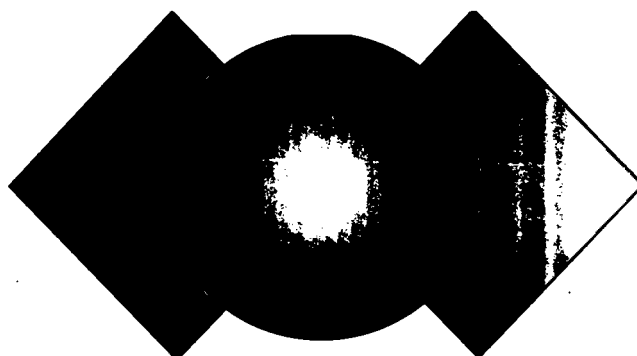


Oxford Technology Venture Capital Trust plc



SATURDAY



A3BZNVIJ

A30

12/07/2014

#210

COMPANIES HOUSE

Financial Statements

For the year ended 28 February 2014

Contents

Financial Highlights	2
Strategic Report	3
Statement on behalf of the Board	3
Table of Investments	7
Review of Investment Portfolio	8
Board of Directors	10
Report of the Directors	11
Directors' Remuneration Report	13
Audit Committee Report	15
Directors' Responsibilities for the Financial Statements	16
Report of the Independent Auditors	17
Principal Accounting Policies	20
Profit and Loss Account	22
Balance Sheet	23
Cash Flow Statement	24
Notes to the Financial Statements	24
Notice of AGM	30
Proxy Form	31

Financial highlights

	Year ended 28 February 2014	Year ended 28 February 2013
Net assets at year end	£3.53m	£4.04m
Net asset value per share at year end after distributions	65p	74p
Cumulative dividend (gross) from incorporation	52.7p	42.7p
NAV plus cumulative dividends paid to year end	117.7p	116.7p
Share price at year end	75p	64.5p
Earnings per share (basic & diluted)	0.7p	49.5p

Strategic Report

The Strategic Report has been prepared in accordance with the requirements of Section 414 of the Companies Act 2006 and best practice. Its purpose is to inform shareholders of the progress of the Company, to look at the current business model, future objectives, strategy and principal risks of the Venture Capital Trust. The Report contains the Statement on behalf of the Board and a Review of the Investment Portfolio.

Statement on behalf of the Board

Withdrawal of VCT Tax Relief

On 7 March 2014, HMRC issued a letter withdrawing tax relief from OTVCT. OTVCT issued an appeal against this decision on 26 March.

The cause of the problem is that OTVCT has been supporting Scancell since it first invested in 1999, when the company was a start-up based in a university lab in Nottingham.

Over the years, Scancell has needed to raise more capital and Oxford Technology VCT has always supported it by participating in these fundraisings. Specifically, OTVCT has invested the following amounts:

Aug 99	£125,000
Feb 01	£66,666
Apr 05	£50,000
Sep 08	£100,000
Mar 10	£75,000
Aug 13	£75,000

Total: **£491,666**

This represents less than 10% of the total capital raised by OTVCT.

OTVCT has also sold a proportion of its Scancell shares raising £608,468. A dividend of 10p per share was paid in May 2013.

The problem arose because Scancell has been very successful. Today it has a vaccine for Melanoma (skin cancer) in clinical trials. Worldwide 65,000 people die of skin cancer each year and an effective vaccine would likely be very valuable. Scancell is currently quoted on AIM and at 28 February 2014, was valued at around £70m. Just prior to the announcement of the rights issue at 22.5p per share, Scancell's share price had ranged from 40 - 50p. After the rights issue was announced, the share price fell to about 25p but then recovered to about 30 - 35p. So we believed it was in shareholders' interests that OTVCT should take up some of its rights and we did.

However, HMRC's rules state that each time a new investment is made in a company the value of that holding has to be valued to the most recent price paid for the shares. And valued by this particular method, no company is allowed to account for more than 15% of the portfolio as a whole. Because Scancell's share price had risen so much, (although the risks are still very high - the clinical trials could go either way), the result of the investment in August 2013 was that the 15% rule was breached.

It was only in October that Oxford Technology Management realised that this had happened. We immediately informed HMRC asking what we could do to remedy the breach, for example by selling the extra shares which had been purchased.

Oxford Technology Venture Capital Trust PLC

Apart from the fact that this technical rule had been breached no harm had been done to anyone, and it was agreed by all that the purpose of VCTs is to encourage investment into small high risk technology companies with potentially world-beating technology. Everyone agreed that the investment had been 100% within the spirit of the legislation. But HMRC took a hard line. No, the rule has been breached and we have no option but to withdraw VCT tax relief.

On 26 March 2014 OT1 appealed against HMRC's withdrawal of VCT approval. The appeal will be led by Graham Aaronson QC of Joseph Hage Aaronson LLP.

The statutory appeal process requires that the appeal is first made to HMRC. In the event that the matter cannot be resolved at that initial stage, provision is then made for a review by HMRC of its decision and, if the outcome of the review is not favourable, an appeal to the First-tier Tribunal (Tax Chamber), which is independent of HMRC.

HMRC has helpfully offered to meet to discuss the appeals process and any request for re-approval with Oxford Technology directly. Oxford Technology has accepted this offer and it will therefore be engaging in a dialogue with HMRC in order to determine whether this matter can be resolved by agreement. To this end a meeting was scheduled for 28 April 2014 between HMRC and Oxford Technology. At this meeting it was agreed that certain detailed arguments in support of the VCTs' appeal would be submitted in writing to HMRC, who will consider them as urgently as possible.

If resolution cannot be reached via agreement, the further avenues of review and appeal will thereafter be explored. If it is necessary to pursue the appeal process to the First-tier Tribunal, the likely timescale for such a hearing is in the region of 9 to 14 months from the lodging of the appeal with the Tribunal.

Individuals who have invested in OT1 should, as previously indicated, seek their own personal financial advice from their stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser who specialises in advising on the acquisition or disposal of shares in order that they may ascertain the implications associated with the Company losing its VCT approval and take appropriate action. Further announcements will be made to keep shareholders fully informed of developments.

Investment Portfolio

The net asset value per share on 28 February 2014 was 65p compared to 74p on 28 February 2013. A dividend of 10p per share was paid during the financial year in May 2013. At the time the dividend was paid the company had sufficient reserves available for distribution. However, the Directors acknowledge that during the financial year, after the distribution was made, the distributable reserves went into a deficit balance. Further distributions cannot be made until sufficient distributable reserves are available. The earnings per share in the year to 28 February 2014 were 0.7p.

Investment Policy & Fundraising

We are continuing to run the Company and work with our investee companies to help them succeed as if still operating as a Venture Capital Trust. If the appeal is not successful we will continue to do the same work but under the corporate structure of an Investment Trust.

