

The Companies Act 2006
Company Limited by Shares
Baronsmead VCT 3 Plc
(Registered Company Number: 04115341)

NOTICE OF SPECIAL BUSINESS

At an Annual General Meeting of the above named company, duly convened and held at 10 Paternoster Square, London EC4M 7LS on 6 April 2011 the following resolutions were passed as special business, Resolution 8 as an Ordinary Resolution and Resolutions 9 to 13 as Special Resolutions.

8. THAT, in substitution for all subsisting authorities to the extent unused, the Directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares of the Company up to an aggregate nominal amount of £2,021,215, during the period commencing on the passing of this resolution and expiring on the fifth anniversary of the date of the passing of this resolution (unless previously revoked, varied, renewed or extended by the Company in general meeting), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry.

9. THAT, subject to the passing of resolution 8 set out in the notice of this meeting:

the Directors be and are hereby empowered, pursuant to Sections 570 and 573 of the Companies Act 2006 ("the Act"), to allot equity securities (as defined in Section 560 of the Act), including the grant of rights to subscribe for or to convert any security into shares of the Company, for cash pursuant to the authority conferred by resolution 8 set out in the notice of this meeting, or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities up to an aggregate nominal amount of £2,021,215 pursuant to one or more offers for subscription;
- (b) the allotment of equity securities up to an aggregate nominal amount representing 10 per cent of the issued share capital (including treasury shares) from time to time which may be at a discount to NAV, pursuant to any dividend reinvestment scheme operated by the Company; and
- (c) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) and (b) above) up to an aggregate nominal amount representing 10 per cent of the issued share capital (including treasury shares) from time to time which may be at a discount to NAV, and in each case where such proceeds of issue may be used, to purchase shares in the Company, and the power conferred by this resolution shall expire on the date falling 15 months after the date of passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2012, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities

to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred by this resolution had not expired.

10. THAT, the Company be and hereby is empowered to make market purchases within the meaning of Section 693(4) of the Companies Act 2006 of ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") provided that:
 - (a) the aggregate number of Ordinary Shares which may be purchased shall not exceed 9,090,315 or if lower such number of Ordinary Shares as shall equal 14.99 per cent of the issued Ordinary Shares as at the date of such purchase (excluding any Ordinary Shares held in treasury);
 - (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is the nominal value thereof of 10 pence;
 - (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is an amount equal to the higher of (i) an amount equal to 105 per cent of the average of the middle market quotation for an Ordinary Share taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which such Ordinary Share is to be purchased; and (ii) the amount stipulated by Article 5(1) of the Buyback and Stabilisation Regulation 2003;
 - (d) the authority conferred by this Resolution shall expire on the date falling 15 months after the date of the passing of this resolution or, if earlier, the conclusion of the Annual General Meeting to be held in 2012 unless such authority is renewed prior to such time; and
 - (e) the Company may make a contract to purchase Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of such Ordinary Shares.
11. THAT, a general meeting (other than an annual general meeting) may be called on not less than 14 clear days notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company.
12. THAT the amount standing to the credit of the share premium account of the Company, at the date an order is made confirming such cancellation by the court, be and hereby is cancelled.
13. THAT the amount standing to the credit of the capital redemption reserve of the Company, at the date an order is made confirming such cancellation by the court, be and hereby is cancelled.