Oxford Technology 3
Venture Capital Trust plc

Financial Statements

For the year ended 28 February 2013

Contents

Financial highlights

	Year ended 28 February 2013	**Year ended 29 February 2012**
Net assets at year end	**£6.60m**	**£4.81m**
Net asset value per share at year end after distributions	**97p**	**71p**
Cumulative dividend (gross) from incorporation	**10p**	**10p**
Share price at year end	**63.5p**	**40p**
Profit/(loss) per share (basic & diluted)	**26.7p**	**(1.9)p**

Statement on behalf of the Board

OT3 has a portfolio of 21 investees. Several of these are making good or excellent progress and have the potential to become stars and deliver significant returns to OT3 shareholders. Cumulative Dividends to date are 10p.

The net asset value per share was 97p on 28 February 2013, compared to 71p per share on 29 February 2012. The earnings per share in the year to 28 February 2013 were 26.4p compared to a loss of 1.9p in the year to February 2012. These figures result from the changes to the valuations of the investments during the year as shown in the table on page 4, with some investments being valued upwards and some being downvalued based on their performance.

The main contributor to the rise has been Scancell. OT3 first invested in Scancell in December 2003. The company is now quoted on AIM and has a vaccine for skin cancer in phase 2 clinical trials. The share price of the company increased from 5.25p on 29 February 2012 to 32.0p on 28 February 2013.

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

Results for the year

The profit for the year was £1,794,000 (2012: loss of £131,000) and earnings per share for the year were 26.7p (2012: loss of 1.9p). The main contributor to the rise is the increased share price of Scancell. Interest on bank deposits and investee loans produced gross income of £16,000 (2012: £2,000) in the year. The graph on page 14 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 3 July 2013, 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
20 May 2013

Table of investments held by company at 28th February 2013

Company	Description	Date of initial investment	Net cost of investment £'000	Carrying value at 28/02/13 £'000	Change in value for the year £'000	% equity held by OT3VCT
Insense	Skin treatments	May 03	333	88	(19)	4.6
Scancell	Cancer therapeutics	Dec 03	325	1,416	1,184	2.3
Telegesis	Zigbee technology	Oct 03	250	1,582	692	27.6
ImmunoBiology	Novel vaccines	May 03	250	87	30	2.3
Glide Pharma	Needle-free injector	Nov 03	225	785	143	3.3
Ixaris	Internet payments	Aug 02	218	1,707	-	8.8
Metal Nanopowders	Production of metal nanopowders	Nov 02	153	23	-	20.0
Inscentinel	Vapour detection	Mar 04	113	67	-	14.2
Plasma Antennas	Directional antennas	Sep 04	108	109	75	1.3
Orthogem	Bone graft material	Dec 04	107	9	(10)	21.9
Biota	Novel antibiotics	Nov 02	75	11	-	0.3
Concurrent Thinking	High performance computer systems	Nov 09	70	59	21	2.6
Dataflow	Accountancy software	Jul 02	70	61	(13)	18.4
Polytherics	Protein based drugs	Jan 12	62	51	8	1.1
Inaplex	CRM Integration	Mar 03	58	24	-	13.3
Select Technology	Photocopier interfaces	Nov 04	47	53	18	2.8
Invro	Electronic energy	Apr 04	40	20	(10)	33.1
Archimed	Wound healing	Nov 11	30	30	-	1.1
Arecor	Protein stabilisation	Jul 07	24	48	11	0.7
Allinea Software	Parallel software	May 09	15	96	(16)	2.3
Superhard Materials	Superhard materials	Feb 12	11	11	-	21.8
Totals			**2,584**	**6,337**	**2,114**	
Other Net Assets				**263**		
NET ASSETS				**6,600**		

Number of shares in issue: 6,785,233   Net Asset Value per share at 28 February 2013: 97p
This table shows the current portfolio holdings. The investments in Coraltech, Datasoft Medical, IFM, Im-Pak, Novarc, OST, Streamline Computing, WEP, Ciphergird, ReviveR & Freehand Surgical have been written off. The investments in Avidex, BioAnaLab, Commerce Decisions, Equitalk and MET have been sold.