The Company has built a balanced portfolio of investments with the following characteristics:

- unlisted, UK based, science, technology and engineering businesses
- investments typically in the range of £100,000 to £500,000
- generally located within approximately 60 miles of Oxford

Oxford Technology Venture Capital Trust PLC

Business Review

There was a net profit for the period after taxation amounting to £36,000 (2013: £2,691,000). The profit and loss account comprises nil income (2013: £4,000) plus unrealised gains on fair value of investments of £198,000 (2013: £2,254,000), less £59,000 loss on disposal (2013: gain of £477,000) and management and other expenses of £103,000 (2013: £44,000).

Key Performance Indicators

The Board has a number of performance measures to assess the company's success in meeting its objectives. Performance, measured by the change in NAV and total return per share, is also measured against the FTSE All-Share index. This is shown in the graph on page 14 of the Directors' Remuneration Report. This index has been adopted as an informal benchmark. The review of the investment portfolio, on page 8 includes a review of the company's activities and future prospects.

Financial Risk Management Objectives and Policies

Investment risk - The majority of investments are early stage unquoted companies which are VCT qualifying holdings. This inherently entails a higher level of risk and lower liquidity than investments in large quoted companies. The Directors seek to reduce this risk by considered selection of new and continued monitoring of existing investee companies.

VCT qualifying status risk – The Company is required at all times to observe the conditions laid down in the Income Tax Act 2007 for the maintenance of approved VCT status. The loss of such approval could lead to the Company losing its exemption from corporation tax on capital gains, to investors being liable to pay income tax on dividends received from the Company and, in certain circumstances, to investors being required to repay the initial income tax relief on their investment.

Financial risk - The Company is exposed to market price risks, credit risk, liquidity risk, fair value and cash flow interest rate risks. All of the company's income and expenditure is denominated in sterling and hence the Company has no foreign currency risk. The Company does not use derivative financial instruments.

Regulatory risk - The Company is required to comply with the Companies Act, the rules of the UK Listing Authority and United Kingdom Accounting Standards.

Internal control

The Directors are responsible for the company's system of internal control. The Board has adopted an internal operating and strategy document for the company. This includes procedures for the selection and approval of investments, the functions of the Investment Manager and exit and dividend strategies. Day to day operations are delegated under agreements with the Investment Manager who has established clearly defined policies and standards. These include procedures for the monitoring and safeguarding of the company's investments and regular reconciliation of investment holdings. This system of internal control, which includes procedures such as physical controls, segregation of duties, authorisation limits and comprehensive financial reporting to the Board, is designed to provide reasonable, but not absolute, assurance against material misstatement or loss.

The Board has reviewed, with its Investment Manager, the operation and effectiveness of the company's system of internal control for the financial period and the period up to the date of approval of the financial statements. The Board has continued to prepare the financial statements in accordance with UK Financial Reporting Standards rather than International Financial Reporting Standards. This is permitted as the financial statements present the results of an individual company rather than a group.

Oxford Technology Venture Capital Trust PLC

Gender and Diversity

The board consists of two male Non Executive Directors. The gender and diversity of the constitution of the Board will be reviewed on an annual basis.

Human Rights Issues

Due to the structure of the Company with no employees and only two Non Executive Directors, there are no Human Rights Issues to report.

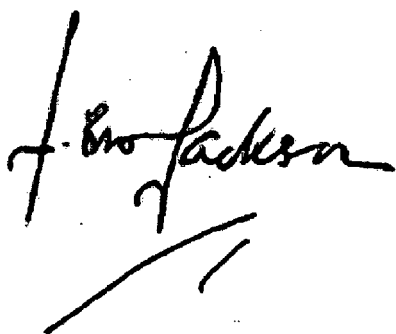
Environment Policy and Greenhouse Gas Emissions

The Board has no specific environmental policy; however, the Company recognises the need to conduct its business in a manner responsible to the environment where possible.

The Company does not produce any reportable emissions as the fund is managed by Oxford Technology Management, and so has no physical assets, property or employees, other than the Non Executive Directors.

AGM

Shareholders should note that the AGM for Oxford Technology VCT (OT1) will be held on Wednesday 9th July 2014, at the Magdalen Centre, Oxford Science Park, starting at 12.00 noon and will include presentations by some of the companies in which the Oxford Technology VCTs have invested. A formal Notice of AGM has been included at the back of these Accounts together with a Form of Proxy for those not attending.

A handwritten signature in black ink, appearing to read 'John Jackson', with a large, sweeping flourish underneath.

John Jackson
Chairman
22 May 2014

Oxford Technology Venture Capital Trust PLC

Table of investments held by company at 28 February 2014

Company	Description	Date of initial investment	Net cost of investment £'000	Carrying value at 28/02/14 £'000	Change in value for the year £'000	% equity held by OTVCT
Getmapping	Aerial photography	Mar 1999	518	164	52	3.9
Select Technology	Photocopier Interfaces	Sep 1999	488	748	178	30.0
Scancell	Antibody based cancer therapeutics	Aug 1999	419	2,381	114	3.2
IMPT	Industrial ceramic coatings	Mar 2000	150	9	(27)	4.2
DHA Ltd	Radiotherapy products	Sep 1999	150	10	-	26.9
Biocote	Bactericidal powder coating	Dec 1997	138	66	(98)	6.6
Dataflow	Accountancy software	Mar 1998	72	3	(88)	9.0
Totals			1,935	3,381	131	
Other Net Assets				153		
NET ASSETS				3,534		

Number of shares in issue: 5,431,656
Net Asset Value per share at 28 February 2014: 65p
Dividends paid to date: 52.7p

This table shows the current portfolio holdings. The investments in Avidex, Concept Broadcast, Coraltech, Eurogen, Im-Pak, Freehand Surgical, Nexus, OST, Rapier, Sirius and Synaptica have been written off. The investments in Valid, MET and Equitalk have been sold.

Review of Investment Portfolio

OTVCT was formed in 1997 and invested in a total of 20 companies, all start-up or early stage technology companies. Some of these companies failed with the loss of the investment. Some have succeeded and have been sold. Dividends paid to shareholders to date are 52.7p. Today only four companies remain in the portfolio which the manager believes have the potential to deliver significant returns. It is good to be able to report that in general these companies are making encouraging progress.

OTVCT owns 7.2m shares in **Scancell**, which at 28 February 2014 were worth £2.38m. Scancell is listed on AIM. OTVCT first invested in 1999, when Professor Lindy Durrant, Scancell's founder was based in a university lab in Nottingham.

Scancell is developing novel immunotherapies for cancer based on two platform technologies, known as ImmunoBody and Moditope. Scancell's first ImmunoBody, SCIB1 is being developed for the treatment of melanoma and is in Phase II clinical trials. In theory, these Scancell technologies could be used to treat many common forms of cancer, including breast and prostate.

Scancell remains a high risk investment - clinical trials can go either way. If the trials go well, we would expect to see a significant increase in the share price. If the trials go badly, there could be a significant fall in the share price.

