment; or

- a suitable revenue or earnings multiple where the company is well established and generating maintainable profits. The multiple will be based on comparable listed companies but may be discounted to reflect a lack of marketability; or

- the net assets of the business.

Where such objective data is not available the Directors' may choose to maintain the value of the company as previously stated or to discount this where indicated by underperformance against plan.

During the year ended 28 February 2006 the directors revoked the Investment Company status to enable distributions of capital profits to shareholders. Consequently the accounts have been prepared to include a statutory profit and loss account and a note of historical profits and losses in accordance with schedule 4 of the Companies Act 2006 and Financial Reporting Standard 3 (FRS 3).

The directors consider that this basis of valuation of unquoted investments is consistent with the International Private Equity and Venture Capital Guidelines.

Turnover

Turnover represents realised gains on the disposal of investments along with interest receivable on cash deposits. Dividends receivable on unquoted equity shares are brought into account when the company's right to receive payment is established and there is no reasonable doubt that payment will be received. Dividends receivable on quoted equity shares are brought into account on the ex-dividend date.

Fixed returns on debt securities and non-equity shares are recognised on a time apportionment basis so as to reflect the effective yield on the debt securities and shares, provided there is no reasonable doubt that payment will be received in due course. Interest receivable from cash and short term deposits are accrued to the end of the year.

Expenses

All expenses are accounted for on an accruals basis. All expenses are charged through the profit and loss account except as follows:

- those expenses which are incidental to the acquisition of an investment are included within the cost of the investment

- expenses which are incidental to the disposal of an investment are deducted from the disposal proceeds of the investment.

Deferred Tax

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the company meets (and intends to continue for the forseeable future to meet) the conditions for approval as a Venture Capital Trust. The HMRC has approved the company as a Venture Capital Trust for the purpose of Section 247 of the Income and Corporation Taxes Act 2007. The approval was given in the financial period ended 28 February 1998 and the company has subsequently directed its affairs so as to enable it to continue to be so approved.

Earnings per Share

The calculation of earnings per share for the period is based on the profit attributable to shareholders divided by the weighted average number of shares in issue during the period.

Profit and loss account
for the year ended 28 February 2011

	Note	Year ended 28 February 2011 £'000	Year ended 28 February 2010 £'000
Gain/(Loss) on disposal of investments held at fair value	1	(32)	166
Unrealised (loss)/gain on fair value of investments	7,11	(245)	(135)
Other income	1	2	3
Investment management fees	2	(109)	(122)
Other expenses	3	(39)	(35)
(Loss)/profit on ordinary activities before tax	4	(423)	(123)
Taxation on (loss)/profit on ordinary activities	5	-	-
(Loss)/profit on ordinary activities after tax		(423)	(123)
Earnings per share (basic and diluted)	6	(6.6)p	(2.0)p

Historic cost profits and losses note

	2011	2010
(Loss)/profit for the year	(423)	(123)
Unrealised loss/(gain) on fair value of investments	245	135
Loss/(profit) on disposal of investments held at fair value	32	(166)
Profit/(loss) on disposal of investments held at historical value	(368)	207
Historical cost (loss)/profit before tax	(514)	53
Historical cost (loss)/profit after tax	(514)	53

The accompanying accounting policies and notes form an integral part of these financial statements

Balance sheet at 28 February 2011

		28 February 2011		28 February 2010	
	Note	**£000**	**£000**	**£000**	**£000**
Fixed assets					
Investments at fair value	7		4,009		4,317
Current assets					
Other debtors & prepayments	8	2		7	
Cash at bank		700		1,118	
		702		1,125	
Creditors: amounts falling due within one year	9	(32)		(7)	
Net current assets			670		1,118
Net assets			4,679		5,435
Capital and reserves					
Called up share capital	10		644		607
Share premium	11		495		220
Profit and loss account	11		2,928		4,086
Unrealised capital reserve	11		612		522
Shareholders' funds	12		4,679		5,435
Net asset value per share			73p		90p

These financial statements were approved by the directors on 6 June 2011.

JLA Cary
Director
6 June 2011

Cash flow statement
for the period ended 28 February 2011

	Note	2011 £000	2010 £000
Net cash (outflow) from operating activities	13	(116)	(367)
Capital expenditure and financial investment			
Purchase of investments		(166)	(276)
Disposal of investments		197	1,154
Net cash (outflow) from capital expenditure and financial investment		31	878
Net cash outflow before financing		(85)	511
Financing			
Issue of Shares		327	261
Expenses paid in connection with share issue		(16)	(15)
Net cash inflow from financing		311	246
Dividends Paid		(644)	-
Increase/(Decrease) in cash		(418)	757

The accompanying accounting policies and notes form an integral part of these financial statements.