Review of Investment Portfolio

OT3 owns 3.3% of **Glide Pharma,** which is developing a novel technology for injecting drugs in a solid dosage form without the need for a needle. The Company has demonstrated in the clinic that volunteers prefer an injection with the Glide SDI (solid dose injector) to a standard needle and syringe. The technology offers additional benefits over needle and syringe such as improved stability of the drug in a solid form and ease of use for patients in a home environment.

In February 2013 Glide secured an investment of approx. £14 million, led by Invesco Perpetual. This will enable the Company to scale up the manufacturing processes for both the novel dosages and the injector so that the first Glide products can be commercialised. Glide is currently working on several development projects including:-

1. Parathyroid hormone (PTH) which requires a daily self-injection and is for treatment of osteoporosis. In November 2012 the UK BioMedical Catalyst (managed jointly by the Medical Research Council and the Technology Strategy Board) awarded Glide £2.3m to support this development.

2. Anthrax vaccine. This is a development with Pfenex Inc, based in California, as a partner with funding from NIAID (National Institute for Allergy and Infectious Diseases) in the US. At present the US government stockpiles anthrax vaccine in liquid form but in the event of a major attack it will be very difficult to inject a large population (New York, say) with needle and syringe. In addition, the vaccine in liquid form only has a shelf life of c18-24 months before it has to be remanufactured. With the Glide SDI, the population may be vaccinated more easily and in solid format the vaccine should have a longer shelf life.

3. Epinephrine (also known as adrenaline) is prescribed to patients who suffer severe allergies. In case of emergencies patients need to have an 'EpiPen' immediately available at all times. However, the epinephrine is in a liquid form and has a relatively short shelf life plus current injectors are threatening and not pleasant to use. A Glide epinephrine product should be easier to use and should also provide a longer shelf life for the product.

In parallel to progressing its own product pipeline, Glide will be looking to attract new pharmaceutical companies who want to develop proprietary drugs and vaccines in the Glide SDI.

In summary, Glide has made good progress in the last year.

OT3 invested £110,000 in **Ixaris Systems Ltd** in 2002 when the company consisted of just three founders with an idea for a transaction-based financial solution that would give anyone the ability to pay securely online. Today Ixaris' payment service, EntroPay, enables those who are unwilling or unable to access credit card services to spend securely online. EntroPay is a Virtual Visa card that works like other Visa debit cards, but is delivered electronically to a user's computer instead of via a plastic card. EntroPay Virtual Visa cards can be created at the time they are needed, and a new one can be created for each transaction, making EntroPay one of the most secure methods of paying anywhere online.

In 2010, Ixaris launched Opn (pronounced 'open') as the first commerce-enabled solution providing open access to the Visa, MasterCard and SWIFT networks. The Opn platform supports the rapid creation and deployment of payment programmes and solutions, mostly aimed at corporates requiring bespoke and own-branded payment services. Sales have expanded from £292,000 in 2004 to over £8.4m in 2012. While the initial expansion in sales was driven by online gambling, the Opn platform has enabled the company to diversify into sectors such as online travel, corporate incentives, and payroll. This has been working and during the first quarter 2013, less than 40% (by value) of transactions processed (although more than 50% of gross profit) was coming from online gambling. OT3 owns 8.8% of Ixaris.

OT3 owns 4.6% **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 £14,000 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 32%. 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 2.8% of **Select Technology Ltd.** Select Technology specialises in software which makes modern photocopiers perform better for their users. Photocopiers are now known as MFDs - Multi Functional Devices - since as well as copying they are online and can scan, fax, and email documents and can also interface with complex paper management and cost-reduction systems.

As with computers 30 years ago, what makes a company choose one MFD in preference to another is not the hardware, but the software. Select's software acts as a bridge between the internal operating system which controls the MFD and the many different software programs, usually written by external companies which companies wish to run on their MFDs. Select's software enables users to access this software with a single sign-on, provides a uniform 'look and feel' (making it much easier for office staff to use with minimal training) and also enables dealers to customize the screens to the users' particular requirements.