OTI owns a 30% shareholding in **Select Technology Ltd.** Since 2005, Select has been working very closely with Ricoh, the world's leading manufacturer of MFDs (Multi-Function Devices, formerly known as photocopiers, but which now do many other things as well, such as scanning, emailing, printing and faxing). Increasingly, as with computers 30 years ago, what persuades a customer to buy one model rather than another is not the hardware but the software which runs on the hardware, such as software to allocate the costs of using the MFDs on a global network to the appropriate departments. Ricoh are not themselves experts in this software. Select has developed software modules, now known as the m3i platform which can be embedded within Ricoh's operating system and which transmit data about the state of affairs within the MFD to external software and which enables external software to control the MFD. So m3i acts as a bridge between Ricoh MFDs and external software. Select receives an average of £250 (at a high gross margin) every time m3i is used on a particular MFD. M3i also enables users to create their own applications and to modify the screen displays to suit their particular needs. Select is also the exclusive distributor of Papercut in Europe. Papercut is print management software, now used by 50,000 organisations worldwide.

Select's sales are now growing strongly and Select has become profitable and cash generating:

Year to July	£'000
2010	249
2011	541
2012	1,596
2013	2,274

To date, almost 90% of these sales have been in the UK with almost all of the balance being in Europe. But Select has now appointed agents/distributors in the US and in China, and the first sales have been achieved in these countries. So the hope is that sales will continue to grow in the UK and Europe but will be further boosted by growing sales in the US and China, both significantly larger markets than the UK.

OTVCT was the first investor in **Getmapping** when the company was founded in 1999. The company was formed in order to make the first complete aerial photograph of the UK, known as the Millennium Map. Critical to Getmapping's business plan was that Ordnance Survey had no interest in aerial photography as a product, and had signed an agreement with Getmapping under which it would re-sell the Millennium Map to local and central government users.

Oxford Technology Venture Capital Trust PLC

But in 2001, after the company raised £10m on AIM to complete the Millennium Map, OS terminated the reseller agreement and started to develop its own rival product. This was a devastating blow to Getmapping, which took court action against OS. But in the event, Getmapping did not have enough capital to see the case through. Getmapping had to drastically downsize and came close to going bankrupt. The share price fell from £2 to 1p and Getmapping delisted to save costs.

However, Getmapping persevered and the business survived and has now begun to prosper. In the UK, Getmapping has now become the dominant supplier of aerial photography to government users, and has been awarded multi-year contracts to supply Scotland (Local and Central Government) and England (Central Government). As well as selling aerial photography in UK, Getmapping also supplies height data, re-sells other geographic data (including OS Maps) and offers a web-based Geographical Information System service which allows customers to analyse and use the data more effectively.

Getmapping also owns Geosense, an aerial survey company in South Africa which operates large format cameras as well as Lidar height mapping systems. Africa is developing quickly but has a poor mapping base so that there is a healthy demand for aerial survey work, which, as in the UK, is used by many different types of customer, from central government and local authorities to large mining, utility and construction companies. Getmapping's strategy is to maintain its position as Great Britain's leading aerial survey company and to expand its operations in Africa. The improvement in the underlying business is beginning to be visible in the accounts.

Year to Dec	Sales £'000	Net Profit after tax £'000
2011	3,134	(481)
2012	3,517	280
6 months to Jun		
2013	2,476	406

OTVCT was the original investor in **BioCote** when the company was formed in 1997. The company has developed a bactericidal coating, which as its name implies, kills bacteria. The business model is to sell licences to use the coating to manufacturers around the world who then have a way of differentiating their products from those of their competitors. The coating may be applied to solid surfaces such as fridges or kitchen surfaces, and it may be applied to fabrics, such as sheets and blankets.

The business grew slowly from small beginnings and sales reached £1m for the first time in 2008, and reached a peak of more than £3m in 2010 when the business made a net profit of almost £1m. However, since then competitors have entered the market and margins have been squeezed and sales have fallen. However, Biocote has remained profitable and plans to pay a dividend at some point in 2014.

Oxford Technology Venture Capital Trust PLC
Board of Directors



John Jackson, age 85, Chairman

John worked full time for Philips Electrical Limited and Philips Electronic and Associated Industries Limited in the UK from 1952 to 1980, becoming a director of Philips Electronics in 1966, on whose board he served until early 1994. Since 1980, he has joined the boards of a number of other companies in a wide range of industries, including electronics, engineering, biotechnology, pharmaceuticals and fine chemicals. He is the Chairman of OTVCT as well as non-solicitor Chairman of Mishcon de Reya. He was the special adviser to the Korda Seed Capital Fund which was established as a £5m fund to invest primarily in technology-based companies, from March 1989 until its final distribution and cessation in 2003. He is particularly interested in high technology business start-ups. John Jackson is also an investor in Scancell and Select Technology from the OT1 portfolio.



Lucius Cary OBE, age 67, Director

Lucius is the founder and managing director of Oxford Technology Management Ltd (OTM), which has specialised in making and managing investments in start-up technology-based businesses since 1983. He has a degree in engineering and economics from Oxford University, an MBA from Harvard Business School and was an engineering apprentice at the Atomic Energy Research Establishment, Harwell. After forming and raising finance for his first business in 1972, he founded "Venture Capital Report" in 1978 and was its managing director for 17 years. In March 1996, he sold all his shares and became chairman so reducing his day-to-day involvement in order to concentrate more fully on OTM's investment activities. By 2005, OTM had managed or advised ten seed capital funds, including the Oxford Technology VCTs which, between them, have made some 100 investments in early stage and start-up technology companies. In 2003, he was awarded an OBE for services to business and in 2004 was awarded the Judges Award at Investors Allstars, for his contribution over many years to early stage investing. Lucius Cary is an investor in Select Technology and Getmapping from the OT1 portfolio. He is also a Director of Oxford Technology 2 VCT, Oxford Technology 3 VCT and Oxford Technology 4 VCT which have some shared investments with OT1. He is a Director of Getmapping Ltd.

Conflicts of Interest

The Board has always considered carefully all cases of possible conflicts of interest, as and when they arise. For example, every time one of the OTVCTs makes an investment in which another OTVCT is an investor, there is a potential conflict of interest. The general policy is that there is complete transparency and all interests in every situation are declared and known to all, so that practical and sensible decisions can be taken.

The Board keeps the position of the Investment Manager under review. The Chairman has the casting vote and Lucius Cary as a Director of Oxford Technology Management is not involved in the decision.

Report of the Directors

The directors present their report together with financial statements for the year ended 28 February 2014.

Principal Activity

The company commenced business in March 1997. The company invests in start-up and early stage technology companies in general located within 60 miles of Oxford.

Directors

The present membership of the board, and their beneficial interests in the ordinary shares of the company at 28 February 2014 and at 28 February 2013, are set out below:

Name	2014	2013
J B H Jackson	52,000	52,000
J L A Cary	68,200	68,200

Except as disclosed in notes 2 & 3 and set out above, no director had, during the period or at the end of the period, a material interest in any contract which was significant in relation to the company's business.

