

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

FORESIGHT 3 VCT PLC

("the Company")

(registered number 03121772)

NOTICE OF RESOLUTIONS PASSED

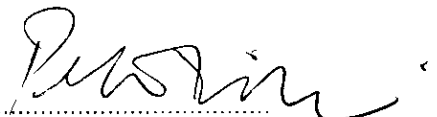
At a general meeting of the Company duly convened and held at the office of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG at 11.00 a.m. on 22 June 2017, the following resolution was duly passed as a special resolution:

That:

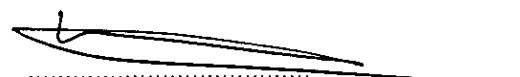
- (i) subject to the conditions (other than the passing of this resolution) set out in paragraph 6 of Part II of the circular to the shareholders of the Company dated 19 May 2017 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and Keith Allan Marshall and Gareth Harris of RSM Restructuring Advisory LLP, Springfield House, 76 Wellington Street, Leeds LS1 2AY ("the Liquidators") be and they hereby are appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators of the Company be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;
- (ii) the Liquidators of the Company appointed pursuant to paragraph (i)(a) set out in this notice be and hereby are authorised under section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- (iii) the cancellation of the listing of the Company's shares on the Official List following the implementation of the Scheme (as defined in the Circular) be and hereby is approved.

Dated: 22 June 2017

Registered office:
The Shard
32 London Bridge Street
London
SE1 9SG


Director/Secretary




Liquidator