

Maven Income and Growth VCT 3 PLC
(Incorporated in England and Wales Number 4283350)

Notice is hereby given that at the Annual General Meeting of Maven Income and Growth VCT 3 PLC held on 1 May 2012, the following resolutions were passed, in the cases of resolutions numbered 9 and 13 as Ordinary Resolutions and in the cases of resolutions numbered 10 to 12 as Special Resolutions:-

Ordinary Resolution

- 9 THAT the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £302,657 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, and so that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

- 10 THAT, subject to the passing of resolution 9, the Directors be, and they are hereby, empowered under section 571 of the 2006 Act to allot equity securities (as defined in Section 560 of the 2006 Act) under the authority conferred by resolution 9 for cash as if Section 561(1) of the 2006 Act did not apply to the allotment, provided that this power shall be limited to allotment:
- (a) of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - (b) (other than under paragraph (a) above) of equity securities up to an aggregate nominal amount not exceeding £302,657 (equivalent to 3,026,570 shares) and shall expire at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, and so that the Company may, before such expiry, make an offer of agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 11 THAT the Company be and is hereby generally and, subject as here and after appears, unconditionally authorised in accordance with Section 701 of the Companies Act 2006 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, provided always that:

- (a) the maximum number of Ordinary shares hereby authorised to be purchased is 3,026,570 representing approximately 10 per cent of the Company's issued Ordinary share capital as at 15 February 2012;
 - (b) the minimum price that may be paid for an Ordinary share shall be 10p per share;
 - (c) the maximum price, exclusive of expenses, that may be paid for an Ordinary share shall be not more than an amount equal to the higher of
 - (i) an amount equal to 105 per cent of the average of the closing middle market price for the ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased; and
 - (ii) the price stipulated by Article 5(1) of Commission Regulation (EC) No. 273/2003 (the Buy-back and Stabilisation Regulation); and
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the expiry of fifteen months from the passing of this resolution, save that the Company may before such expiry enter into a contract to purchase Ordinary shares which will or may be completed wholly or partly after such expiry.
- 12 That a general meeting other than an annual general meeting may be called on not less than 14 days' clear notice.
- 13 That the Company should continue as a venture capital trust.


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Authorised signatory,
Maven Capital Partners UK LLP, Secretary