Select has also become the UK and now main European distributor for Papercut, a document management system used on MFDs whose sales and market share has been growing strongly in recent years.

It has taken an agonisingly long time, but Select's financial performance has been improving:

Year to July	Sales £000	Gross Profit	Net Profit
2010	249	122	-124
2011	541	210	-63
2012	1,596	623	233

Scancell Holdings Plc, in which OT3 now has a shareholding of 2.3%, has been making good progress. The company's shares are listed on AIM. Scancell is a clinical stage immunotherapy company with a novel 'ImmunoBody' DNA vaccine platform for cancer and chronic infectious diseases. Its lead product (SCIB1 for melanoma) entered Phase 1 clinical trials in June 2010 and has since made steady progress. Phase 1 of the trials was completed successfully and Phase 2 in now in progress. At 28 February the bid price for Scancell's shares was 32p per share which compared to 5.25p at 29 February 2012.

OT3 owns 20% of **Metal Nanopowders (MNL)** which was founded to develop better methods of making metal nanopowders and to develop applications. It had been near-dormant for some years, but has made better progress during 2011 and 2012 and won a significant grant to develop a particular nanopowder for defence applications. In addition, a new company, Superhard Materials has been formed with £11,000 investment from OT3 to make samples of the discovery of one of the employees of MNL, a material which is particularly hard. In February 2013, Superhard Materials was in negotiations with a company with which it seeks to form a partnership to exploit the commercial potential of this new material.

OT3 owns 27.6% of **Telegesis** which supplies Zigbee modules. ZigBee, like Bluetooth, is a communications protocol and is for transmitting low volumes of data with very low energy consumption over distances of up to 1km. Crucially each ZigBee chip can communicate with up to 64,000 other ZigBee devices, and the chips automatically form themselves into a mesh network, ideal for communicating with multiple devices in the home or, for example, controlling multiple light fittings in commercial buildings. If one node goes down another route is established automatically. While many companies are involved with ZigBee, it is believed that Telegesis is the only company in the world which does nothing else apart from ZigBee. This has meant that Telegesis is rightly perceived as expert in this field and this has brought benefits as large companies have chosen to work with Telegesis rather than with others to develop their ZigBee applications.

Telegesis continues to make steady progress and is now profitable, and generating cash. There are many customers who have indicated that they will be placing very much larger orders in future, so that a major increase in sales may occur at some point, but so far growth has been steady.

Year to March	Sales £000	Gross Profit	Net Profit
2010	899	542	2
2011	2,098	1,136	319
2012	2,441	1,196	336

Sales growth has continued and sales are likely to be around £4m in the year to March 2013. Sales are divided between many applications with smart meters, solar panels and intelligent lighting being major application areas. Approximately 80% of sales are exports.

OT3 owns 14.2% of **Inscentinel**, which uses the exquisitely sensitive olfactory sense of bees to detect trace vapours. Sniffer dogs are widely used, can cost more than £40,000 and take 3-6 months to train. Inscentinel believes that bees, which cost 10p, and take 20 minutes to train, after which they have a Pavlovian Proboscis Extension Reflex (PER) in the presence of the odour to which they have been trained, have the same olfactory ability as dogs. Thus far, Inscentinel has survived on a succession of grants and development contracts and with some investment from OT3 and other shareholders. But its technology has not so far been used in any commercial application.

In Spring 2012 Inscentinel concluded a deal with a global company to develop a particular application, which, if successful would then be deployed in many countries. The application is secret, but developing the science associated with each application is not trivial. For example, if the application were to detect lung cancer from human breath, one would first need to identify a particular odour (or maybe a mixture of two odours in a particular ratio) which was present in the large cocktail of odours present in breath and which is associated with lung cancer and not with anything else. The bees would then be conditioned to respond to that odour.

