

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MAVEN INCOME AND GROWTH VCT 3 PLC

("the Company")

(registered number 04283350)

NOTICE OF RESOLUTION PASSED

At a general meeting of the Company duly convened and held at the offices of Maven Capital Partners UK LLP, 5th Floor, 9-13 St Andrew Street, London EC4A 3AF at 10.30 a.m. on 16 October 2012, the following resolution was duly passed as a special resolution:

That, in addition to existing authorities:

- (i) the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693(4) of the Act) of up to 4,708,596 of its own shares at 82.60p per share which fixed price shall, for the purposes of section 701(3)(b) of the Act constitute both the maximum and minimum price that may be paid for the shares purchased;
- (ii) the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Act to exercise all powers of the Company to allot and issue shares up to an aggregate nominal amount of £470,859.60, provided that this power shall be limited to the allotment of shares at 85.16p per share; and
- (iii) the directors be and hereby are empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by paragraph (ii) of this resolution as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of shares at 85.16p per share

in each case, pursuant to, or in contemplation of, an enhanced buyback scheme, and the authority and powers conferred by this resolution shall expire on the conclusion of the annual general meeting of the Company to be held in 2013, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted and purchased and the directors may allot and purchase shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Dated: 16 October 2012
Registered office:
9-13 St Andrew Street
London
EC4A 3AF


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Director/Secretary