Corporate Governance

The company has complied throughout the period with the provisions in Section 1 of the Combined Code on Corporate Governance (the "Code"), except that the Board as a whole performs the functions of both the Audit Committee (Code B.2.1) and the Nomination Committee (Code A.3.3). The Directors do not have formalised service contracts with the company, whereas the recommendation is for fixed term renewable contracts.

The Board confirms that procedures to implement the Turnbull guidance were in place throughout the year ended 28 February 2014. The Board acknowledges that it is responsible for the Company's system of internal control and for reviewing its effectiveness. Such a system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board will now consist of two non-executive directors. JLA Cary represents the Investment Manager and John Jackson is the independent Chairman. The Board has put in place corporate governance arrangements which it believes are appropriate to a Venture Capital Trust and which will enable the company to operate within the spirit of the Code.

The Board meets regularly, at least four times a year and between these meetings maintains contact with the Investment Manager. The Investment Manager prepares a written report on the performance of the fund in advance of Board meetings and this is circulated to all members of the Board. In addition, the directors are free to seek any further information they consider necessary. All directors have access to the Company Secretary and independent professionals at the Company's expense. The Code states that the Board should have a formal schedule of matters specifically reserved to it for decision, to ensure that the direction and control of the company is firmly in its hands. This is achieved by a management agreement between the company and its Investment Manager which sets out the matters over which the Investment Manager has authority and the limits above which Board approval must be sought. All other matters are reserved for the approval of the Board. The Board ensures the independence and objectivity of the external auditors. This includes reviewing the nature and extent of non-audit services supplied by the external auditors to the company, seeking to balance objectivity and value for money. None of the directors has a service contract with the company. The Articles of Association require that one third of the directors (or the number nearest one third) on a rotation basis will be subject to re-election procedures at subsequent Annual General Meetings.

Oxford Technology Venture Capital Trust PLC

Statement as to Disclosure of Information to Auditors

So far as the directors are aware, there is no relevant audit information (as described in Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors and Officers Insurance

The company has maintained insurance cover on behalf of the directors, indemnifying them against certain liabilities which may be incurred by them in relation to their duties as directors of the Company.

Whistleblowing

The Board has been informed that the Manager has arrangements in place in accordance with the UK Corporate Governance Code's recommendations by which staff of the Manager or Secretary of the Company may, in confidence, raise concerns within their respective organisations about possible improprieties in matters of financial reporting or other matters.

Bribery Act 2010

The Company is committed to carrying out business fairly, honestly and openly. The Manager has established policies and procedures to prevent bribery within its organisation. The Directors are closely involved in the day-to-day management of the Company, thus ensuring that they learn of any questionable practices as and when they arise.

Relations with Shareholders

The company values the views of its shareholders and recognises their interest in the company's strategy and performance, Board membership and quality of management. The company's website provides information on all of the company's investments, as well as other information of relevance to shareholders (www.oxfordtechnology.com).

Going Concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they have adopted the going concern basis in preparing the financial statements.

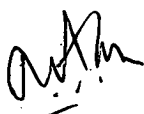
Substantial Shareholders

At 28 February 2014, the company has been notified of three investors whose interest exceeds three percent of the company's issued share capital (C Laing, 3.7%; R Vessey, 4.1%; M R H J O'Regan 4.2%). The Directors shareholdings are listed above.

Auditors

James Cowper LLP offer themselves for reappointment in accordance with Section 489 of the Companies Act 2006.

On behalf of the Board
JLA Cary - Director
22 May 2014



Directors' Remuneration Report

The Board has prepared this report in accordance with the requirements of Schedule 7A to the Companies Act 2006. An ordinary resolution for the approval of this report will be put to the members at the forthcoming Annual General Meeting. The law requires the company's auditors to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such.

Directors' Fees and the Company's Policy on such Fees

The Board consists of two directors, John Jackson being the independent non-executive Chairman and Lucius Cary. Lucius Cary represents the Investment Manager. Since the company is a Venture Capital Trust with no executive directors, there are certain relaxations of the Code permitted to the company under the Listing Rules of the Financial Conduct Authority.

Accordingly, there is no separate remuneration committee and the Board performs collectively the duties of the committee. The Board's policy is that the remuneration of non-executive Directors should be sufficient to reflect the duties and responsibilities of the Directors and the amount of time committed to the company's affairs. The Articles of Association of the company state that no Director can be paid more than £50,000 without an ordinary resolution of the shareholders.

The Company's Investment Manager is Oxford Technology Management Ltd, a company of which Lucius Cary is a Director and the controlling shareholder. The Investment Management fee is laid out in the prospectus dated 10 March 1997 and the fee payments for the years ended 28 February 2014 and 28 February 2013 are laid out in note 2 to the financial statements.

As detailed in the Company prospectuses dated 10 March 1997 and 3 March 1998 and in the more recent Investment Memorandums, once investors have received a return of 125% of the gross sums invested by way of dividends and capital distributions, a performance incentive fee (expressed as a percentage of all distributions thereafter) will be payable as to 13 per cent of such distributions to the Investment Manager collectively and 6 per cent of such distributions to the directors collectively and 1 per cent of such distributions to John Siddall & Son Ltd, the sponsor to the initial offer in 1997.

Directors' Rights of Tenure

No director has a service contract with the company. At each AGM one of the directors is obliged to retire and offer themselves for re-election by shareholders. At the AGM for the current year, Lucius Cary will retire and offer himself for re-election. There is no notice period and no provision for compensation upon early termination of the appointment of any director.

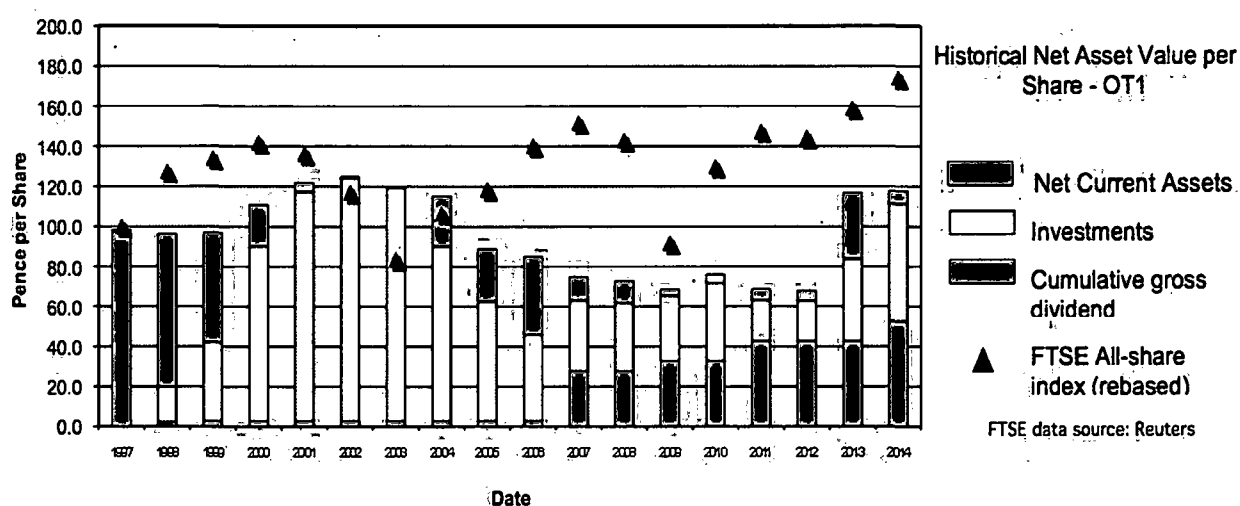
Company's Performance Compared to a Suitable Index

The Board is responsible for the company's investment strategy and performance, although the creation, management and monitoring of the investment portfolio is delegated to the Investment Manager, as described in the prospectus dated 10 March 1997.