Notes to the financial statements
for the year ended 28 February 2011

1 Income

	2011 £000	2010 £000
Interest receivable	2	3
Profit / (Loss) on disposal of investments	(32)	166
	(30)	169

2 Investment Management Fees

	£000	£000
Investment management fee (see below)	109	122
	109	122

Related Party disclosure - JLA Cary is a director of Oxford Technology Management Ltd and of Oxford Technology 3 Venture Capital Trust Plc. OTM is the Investment Manager to the company. During the year OTM charged management fees of £109,000. There were no employees during the year except for the directors.

3 Other Expenses

	2011 £000	2010 £000
Directors' remuneration (see report on page 7)	10	8
Social security costs	-	(9)
Auditors' remuneration : audit services	5	5
: non-audit services	-	3
Other expenses	24	28
	39	35

4 Operating Profit

	2011 £000	2010 £000
The operating profit is stated after charging:		
Auditors' remuneration - audit services	5	5
- non audit services	-	3
Directors'remuneration	10	8
	15	16

5 Tax

No liability to UK corporation tax arose during the year.

	£000	£000
UK Corporation tax	-	-

The tax charge for the year is different to the small profits rate of corporation taxation in the UK of 21.0% (2010: 21.0%). The differences are explained below:

	£000	£000
(Loss) on ordinary activities before taxation	(423)	(123)
	=====	=====
At standard rate of taxation	(89)	(26)
Costs not chargeable to corporation tax	89	26
	_____	_____
Current tax credit for year	_	_
	=====	=====

Unrelieved management expenses of £829,866 (2010: £688,822) remain available for offset against future taxable profits.

6 Earnings Per Share

The calculation of earnings per share (basic and diluted) is based on the net loss for the financial period of £423,000 (2010: loss of £123,000) divided by the weighted average number of shares of 6,405,819, (2010: 6,050,605) in issue during the year. There are no potentially dilutive capital instruments in issue and therefore no diluted return per share figures are relevant. The basic and diluted earnings per share are therefore identical.

7 Investments

	2011 £000	2010 £000
Cost		
As at 1 March 2010	3,871	4,789
Purchases at cost	169	276
Redeemed / disposed during the year	(568)	(1,194)
	_____	_____
As at 28 February 2011	3,472	3,871
Revaluation		
As at 1 March 2010	446	374
Revaluation movement	91	72
	_____	_____
	537	446
	=====	=====
Net book value		
As at 1 March 2010	4,317	5,163
	_____	_____
As at 28 February 2011	4,009	4,317
	=====	=====

Details of unlisted investments in which OT3 owns more than 20% are set out below with reference to their most recent published accounts. All companies are incorporated and operate in the UK.

Name of undertaking	Class of shares held	Percentage of voting rights held by company %	Percentage of voting rights held by other OT Funds %	Capital and reserves £000	Retained profit/(loss) for year £000
Telegesis[1]	Ordinary	27.6	16.4	187	2
Invro[1]	Ordinary	33.1	-	(2)	(7)

As shown above, certain of the company's unlisted investments entitle the company to more than 20% of the voting rights in the investee company. The Board does not consider that these investments fall within the definition of associated undertakings since the company does not exercise significant influence over the operating and financial policies of the investee companies.

Most recent published accounts:

1. For the year ended 31 March 2010.

8 Debtors

	2011 £000	2010 £000
Prepayments and accrued income	2	7
	=====	=====

9 Creditors: amounts falling due within one year

	£000	£000
Other creditors	5	5
Director's Fees Accrual	-	2
Investment Management Fee Accrual	27	-
	=====	=====
	32	7

10 Share Capital

	£000	£000
Authorised		
15,000,000 ordinary shares of 10p each	1,500	1,500
Allotted, called up and fully paid		
6,436,130 (2010: 6,072,397) ordinary shares of 10p each	644	607
	=====	=====

