

This document comprises a supplementary prospectus relating to Baronsmead VCT 3 plc (to be renamed Baronsmead Second Venture Trust plc) (the “Company”) prepared in accordance with the prospectus rules and listing rules of the UK Listing Authority made under section 73A of the Financial Services and Markets Act 2000 (the “Supplementary Prospectus”). This document has been approved by the Financial Conduct Authority in accordance with section 85 of the Financial Services and Markets Act 2000. This document will be made available to the public in accordance with the Prospectus Rules by being made available at www.baronsmeadvct3.co.uk.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Company on 25 January 2016 relating to the issue of up to 80 million New Shares in connection with the recommended proposals for the merger with Baronsmead VCT 4 plc and an Offer for Subscription to raise £10 million (the “Prospectus”). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Directors and Proposed Directors of the Company and the Company each accept responsibility for the information contained in this Supplementary Prospectus and the Prospectus. The Directors and the Company, having taken all reasonable care to ensure that such is the case, believe the information contained in this Supplementary Prospectus and the Prospectus is, to the best of the knowledge of the Directors and the Company, in accordance with the facts and does not omit anything likely to affect the import of such information.

BARONSMEAD VCT 3 PLC

(a company incorporated and registered in England and Wales with registered number 04115341)

(to be renamed Baronsmead Second Venture Trust plc)

**Issue of up to 80 million New Shares in connection with the
recommended proposals for the merger with Baronsmead VCT 4 plc
and an Offer for Subscription to raise up to £10 million**

This Supplementary Prospectus and the Prospectus do not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Supplementary Prospectus and the Prospectus and the offering of New Shares in certain jurisdictions may be restricted and accordingly persons into whose possession this Supplementary Prospectus and/or the Prospectus comes are required to inform themselves about and to observe such restrictions. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under any of the relevant securities laws of Canada, Australia or Japan. Accordingly, the New Shares may not (unless an exemption from such Act or such laws is available) be offered, sold or delivered, directly or indirectly, in or into the USA, Canada, Australia or Japan. The Company will not be registered under the United States Investment Company Act of 1940 (as amended) and investors will not be entitled to the benefits of such Act.

Dickson Minto WS, which is authorised and regulated in the United Kingdom by the FCA, is acting as sponsor to the Company and is not advising any other person in this capacity or treating any other person in this capacity as its customer in relation to the Issues or to the matters referred to in this Prospectus and will not be responsible to anyone other than the Company for providing advice as sponsor in relation to the Issues, the contents of this document and the accompanying documents or any other matter referred to therein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Dickson Minto W.S. by the Financial Services and Markets Act 2000 or the regulatory regime established thereunder, Dickson Minto W.S. does not accept any responsibility whatsoever for the contents of this Prospectus or for any other statement made or purported to be made by it or on its behalf in connection with the Company, the Investment Manager or the Shares. Dickson Minto W.S. accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Prospectus or any such statement.

Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing in the Company. Potential investors should also consider the risk factors relating to the Company set out in the Prospectus.

10 March 2016

Events arising since publication of the Prospectus

This Supplementary Prospectus is being published in relation to the Issues. This Supplementary Prospectus is a regulatory requirement under the Prospectus Rules following the publication of the Company's report and financial statements for the year ended 31 December 2015. This Supplementary Prospectus has been approved for publication by the Financial Conduct Authority.

Significant new factor

Annual report and financial statements for the year ended 31 December 2015

The Company published its annual report and financial statements for the year ended 31 December 2015 (the "**Annual Report**") on 23 February 2016. By virtue of this document, the Annual Report is incorporated into, and forms part of, the Prospectus.

The Company's auditors, KPMG LLP, Chartered Accountants and Statutory Auditors, Saltire Court, 20 Castle Terrace, Edinburgh EH1 2EG have made an unqualified report of the Annual Report under Chapter 3 of Part 16 of the Companies Act 2006.