However, after nine months of work, funded by the large company, the results are variable. Sometimes the bees respond well, but sometimes they do not. The project has not gone as well as hoped and at the time of writing, the global company is conducting a review and may decide not to continue.

While Inscentinel has other programmes running, some of which are security related, secret, and funded by grants, the fact remains that Inscentinel's technology is still not being used in a real application. If this continues, it will become difficult to justify further investment in the company.

Board of Directors

Richard Vessey, age 64, 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 Plastics Capital Plc which is now listed on the London Stock Exchange. Richard is currently a director and the company is building a portfolio of niche plastic companies. Richard is an active member of the UK Shareholders Association and is also an investor in Telegesis, Plasma Antennas, Glide Pharma, Polytherics and Select Technology from the OT3 portfolio.

Lucius Cary OBE, age 66, 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. He is also a Director of Oxford Technology VCT, Oxford Technology 2 VCT and Oxford Technology 4 VCT which have some shared investments with OT3. He is a Director of Inscentinel Ltd and Superhard Materials Ltd.

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 2013.

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 profit for the period after taxation amounting to £1,794,000 (2012: loss of £131,000). The profit and loss account comprises income of £16,000 (2012: £2,000) plus unrealised profit on fair value of investments of £1,913,000 (2012: loss of £19,000) plus gain on disposal of investments £3,000 (2012: gain of £18,000) less management and other expenses of £138,000 (2012: £132,000).

Directors

The present membership of the board, and their beneficial interests in the ordinary shares of the company at 28 February 2013 and at 29 February 2012, are set out below:

Name	2013	2012
R C Vessey	226,050	226,050
J L A Cary	64,096	64,096

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.

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 2013. 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 14 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 2013, the company has been notified of two investors whose interest exceeds three percent of the company's issued share capital (Richard Vessey (Chairman), 3.3%; Oxfordshire County Council Pension Fund 8.7%). 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
Director
20 May 2013

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 2013 and 29 February 2012 are laid out in note 2 to the financial statements.

As detailed in the company prospectus 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

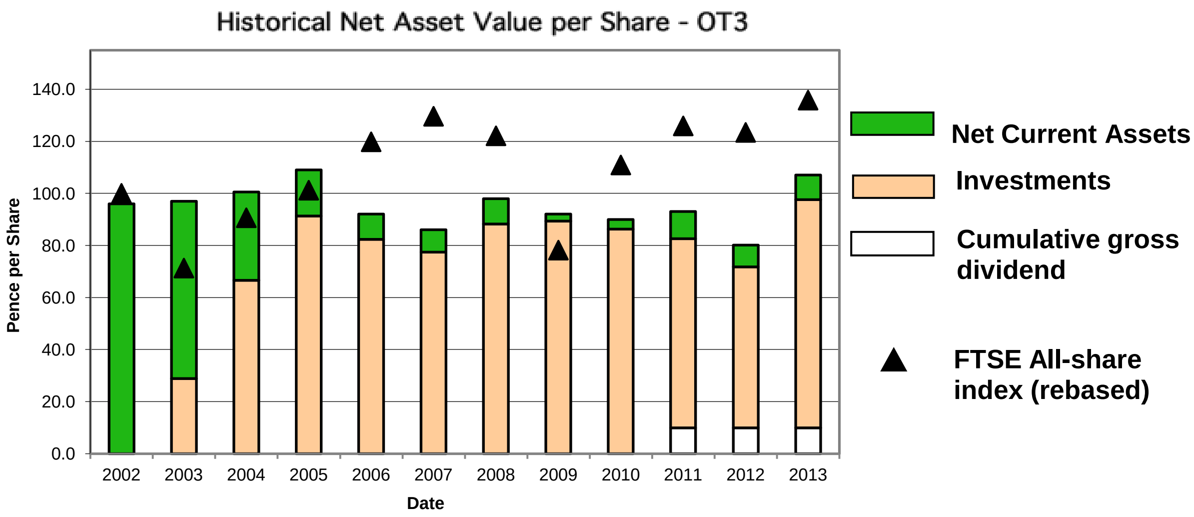
No director has a service contract with the company. At each AGM one of the directors is obliged to retire and offer themselves for re-election by shareholders. At the AGM for the current year, Richard Vessey will retire and offer himself for re-election. There is no notice period and no provision for 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 2013. 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.