The graph below compares the performance of the company with the performance of the FTSE All-Share index over the period from 28 February 1997 to 28 February 2014. It shows the change over the period in the total return to ordinary shareholders (assuming all dividends are reinvested) compared to the change over the period in total shareholder return on a notional investment of the same composition as the FTSE All-Share Index.

Oxford Technology Venture Capital Trust PLC

This index was chosen as it represents a comparable broad equity market index. The net asset value per share (NAV) of the company has been selected as the most appropriate performance measure, as this best reflects progress of the investments made by the company; shareholders will ultimately realise value on disposal of these investments. All measures are rebased to 100 at the start date of the period.



Directors' Emoluments for the Year

The information in this part of the report has been audited by the company's auditors.

The Directors' fees for the year were £10,000 (2013: £10,000):

	2014 £000	2013 £000
JBH Jackson (Chairman)	7.5	7.5
JLA Cary	2.5	2.5
	-----	-----
	10.0	10.0
	-----	-----

The Directors are not eligible for pension benefits, share options or other benefits.

Audit Committee Report

This report is submitted in accordance with The UK Corporate Governance Code and describes the work of the Audit Committee in discharging its responsibilities. The Audit Committee has identified and considered the key areas of risk in relation to the business activities and financial statements of the company, reviewing and making recommendations to the Board. Any issues arising are discussed with the Manager and the auditor.

The Audit Committee's terms of reference include the following responsibilities:

- reviewing and making recommendations to the Board in relation to the Company's published financial statements.
- to challenge where necessary, the actions and judgments of management in relation to the Company's financial statements, operating and financial review, interim reports, preliminary announcements and related formal statements
- to monitor the integrity of the company's internal financial controls
- to ensure that the auditors have direct access to the Board Chairman and Audit Committee
- to consider and make recommendations on the appointment, reappointment and removal of the external auditor; to approve the terms of engagement and the remuneration to be paid to the external auditor in respect of audit services provided and to assess the effectiveness of the audit

As part of the process of working with the Board to maximise effectiveness, meetings of the Committee usually take place immediately prior to the Board meeting and a report is provided on relevant matters to enable the Board to carry out their duties.

Reviewing the Audit plan during this financial year the Committee has reviewed the non audit services provided by the external auditor, James Cowper LLP and is happy to recommend their reappointment. Once the Committee has made a recommendation to the Board in relation to the appointment of the external auditor, this is then ratified at the AGM through an Ordinary Resolution.

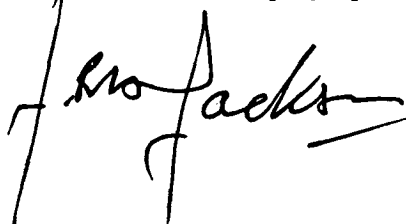
The Company does not have an independent internal audit function as it is not deemed appropriate given the size of the Company and the nature of the Company's business. However, the Committee considers annually whether there is a need for such a function and if so would recommend this to the Board.

The Audit Committee has reviewed the Manager's statement of internal controls in relation to the Company's business and assessing the effectiveness of those controls in minimising the impact of key risks. The Compliance Procedure of the Company is also reviewed on a quarterly basis. In light of the fact that there is only has one independent non-executive Director, the committee also takes advice from external sources. Methuen Consulting is used as an advisor for Financial Services Compliance. Beaumont Cornish is used as Corporate and Regulatory advisor for the London Stock Exchange and a Chartered Management Accountant team at Positive Outlook for financial advice.

The Directors have met quarterly to assess the appropriateness of the estimates and judgements made by the Manager in the investment valuations. The Company's investments are predominantly in unlisted securities which can be difficult to value and requires the application of skill, knowledge and judgement by the Board and Audit Committee. The methodologies used are those set out in the international Private Equity and Venture Capital Valuation guidelines. It is recommended that the Manager now prepares a document confirming that all VCT rules are met before making any new investments.

The Committee have considered the whole report and accounts for the year ended 28 February 2014 and have reported to the Board that they consider them to be fair, balanced and understandable providing the information necessary for shareholders to assess the Company's performance.

John Jackson
Audit Committee Chairman

A handwritten signature in black ink, appearing to read 'John Jackson', with a stylized flourish at the end.

Directors' Responsibilities for the Financial Statements

Company law in the UK requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the entity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for ensuring that the Strategic Report, The Directors' Report, The Remuneration Report and Financial Statements are prepared in accordance with company law in the United Kingdom. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements and other information included in annual reports may differ from legislation in other jurisdictions.

They are also responsible for ensuring that the annual report includes information required by the Listing Rules of the Financial Conduct Authority.

The maintenance and integrity of the web site is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the information contained in the financial statements since they were initially presented on the web site.

On behalf of the Board
John Jackson
Chairman
22 May 2014

A handwritten signature in black ink, appearing to read 'John Jackson', with a long horizontal flourish extending to the right.

Report of the Independent Auditors

We have audited the financial statements of Oxford Technology Venture Capital Trust Plc for the year ended 28 February 2014 which comprise the profit and loss account, balance sheet, cash flow statement, accounting policies and related notes. We have also audited the information set out in the Directors' Remuneration Report that is described as having been audited. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/ukp.

Auditor commentary

An Overview of the Scope of our Audit

Our audit approach was based on a thorough understanding of the Company's business and is risk-based. The day-to-day management of the Company's investment portfolio, the custody of its investments and the maintenance of the Company's accounting records is outsourced to third-party service providers. Accordingly, our audit work is focussed on obtaining an understanding of, and evaluating, internal controls at the Company and the third-party service providers, and inspecting records and documents held by the third-party service providers. We undertook substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls over individual systems and the management of specific risks.

Our Application of Materiality

We apply the concept of materiality in planning and performing our audit, in evaluating the effect of any identified misstatements and in forming our opinion. For the purpose of determining whether the financial statements are free from material misstatement we define materiality as the magnitude of a misstatement or an omission from the financial statements or related disclosures that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission.

Oxford Technology Venture Capital Trust PLC

We also determine a level of performance materiality which we use to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

We established materiality for the financial statements as a whole to be £71,000, which is 2% of the value of the Company's net assets. For income and expenditure items we determined that misstatements of lesser amounts than materiality for the financial statements as a whole would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. Accordingly, we established materiality for revenue items within the profit and loss account to be £2,000.

