

OCTOPUS TITAN VCT 3 PLC
(Registered in England No 06523078)

SATURDAY



A32 *A15DPD2P* #183
24/03/2012
COMPANIES HOUSE

Print of Resolutions passed at the Annual General Meeting of Octopus Titan VCT 3 plc (the "Company") held at 20 Old Bailey, London EC4M 7AN on 21 March 2012

ORDINARY RESOLUTION

"6. AUTHORITY TO ALLOT RELEVANT SECURITIES

THAT the Directors be and are generally and unconditionally authorised in accordance with s551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to a maximum nominal amount of £202,505 (representing approximately 10% of the ordinary share capital in issue at today's date) such authority to expire at the later of the conclusion of the Company's next Annual General Meeting following the passing of this Resolution and the expiry of 15 months from the passing of the relevant Resolution (unless previously revoked, varied or extended by the Company in a general meeting but so that such authority allows the Company to make offers or agreements before the expiry thereof, which would or might require relevant securities to be allotted after the expiry of such authority) "

SPECIAL RESOLUTIONS

"7. EMPOWERMENT TO MAKE ALLOTMENTS OF EQUITY SECURITIES

TO empower the Directors pursuant to s571 of the Companies Act 2006 to allot or make offers or agreements to allot equity securities (as defined in s560(1) of the said Act) for cash pursuant to the authority referred to in Resolution 6 as if s561 (1) of the said Act did not apply to any such allotments and so that

- (a) reference to allotment in this Resolution shall be construed in accordance with s560(2) of the said Act,

and

- (b) the power conferred by this Resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power

And this power, unless previously varied, revoked or renewed, shall come to an end at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution or, if earlier, on the expiry of 15 months from the passing of this Resolution "

"8. AUTHORITY TO MAKE MARKET PURCHASES

THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Act) of ordinary shares of 10p each in the Company ('ordinary shares') provided that

- (a) the maximum number of ordinary shares so authorised to be purchased shall not exceed 5% of the present issued ordinary share capital of the Company,
 - (b) the minimum price which may be paid for an ordinary share shall be 10p,
 - (c) the maximum price, exclusive of expenses, which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased,
 - (d) the authority conferred comes to an end at the conclusion of the next Annual General Meeting of the Company or upon the expiry of 15 months from the passing of this Resolution, whichever is the later,
- and
- (e) that the Company may enter into a contract to purchase its ordinary shares under this authority prior to the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority "

Registered office
20 Old Bailey
London
EC4M 7AN


Secretary

Dated 21 March 2012