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 (2012: £10,000):

	2013 £000	2012 £000
RC Vessey (Chairman)	7.5	7.5
JLA Cary	2.5	2.5
	10	10

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

On behalf of the Board
Richard Vessey
Chairman
20 May 2013

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 2013 which comprise the profit and loss account, balance sheet, cash flow 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).

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.

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 Auditors' 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.

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 2013 and of its profit 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 Statement on behalf of the Board, Review of Investment Portfolio 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; and
- the part of the Corporate Governance statement relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review.

Mr Alan Poole BA(Hons) FCA
Senior Stautory Auditor
For and on behalf of
James Cowper LLP
Chartered Accountants and Statutory Auditors
Oxford
20 May 2013

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.

Income

Income 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 2013

	Note	Year ended 28 February 2013 £'000	Year ended 29 February 2012 £'000
Gain on disposal of investments held at fair value	1	3	18
Unrealised gain/(loss) on fair value of investments	7,11	1,913	(19)
Other income	1	16	2
Investment management fees	2	(96)	(93)
Other expenses	3	(42)	(39)
Profit/(loss) on ordinary activities before tax	4	1,794	(131)
Taxation on profit/(loss) on ordinary activities	5	-	-
Profit/(loss) on ordinary activities after tax		1,794	(131)
Earnings per share (basic and diluted)	6	26.7p	(1.9)p

Historic cost profits and losses note

	2013 £000	2012 £000
Profit/(loss) for the year	1,794	(131)
Unrealised loss on fair value of investments	(1,913)	19
(Profit) on disposal of investments held at fair value	(3)	(18)
(Loss) on disposal of investments held at historical value	(78)	(1,051)
Historical cost (loss) before tax	(200)	(1,181)
Historical cost (loss) after tax	(200)	(1,181)

Balance sheet at 28 February 2013

		28 February 2013		29 February 2012	
	Note	**£000**	**£000**	**£000**	**£000**
Fixed assets					
Investments at fair value	7		6,337		4,242
Current assets					
Other debtors & prepayments	8	2		10	
Cash at bank		342		610	
		344		620	
Creditors: amounts falling due within one year	9	(81)		(56)	
Net current assets			263		564
Net assets			6,600		4,806
Capital and reserves					
Called up share capital	10		679		679
Share premium	11		718		718
Profit and loss account	11		1,555		1,755
Unrealised capital reserve	11		3,648		1,654
Shareholders' funds	12		6,600		4,806
Net asset value per share			97p		71p

These financial statements were approved by the directors on 20 May 2013.

JLA Cary
Director
20 May 2013

Cash flow statement
for the period ended 28 February 2013

	Note	2013 £000	2012 £000
Net cash (outflow) from operating activities	13	(97)	(106)
Capital expenditure and financial investment			
Purchase of investments		(233)	(242)
Disposal of investments		62	-
		______	______
Net cash (outflow) from capital expenditure and financial investment		(171)	(242)
Net cash outflow before financing		(268)	(348)
Financing			
Issue of Shares		-	272
Expenses paid in connection with share issue		-	(14)
		______	______
Net cash inflow from financing		-	311
		______	______
Dividends Paid		-	(644)
		______	______
(Decrease) in cash		(268)	(90)
		======	======

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 2013

1 **Income**	2013 £000	2012 £000
Interest receivable	15	2
Profit on disposal of investments	3	18
Dividend	1	-
	______	______
	19	20
	=====	=====

2 Investment Management Fees

	£000	£000
Investment management fee (see below)	96	93
	96	93

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 £96,000. There were no employees during the year except for the directors.

