

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

PRINT OF RESOLUTIONS PASSED AT THE GENERAL MEETING OF Octopus Titan VCT 3 Plc (the "Company") held at 20 Old Bailey, London, EC4M 7AN on 27 November 2014

SPECIAL RESOLUTION

" That

(i) subject to the conditions (other than the passing of this resolution) set out in the section headed "Conditions of the Scheme" in Part III of the circular to the shareholders of the Company dated 16 September 2014 (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;

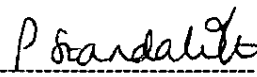
(a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Adrian Allen of Baker Tilly Restructuring and Recovery LLP ('the Liquidators') be and they hereby are appointed liquidators for the purposes of such winding-up and any power conferred on them 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 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 of the UK Listing Authority following the implementation of the Scheme (as defined in the Circular) be and hereby is approved"

Registered office
20 Old Bailey
London
EC4M 7AN


Secretary

Dated 28 November 2014