Our Assessment of Risk

Without modifying our opinion, we highlight the following matters that are, in our judgement, likely to be most important to users' understanding of our audit. Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole, and not to express an opinion on individual transactions, balances or disclosures.

Valuation of Unquoted Investments

Investments are the largest asset in the financial statements, and they are designated as being at fair value through profit or loss in accordance with FRS 26, "Financial instruments: recognition and measurement". Measurement of the value of an unquoted investment includes significant assumptions and judgements. We therefore identified the valuation of unquoted investments as a risk that has the greatest effect on the overall audit strategy.

Our audit work included, but was not restricted to, obtaining an understanding of how the valuations were performed, consideration of whether they were made in accordance with published guidance, discussions with Oxford Technology Management, and reviewing and challenging the basis and reasonableness of the assumptions made by OTM and the Directors in conjunction with available supporting information. The Company's accounting policy on the valuation of unquoted investments is included in the statement of principal accounting policies and its disclosures about unquoted investments held at the year end are included in note 7.

Revenue Recognition

Investment income is the Company's main source of revenue and is recognised when the Company's right to the return is established in accordance with the Statement of Recommended Practice.

Our audit work included, but was not restricted to a detailed review of those sources of income recorded in the financial statements and further consideration of other potential sources of income. The Company's accounting policy on income is included in the statement of principal accounting policies and its disclosures about income are included in note 1.

Management Override of Financial Controls

The Company operates a system of financial controls to mitigate its vulnerability to fraud and its financial statements to material error and is reliant upon the efficacy of these controls to ensure that its financial statements present a true and fair view.

The financial statements contain a number of significant accounting estimates that require an element of judgement on behalf of management and that are, therefore, potentially open to manipulation. Our audit work included, but was not restricted to, a review of all significant management estimates and detailed consideration of all material judgements applied during the completion of the financial statements. We also reviewed material journal entries processed by management during the period. The Company's principal accounting policies are included in a statement on page 20.

Oxford Technology Venture Capital Trust PLC

Compliance with Laws and Regulations

The company is required to observe the conditions laid down by the Income Tax Act 2007 for the maintenance of approved VCT status. Our audit work included but was not restricted to a review of those rules central to the Company's ongoing status as a VCT and review of all correspondence with HMRC.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 28 February 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of Matter

In forming our opinion on the financial statements we have considered the adequacy of the disclosure made in note 16 to the financial statements concerning the withdrawal of the Company's VCT status after the year end and the existence of a potential liability that has arisen from this event. It is the opinion of the directors that any liability arising from the withdrawal of VCT status is unlikely and therefore they have made no provision in respect of it.

Opinion on Other Matters Prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the Strategic Report, comprising the Statement on Behalf of the Board and the Review of the Investment Portfolio and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the information given in the Corporate Governance statement with respect to internal control and risk management systems and about share capital structures is consistent with the financial statements.

Matters on Which we are Required to Report by Exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Under the listing rules we are required to review:

- the information given in the Report of the Directors in relation to going concern; and
- the part of the Corporate Governance statement relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review.

Alan Poole BA(Hons) FCA Senior Statutory Auditor

For and on behalf of

James Cowper LLP

Chartered Accountants and Statutory Auditors

Oxford

Principal accounting policies

Basis of Preparation

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investments. The financial statements have been prepared in accordance with applicable accounting standards and with the Statement of Recommended Practice 'Financial statements of investment trust companies' issued in 2009. The principal accounting policies of the company are set out below.

Investments

The company invests in financial assets with a view to profiting from their total return through income and capital growth. These investments are managed and their performance is evaluated on a fair value basis. Accordingly as permitted by Financial Reporting Standard 26 (FRS 26) the investments are designated as fair value through profit and loss. Unrealised gains or losses on valuation are recognised through the profit and loss account.

Valuation of Investments

Quoted investments are stated at the bid price. Unquoted investments are stated at fair value, where fair value is estimated after following the guidelines laid down by the International Private Equity and Venture Capital Guidelines. The Directors' policy is to initially state investments at cost and then to review the valuation every three months. The Directors may then apply an appropriate methodology which, as far as possible, draws on external, objective market data such as where fair value is indicated by:

- a material arms length transaction by a third party in the shares of the company, with discounting for more junior asset classes, and reviewed for impairment; or
- a suitable revenue or earnings multiple where the company is well established and generating maintainable profits. The multiple will be based on comparable listed companies but may be discounted to reflect a lack of marketability; or
- the net assets of the business.

Where such objective data is not available the Directors may choose to maintain the value of the company as previously stated or to discount this where indicated by underperformance against plan.

The Directors consider that this basis of valuation of unquoted investments is consistent with the International Private Equity and Venture Capital Guidelines.

Income

Income represents realised gains on the disposal of investments along with interest receivable on cash deposits. Dividends receivable on unquoted equity shares are brought into account when the company's right to receive payment is established and there is no reasonable doubt that payment will be received. Dividends receivable on quoted equity shares are brought into account on the ex-dividend date.

Fixed returns on debt securities and non-equity shares are recognised on a time apportionment basis so as to reflect the effective yield on the debt securities and shares, provided there is no reasonable doubt that payment will be received in due course. Interest receivable from cash and short term deposits are accrued to the end of the year.

Oxford Technology Venture Capital Trust PLC

Expenses

All expenses are accounted for on an accruals basis. All expenses are charged through the profit and loss account except as follows:

- those expenses which are incidental to the acquisition of an investment are included within the cost of the investment
- expenses which are incidental to the disposal of an investment are deducted from the disposal proceeds of the investment.

Deferred Tax

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the company was approved as a Venture Capital Trust during the current year. HMRC has approved the company as a Venture Capital Trust for the purpose of Section 259 of the Income Tax Act 2007. The approval was given in the financial period ended 28 February 1998. Following the change of status on 7th March 2014 further to notification from HMRC this may change in the forthcoming financial year.

Earnings per Share

The calculation of earnings per share for the period is based on the profit attributable to shareholders divided by the weighted average number of shares in issue during the period.

