

**Maven Income and Growth VCT 3 PLC (the Company)**

**Registered in England & Wales; Company No. 04283350**

At the General Meeting of the Company held at 5th Floor 1-2 Royal Exchange Buildings, London EC3V 3LF on Wednesday, 27 November 2013 at 11.50 am, the following Resolutions were duly passed as Special Resolutions:

2. THAT, the directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the CA 2006 to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the CA 2006) for cash pursuant to the authority given pursuant to resolution 1, as if Section 561(1) of the CA 2006 did not apply to such allotment, provided that this power shall be limited to:
  - (a) the allotment and issue of shares up to an aggregate nominal value of £1,362,000 pursuant to offer(s) for subscription;
  - (b) the allotment and issue of shares up to an aggregate nominal value representing 10% of the issued Ordinary Shares of the Company from time to time and provided further that the power provided by this resolution 2 shall expire on the later of 18 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company in general meeting), the power and authority conferred by this resolution being in substitution for existing authorities
3. THAT, the share premium account and capital redemption reserve of the Company be and are hereby cancelled
4. THAT, subject to the passing of resolutions 1 and 2 above, article 29 of the Company's articles of association be amended to delete "At the tenth annual general meeting of the Company following the admission of the Ordinary Shares to the Official List of the London Stock Exchange" in lines 1 and 2 and substitute "At the annual general meeting of the Company to be held in 2020" therefor

By order of the Board

Maven Capital Partners UK LLP, Secretary



Authorised Signatory