3 Other Expenses

	2013 £000	2012 £000
Directors' remuneration (see report on page 12)	10	10
Auditors' remuneration: audit services	5	5
Other expenses	27	24
	42	39

4 Operating Profit

	2013 £000	2012 £000
The operating profit is stated after charging:		
Auditors' remuneration - audit services	5	5
Directors'remuneration	10	10
	15	15

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 20.0% (2012: 20.0%). The differences are explained below:

	£000	£000
(Loss) on ordinary activities before taxation	1,794	(131)
At standard rate of taxation	359	(26)
(Income)/costs not chargeable to corporation tax	(359)	26
Current tax credit for year	_	_

Unrelieved management expenses of £1,264,700 (2012: £1,141,954) 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 profit for the financial year of £1,794,000 (2012: loss of £131,000) divided by the weighted average number of shares of 6,729,759 (2012: 6,729,759) 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

	2013	2012
Cost	**£000**	**£000**
As at 1 March 2012	2,663	3,472
Purchases at cost	241	285
Redeemed / disposed during the year	(139)	(1,094)
As at 28 February 2013	2,765	2,663
Revaluation		
As at 1 March 2012	1,579	537
Revaluation movement	1,993	1,042
As at 28 February 2013	3,572	1,579
Net book value		
As at 1 March 2012	4,242	4,009
As at 28 February 2013	6,337	4,242

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	506	319
Invro[1]	Ordinary	33.1	-	(3)	(1)

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 2011.

8 Debtors

	2013 £000	2012 £000
Prepayments and accrued income	2	10
	=====	=====

9 Creditors: amounts falling due within one year

	£000	£000
Other creditors	6	6
Investment Management Fee Accrual	75	50
	81	56
	=====	=====

10 Share Capital

	£000	£000
Authorised		
15,000,000 ordinary shares of 10p each	1,500	1,500
Allotted, called up and fully paid		
6,785,233 (2012: 6,785,233) ordinary shares of 10p each	679	679
	=====	=====

11 Reserves

	Share Premium Account £000	Unrealised Capital Reserve £000	Profit and Loss Account £000
At 1 March 2012	718	1,654	1,755
Profit for the year	-	-	1,794
Unrealised (losses)/gains	-	1,913	(1,913)
Transfer between reserves	-	81	(81)
As at 28 February 2013	718	3,648	1,555
	=====	=====	=====

12 Reconciliation of movements in shareholders' funds

	2013 £000	2012 £000
Result for the year	1,794	(131)
Issue of share capital	-	272
Cost of share issue	-	(14)
Net increase in shareholders' funds	1,794	127
Shareholders' funds at beginning of year	4,806	4,679
Shareholders' funds at end of year	6,600	4,806
	=====	=====

13 Reconciliation of net profit/(loss) before taxation to net cash outflow from operating activities

	2013 £000	2012 £000
Operating profit/(loss)	1,794	(131)
Increase in creditors	25	24
Decrease/(increase) in debtors	8	(8)
Unrealised (gain) on investments	(1,913)	(18)
Realised (gain)/loss on investments	(3)	19
Investment debtor movement	(8)	8
Net cash (outflow) from operating activities for the year	(97)	(106)

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 2013 or 29 February 2012.

16 Contingent Liabilities

The company had no contingent liabilities at 28 February 2013 or 29 February 2012.

17 Post Balance Sheet Events

There have been no post balance sheet events.

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 3rd July 2013 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 2013 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.

(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 2014. 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 3 July 2013

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 3 July 2013 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			
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.., 2013

Signature..

<u>Notes</u>

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	**Investment Manager and Registered Office**
Richard Vessey (Chairman) Lucius Cary	Oxford Technology Management Ltd Magdalen Centre Oxford Science Park Oxford OX4 4GA
Secretary	**Solicitors**
James Gordon	Gordons Partnership LLP 22 Great James Street London WC1N 3ES
Registrars	**Auditors & VCT Compliance Advisers**
Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield West Yorkshire HD8 0LA	James Cowper LLP 2 Chawley Park Cumnor Hill Oxford OX2 9GG
Brokers	
JP Morgan Cazenove 10 Aldermanbury London EC2V 7RF	

Company Registration Number: 4351474