Oxford Technology Venture Capital Trust PLC

Profit and Loss Account
for the year ended 28 February 2014

		Year ended 28 February 2014	Year ended 28 February 2013
	Note	£'000	£'000
(Loss)/Gain on disposal of investments held at fair value	1	(59)	477
Unrealised gain on fair value of investments	7,11	198	2,254
Other income	1	-	4
Investment management fees	2	(61)	(20)
Other expenses	3	(42)	(24)
Profit on ordinary activities before tax	4	36	2,691
Taxation on profit on ordinary activities	5	-	-
Profit on ordinary activities after tax		36	2,691
Earnings per share (basic and diluted)	6	0.7p	49.5p

Historic Cost Profits and Losses Note

	2014	2013
Profit for the year	36	2,691
Unrealised (profit) on fair value of investments	(198)	(2,254)
Loss/(profit) on disposal of investments held at fair value	59	(477)
(Loss)/profit on disposal of investments held at historical value	(11)	16
Historical cost (loss)/profit before tax	(114)	(24)
Historical cost (loss)/profit after tax	(114)	(24)

Oxford Technology Venture Capital Trust PLC
Balance Sheet at 28 February 2014

		28 February 2014		28 February 2013	
	Note	£000	£000	£000	£000
Fixed assets					
Investments at fair value	7		3,381		3,250
Current assets					
Other debtors & prepayments	8	2		19	
Cash at bank		162		778	
		<u>164</u>		<u>797</u>	
Creditors: amounts falling due within one year	9	(11)		(6)	
		<u></u>		<u></u>	
Net current assets			153		791
Net assets			<u>3,534</u>		<u>4,041</u>
			=====		=====
Capital and reserves					
Called up share capital	10		543		543
Share premium	11		176		176
Profit and loss account	11		(125)		532
Unrealised capital reserve	11		2,940		2,790
Shareholders' funds	12		<u>3,534</u>		<u>4,041</u>
			=====		=====
Net asset value per share			65p		74p
			=====		=====

These financial statements were approved by the directors on 22 May 2014.

JLA Cary - Director
22 May 2014



Oxford Technology Venture Capital Trust PLC

Cash Flow Statement

for the period ended 28 February 2014

	Note	2014 £000	2013 £000
Net cash (outflow) from operating activities	13	(81)	(42)
Capital expenditure and financial investment			
Purchase of investments		(75)	(18)
Sale of investments		83	595
		<hr/>	<hr/>
Net cash inflow from capital expenditure and financial investment		8	577
Net cash outflow before financing		(73)	(535)
		<hr/>	<hr/>
Dividends paid		(543)	-
		<hr/>	<hr/>
(Decrease)/increase in cash		(616)	535
		<hr/>	<hr/>

The accompanying accounting policies and notes form an integral part of these financial statements.

Notes to the Financial Statements

for the year ended 28 February 2014

	2014 £000	2013 £000
1 Income		
Interest receivable	-	4
(Loss)/gain on disposal of investments	(59)	477
	<hr/>	<hr/>
	(59)	481
	<hr/>	<hr/>

Oxford Technology Venture Capital Trust PLC

2 Investment Management Fees

	£000	£000
Investment management fee (see below)	61	20
	<u>61</u>	<u>20</u>
	=====	=====

Related Party disclosure - JLA Cary is a director of Oxford Technology Management Ltd and of Oxford Technology Venture Capital Trust Plc. OTM is the Investment Manager to the company. During the year OTM charged management fees of £61,000 (2013: £20,000). There were no employees during the year except for the directors.

3 Other Expenses

	2014 £000	2013 £000
Directors' remuneration (see report on page 11)	10	10
Auditors' remuneration: audit services	5	5
Other expenses	27	26
Cost cap refund from OTM	-	(17)
	<u>42</u>	<u>24</u>
	=====	=====

4 Operating Profit

	2014 £000	2013 £000
The operating profit is stated after charging:		
Auditors' remuneration - audit services	5	5
Directors' remuneration	10	10
	<u>15</u>	<u>15</u>
	=====	=====

5 Tax

No liability to UK corporation tax arose during the year.

	£000	£000
UK Corporation tax	-	-
	=====	=====

Oxford Technology Venture Capital Trust PLC

The tax charge for the year is different to the small profits rate of corporation taxation in the UK of 20.0% (2013: 20.0%). The differences are explained below:

	£000	£000
Profit on ordinary activities before taxation	36	2,691
	=====	=====
At standard rate of taxation	7	538
Income/costs not chargeable to corporation tax	(7)	(538)
	-----	-----
Current tax credit for year	-	-
	=====	=====

Unrelieved management expenses of £1,018,059 (2013: £916,506) remain available for offset against future taxable profits. If the company is unable to successfully appeal against the removal of VCT status there would be a deferred tax liability of £289,318. This has been calculated as the difference between the cost and the carrying value of the current investments at a tax rate of 20%.

6 Earnings Per Share

The calculation of earnings per share (basic and diluted) is based on the net profit for the financial year of £36,000 (2013: £2,691,000) divided by the weighted average number of shares of 5,431,656 (2013: 5,431,656) in issue during the year. There are no potentially dilutive capital instruments in issue and therefore no diluted return per share figures are relevant. The basic and diluted earnings per share are therefore identical.

7 Investments

	2014	2013
Cost	£000	£000
As at 1 March 2013	1,954	2,516
Purchases at cost	75	18
Redeemed / disposed during the year	(94)	(580)
	-----	-----
As at 28 February 2014	1,935	1,954
	=====	=====
Revaluation		
As at 1 March 2013	1,296	(1,419)
Revaluation movement	150	2,715
	-----	-----
As at 28 February 2014	1,446	1,296
	=====	=====

Oxford Technology Venture Capital Trust PLC

Net book value

As at 1 March 2013	3,250	1,097
As at 28 February 2014	3,381	3,250
	=====	=====

Details of unlisted investments in which OT1 owns more than 20% are set out below with reference to their most recent published accounts. All companies are incorporated and operate in the UK. Certain of the company's unlisted investments entitle the company to more than 20% of the voting rights in the investee company. The Board does not consider that these investments fall within the definition of associated undertakings since the company does not exercise significant influence over the operating and financial policies of the investee companies.

Name of undertaking	Class of shares held	Percentage of voting rights held by company	Percentage of voting rights held by other OT Funds	Capital and reserves	Retained profit/(loss) for year
		%	%	£000	£000
Select Technology ¹	Ordinary	30.0	28.6	806	436
DHA Ltd ²	Ordinary	26.9	1.2	19	14

Most recent published accounts:

1. For the year ended 31 July 2013
2. For the year ended 31 December 2012

8 Debtors	2014	2013
	£000	£000
Prepayments and accrued income	2	19
	=====	=====
9 Creditors: amounts falling due within one year		
	£000	£000
Other creditors	11	6
	=====	=====

Oxford Technology Venture Capital Trust PLC

10 Share Capital	£000	£000
Authorised		
10,000,000 ordinary shares of 10p each	1,000	1,000
500,000 redeemable preference shares of 10p each	50	50
	<hr/>	<hr/>
	1,050	1,050
	=====	=====
Allotted, called up and fully paid		
5,431,656 (2013: 5,431,656) ordinary shares of 10p each	543	543
	=====	=====

11 Reserves

	Share Premium Account £000	Unrealised Capital Reserve £000	Profit and Loss Account £000
At 1 March 2013	176	2,790	532
Profit for the year	-	-	36
Unrealised (losses)/gains	-	198	(198)
Dividends	-	-	(543)
Transfer between reserves	-	(48)	48
	<hr/>	<hr/>	<hr/>
As at 28 February 2014	176	2,940	(125)
	=====	=====	=====