Supplements to the summary

As a result of the release of the Annual Report, the summary document which forms part of the Prospectus is hereby supplemented as follows:

B.7	Key financial information	<p>Selected historical information relating to the Company which summarises the financial condition of the Company for the year to 31 December 2015 is set out below:</p> <table><tr><td></td><td>Audited financial results for the year ended 31 December 2015</td></tr><tr><td>Net asset value</td><td></td></tr><tr><td>Net assets (£'000)</td><td>79,196</td></tr><tr><td>Net asset value per Ordinary Share (p)</td><td>106.46</td></tr><tr><td>Income</td><td></td></tr><tr><td>Revenue return after taxation (£'000)</td><td>675</td></tr><tr><td>Revenue return per Ordinary Share (p)</td><td>0.90</td></tr><tr><td>Dividend per Ordinary Share (p)</td><td>7.50</td></tr><tr><td>Portfolio summary</td><td></td></tr><tr><td>Shareholders' funds (£'000)</td><td>79,196</td></tr><tr><td>Ordinary Share price (p)</td><td>101.00</td></tr></table> <p>There has been no significant change in the Company's financial condition or the operating results of the Company during or subsequent to the period covered by the historical information set out above.</p>		Audited financial results for the year ended 31 December 2015	Net asset value		Net assets (£'000)	79,196	Net asset value per Ordinary Share (p)	106.46	Income		Revenue return after taxation (£'000)	675	Revenue return per Ordinary Share (p)	0.90	Dividend per Ordinary Share (p)	7.50	Portfolio summary		Shareholders' funds (£'000)	79,196	Ordinary Share price (p)	101.00
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Historical financial information

Historical financial information relating to the Company on the matters referred to below is included in the Annual Report as set out in the table below and is expressly incorporated by reference into this document and the Prospectus. The documents incorporated by reference can be obtained from the Company's website, www.baronsmeadvct3.co.uk. The non-incorporated parts of the Annual Report are either not relevant to investors or covered elsewhere in the Prospectus.

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Selected financial information

The information in this section is information regarding the Company that has been prepared by the Company and has been extracted directly from the historical financial information referred to in the above section. Selected audited historical financial information relating to the Company which summarises the financial condition of the Company for the year ended 31 December 2015 is set out in the following table:

Net asset value	Statutory accounts for the year ended 31 December 2015
Net assets (£'000)	79,196
Net asset value per Ordinary Share (p)	106.46
Income	
Revenue return after taxation (£'000)	675
Revenue return per Ordinary Share (p)	0.90
Dividend per Ordinary Share (p)	7.50
Portfolio summary	
Shareholders' funds (£'000)	79,196
Ordinary Share price (p)	101.00

Operating and financial review

A description of changes in the performance of the Company, both capital and revenue, and changes to the Company's portfolio of investments is set out in the sections headed "Performance Summary", "Chairman's Statement", "Manager's Review" and "Full Investment Portfolio" in the Annual Report as follows:

Nature of information	Statutory accounts for the year ended 31 December 2015 Page No.
Performance Summary	3
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Manager's Review	7-11
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Significant change

Since 31 December 2015 (being the end of the last financial period of the Company for which financial information has been published) there has been no significant change in the financial or trading position of the Company.

Withdrawal rights

In accordance with section 87Q(4) of the Financial Services and Markets Act 2000, where a supplementary prospectus has been published and, prior to the publication, a person has agreed to buy or subscribe for transferable securities to which the supplementary prospectus relates, he may withdraw his acceptance before the end of the period of two working days beginning with the first working day after the date on which the supplementary prospectus is published.

Investors have until 0.01 a.m. on 15 March 2016 to withdraw their applications for New Shares to be issued pursuant to the Offer for Subscription. An application not withdrawn in its entirety by this time and in this way will remain valid and binding.

Documents available for inspection

Full copies of the Annual Report are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Livingbridge VC LLP, 100 Wood Street, London EC2V 7AN until 24 March 2016. The Annual Report is also available on the Company's website (www.baronsmeadvct3.co.uk).

Copies of this Supplementary Prospectus are available for inspection at <http://www.morningstar.co.uk/uk/NSM> and, until 24 March 2016, copies are available for collection, free of charge, from the offices of Livingbridge VC LLP, 100 Wood Street, London EC2V 7AN. This Supplementary Prospectus is also available on the Company's website (www.baronsmeadvct3.co.uk).

General

To the extent that there is any inconsistency between any statement in this document and any other statement in or incorporated by reference in the Prospectus, the statements in this document will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

10 March 2016