11 Reserves

	Share Premium Account £000	Unrealised Capital Reserve £000	Profit and Loss Account £000
At 1 March 2010	220	521	4,086
(Loss)/Profit for the period	-	-	(423)
Unrealised (losses)/gains	-	(245)	245
Issue of share capital	291	-	-
Cost of share issue	(16)	-	-
Dividends	-	-	(644)
Transfer between reserves	-	336	(336)
As at 28 February 2011	495	612	2,928

12 Reconciliation of movements in shareholders' funds

	2011 £000	2010 £000
Result for the period	(423)	(123)
Issue of share capital	327	261
Cost of share issue	(16)	(15)
Dividends paid	(644)	-
Net (decrease)/increase in shareholders' funds	(756)	123
Shareholders' funds at beginning of year	5,435	5,312
Shareholders' funds at end of year	4,679	5,435

13 Reconciliation of net revenue before taxation to net cash outflow from operating activities

	2011 £000	2010 £000
Operating (loss)/profit	(423)	(123)
Increase/(decrease) in creditors	25	(208)
(Increase)/decrease in debtors	5	(5)
Unrealised loss/(gain) on investments	245	135
Realised (gain) on investments	32	(166)
Net cash (outflow) from operating activities for the year	(116)	(367)

14 Financial Instruments

Other than its investments in unquoted companies, the company has cash and a small amount of debtors and creditors through which it finances its activities. The risk faced by these instruments, such as interest rate risk or liquidity risk is considered to be minimal due to their nature. All of these are carried in the accounts at face value. There is no difference between these values and the fair values of the financial instruments.

15 Capital Commitments

The company had no commitments at 28 February 2011 or 28 February 2010.

16 Contingent Liabilities

The company had no contingent liabilities at 28 February 2011 or 28 February 2010.

17 Post Balance Sheet Events

After the year end, the Company raised equity by the issue and allotment of ordinary shares of 10 pence each (“Shares”). 265,619 Shares were allotted at 78 pence on 4 April 2011. A further 83,484 Shares were allotted at the same price on 28 April 2011. None of these Shares were allotted to Directors. The issue of these Shares is a post balance sheet event and is not reflected in the Net Asset Value figures. This will enable the Company to offer modest support to its investee companies in their additional fundraising rounds.

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 6th July 2011 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 2011 be approved.

(2) That Mr Richard Vessey 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 and Chairman.

(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 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 7.8 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 2012. 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.

(6) That the Company continue in being as a Venture Capital Trust.

(7) In accordance with section 551 of the Companies Act 2006 (the "2006 Act"), to authorise the Directors generally and unconditionally 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.

(8) Subject to the passing of the resolution 7 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 7, as if section 561(1) of the 2006 Act did not apply to any such allotment.

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 Registrars plc, c/o Oxford Technology 3 VCT plc, Magdalen Centre, Oxford Science Park, Oxford OX4 4GA 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 1,2,3,4,6 & 7 will be proposed as ordinary resolutions. Resolutions 5 & 8 will be proposed as special resolutions.

Form of Proxy
for the Annual General Meeting convened
for 12.00 noon on Wednesday 6 July 2011

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 6 July 2011 and at any adjournment thereof.

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

	Resolution No.	For	Against	Withheld
1	Approval of accounts			
2	Re-appointment of Mr Richard Vessey as a Director and as Chairman			
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 authority to make purchases of own shares			
6	Company to continue as a Venture Capital Trust			
7	Approval of Directors authority to allot shares			
8	Approval of issues of shares on non-rights issue basis			

Date this ....day of.., 2011

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, c/o Oxford Technology 3 Venture Capital Trust plc, Magdalen Centre, Oxford Science Park, Oxford OX4 4GA, not less than 48 hours before the time appointed for the meeting.

Please send your completed Proxy Form to:

Capita Registrars
c/o Oxford Technology 3 VCT PLC
The Magdalen Centre
Oxford Science Park
Oxford OX4 4GA

Company Information

Directors

Richard Vessey (Chairman)
Lucius Cary

Investment Manager and Registered Office

Oxford Technology Management Ltd
Magdalen Centre
Oxford Science Park
Oxford OX4 4GA

Secretary

James Gordon

Solicitors

Gordons Partnership LLP
22 Great James Street
London WC1N 3ES

Registrars

Capita Registrars
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Woodsome Park
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Huddersfield
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Auditors & VCT Compliance Advisers

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Willow Court
7 West Way
Botley
Oxford OX2 0JB

Brokers

JP Morgan Cazenove
20 Moorgate
London EC2R 6DA

Company Registration Number: 4351474