12 Reconciliation of Movements in Shareholders' Funds

	2014 £000	2013 £000
Result for the year	36	2,691
	<hr/>	<hr/>
Net increase in shareholders' funds	36	2,691
Shareholders' funds at beginning of year	4,041	1,350
Dividends paid	(543)	-
	<hr/>	<hr/>
Shareholders' funds at end of year	3,534	4,041
	=====	=====

Oxford Technology Venture Capital Trust PLC

13 Reconciliation of Net Profit/(Loss) Before Taxation to Net Cash

Outflow from Operating Activities	2014 £000	2013 £000
Operating profit	36	2,691
Increase in creditors	5	1
Decrease/(increase) in debtors	17	(3)
Unrealised (gain) on investments	(198)	(2,254)
Realised loss/(gain) on investments	59	(477)
	<hr/>	<hr/>
Net cash outflow from operating activities for the year	(81)	(42)
	=====	=====

14 Financial Instruments

Other than its investments in unquoted companies, the company has cash and a small amount of debtors and creditors through which it finances its activities. The risk faced by these instruments, such as interest rate risk or liquidity risk is considered to be minimal due to their nature. All of these are carried in the accounts at face value. There is no difference between these values and the fair values of the financial instruments.

15 Capital Commitments

The company had no commitments at 28 February 2014 or 28 February 2013.

16 Contingent Liabilities and Post Balance Sheet Events

At the meeting held on 28 April between HMRC and Oxford Technology and its legal advisers, it was agreed that certain detailed arguments in support of the VCTs' appeal would be submitted in writing to HMRC, who will consider them as urgently as possible.

Further to the Chairman's Statement contingent liabilities may arise should the appeal to revoke the withdrawal of VCT status not be successful. We refer to the deferred tax note in note 5 and there may be further liabilities which cannot be quantified at the current time.

Oxford Technology Venture Capital Trust PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Oxford Technology Venture Capital Trust plc will be held at the Magdalen Centre, Oxford Science Park, Oxford OX4 4GA at 12.00 noon on Wednesday 9th July 2014 for the following purposes:

To consider and, if thought fit, pass the following Resolutions:

- (1) That the report and accounts for the period to 28 February 2014 be approved.
- (2) That Mr Lucius Cary who retires at the Annual General Meeting by rotation in accordance with Article 139 of the Company's Articles of Association, be re-appointed as a Director.
- (3) That James Cowper LLP, Chartered Accountants, be re-appointed as Auditors and that the Directors be authorised to determine their remuneration.
- (4) That the Directors' remuneration report be approved.
- (5) That the Company is generally and unconditionally authorised (pursuant to Article 23 of the Company's Articles of Association) to make market purchases (within the meaning of s693(4) of the Companies Act 2006 ("the Act")) of ordinary shares of 10 pence each in the share capital of the Company ("Shares") provided that:
 - (a) the maximum number of Shares hereby authorised to be purchased is 500,000 (representing approximately 9.6 per cent of the issued number of Shares),
 - (b) the minimum price which may be paid for a Share is 10 pence (which amount shall be exclusive of expenses); and
 - (c) the maximum price which may be paid for a Share is 110% of the latest published NAV per share (exclusive of expenses).

This authority shall expire at the Company's annual general meeting in 2015. Pursuant to s701(6) of the Act, the Company may make contracts for the purchase of Shares which would or might be executed wholly or partly after the expiry of the time limit referred to above.
- (6) That the Company continue in being as a Venture Capital Trust, pending the outcome of the HMRC appeal. If it cannot continue as a Venture Capital Trust the resolution proposes that the Company adopts the status of and Investment Trust.
- (7) In accordance with section 551 of the Companies Act 2006 (the "2006 Act"), to authorise the Directors generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.
- (8) Subject to the passing of the resolution 7 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 7, as if section 561(1) of the 2006 Act did not apply to any such allotment.

By Order of the Board
James Gordon

Notes:

- (1) A member who is entitled to vote at this meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. Such a proxy need not also be a member of the Company. To be valid, a proxy card must be lodged with the Company's Registrar, Capita Registrars plc, c/o Oxford Technology VCT plc, Magdalen Centre, Oxford Science Park, Oxford OX4 4GA at least 48 hours before the meeting. A proxy card for use by members is attached. Completion of this proxy card will not prevent a member from attending the meeting and voting in person.
- (2) No director has a contract of service with the Company.
- (3) Resolutions 1,2,3,4,6 & 7 will be proposed as ordinary resolutions. Resolutions 5 & 8 will be proposed as special resolutions.

Oxford Technology Venture Capital Trust PLC

**Form of Proxy
for the Annual General Meeting convened
for 12.00 noon on Wednesday 9 July 2014**

I/We(BLOCK LETTERS)
of

being a member of Oxford Technology Venture Capital Trust plc ("the Company") hereby appoint the Chairman of the meeting or (note 2) as my proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on Wednesday 9 July 2014 and at any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the ordinary resolutions set out in notice of meeting (note 1):

	Resolution No.	For	Against	Withheld
1.	Approval of accounts.			
2.	Re-appointment of Mr Lucius Cary as a Director.			
3.	Approval of the appointment of James Cowper LLP and authorisation of Directors to fix remuneration.			
4.	Approval of the Directors' remuneration report.			
5.	Approval of authority to make purchases of own shares.			
6.	Company to continue as a Venture Capital Trust/Investment Trust			
7.	Approval of Directors authority to allot shares			
8.	Approval of issues of shares on non-rights issue basis			

Date thisday of....., 2014

Signature.....

Notes

1. Please indicate how you wish your vote to be cast. If you do not indicate how you wish your proxy to use your vote on any particular matter, the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting. The proxy will act as he thinks fit in relation to any other business arising from the meeting (including any resolution to adjourn the meeting).
2. If you prefer to appoint some other person or persons as your proxy, strike out the words "the Chairman of the Meeting or ", and insert in the blank space the name or names preferred and initial the alteration. A proxy need not be a member of the Company.
3. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
4. If the member is a corporation, this Form of Proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.
5. To be effective, this Form of Proxy must be completed, signed and must be lodged (together with any power of attorney or duly certified copy thereof under which this Form of Proxy is signed) with the Company's registrars, **Capita Registrars plc, c/o Oxford Technology Venture Capital Trust plc, Magdalen Centre, Oxford Science Park, Oxford OX4 4GA, not less than 48 hours before the time appointed for the meeting.**

Company Information

Directors

John Jackson (Chairman)
Lucius Cary

Investment Manager

Oxford Technology Management Ltd
Magdalen Centre
Oxford Science Park
Oxford OX4 4GA

Secretary

James Gordon

Solicitors

Gordons Partnership LLP
22 Great James Street
London WC1N 3ES

Registrars

Capita Registrars
Northern House
Woodsome Park
Fenay Bridge
Huddersfield
West Yorkshire HD8 0LA

Auditors

James Cowper LLP
2 Chawley Park
Cumnor Hill
Cumnor
Oxford OX2 9GG

Company Registration Number: 3276063

Registered Office: Magdalen Centre, Oxford Science Park, Oxford OX4 4GA