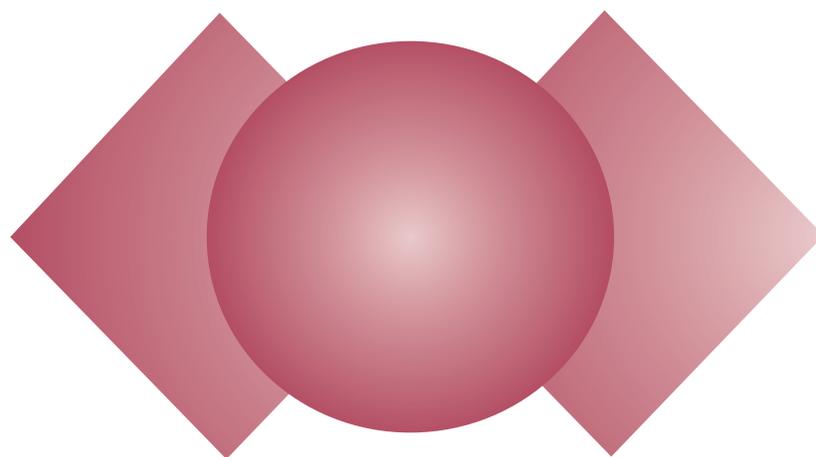


Oxford Technology 3 Venture Capital Trust plc



Financial Statements
For the year ended 28 February 2006

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Financial highlights

	Year ended 28 February 2006 per ordinary share	Year ended 28 February 2005 per ordinary share
Net asset value at year end after distributions	92p	108p
Revenue return	(2.46)p	(1.92)p
Cumulative dividend (gross) from incorporation	0p	0p
Share price at year end	85p	74p

Statement on behalf of the Board

Investment Portfolio

Overall, the Directors of Oxford Technology 3 VCT are pleased with the progress made by investee companies. As is to be expected, a couple of investee companies have had disappointing years, but many have performed well, and some have successfully raised further capital at increased share prices, reflecting the underlying progress made.

However, it is not always possible to translate 'general good progress' into an increase in Net Asset Value, particularly where an investee company has not needed to raise additional capital, or if the company is not yet profitable (where this is the case, the mechanism for revaluation is clear - either the new share price, or a suitable price to earnings multiple). On the other hand, investees that have raised capital at a reduced share price, or are failing to meet significant targets will always be written down in the Net Asset Value.

This conservative approach to valuation of recognising poor performance but not always recognising strong performance means that a reduction in overall Net Asset Value does not necessarily mean the portfolio as a whole is doing badly – and this is true for Oxford Technology 3 VCT, where the Directors are generally pleased with the portfolio, despite the drop in Net Asset Value. Perhaps the best way to evaluate the performance of the portfolio is to follow the individual investee companies, and that is why Oxford Technology 3 VCT tries to give fairly full descriptions of each company in its newsletters.

A number of companies have performed well over the year (but, in most cases, have not been 'written up' in value). BioAnaLab, which performs clinical assays for pharmaceutical companies developing biologic drugs, has continued to grow its client base, including securing a contract worth at least £0.5m from one large pharmaceutical company.

Commerce Decisions, which provides software to organisations involved in complex and strategically important procurements (such as battleships, hospitals or transport infrastructure), achieved its first £1m revenue year in 05/06, and is set to see this grow by about 70% this year.

ImmunoBiology, which is developing novel vaccines for tuberculosis and influenza (including pandemic 'bird flu') closed an investment round

of £5.5m which sees the company funded for the next three years, a tremendous achievement for a drug development company in the current market. Im-Pak, which has developed a novel technology for plastic injection moulding, has agreed heads of terms with a public company for a licence on the Im-Pak process for a particular market sector. If the agreement is concluded, Im-Pak would receive lump sum payments, as well as monthly royalties as the technology is exploited.

Caretek Medical, which has developed an ingenious drug delivery system that is both needle free and able to deliver drugs painlessly in solid form has completed a fund raising of £2m at an increased share price. Ixaris, which has developed an online payment system, continues to grow its revenues, and raised £3.5m in the year, including £2.0m from Foresight. Telegesis is attracting significant interest from major global players for its Zigbee modules.

Fuller information on each of the investee companies is given in the latest newsletter.

Results for the year

Interest on bank deposits and investee loans together with dividend income produced gross revenue of £25,000 (2005: £56,000) in the year. Net revenue after taxation and management expenses was a loss of £133,000 (2005: loss of £104,000) and revenue return for the year was a loss of 2.46p (2005: loss of 1.92p) per share. Capital return was a loss of 13.17p (2005: gain of 9.14p) per share. The graph on page 7 shows the historical Net Current Assets (chiefly cash) plus Gilts per share, and Other Investments (the fund's venture capital investments) per share. Together, these two figures make up the total Net Asset Value per share. The graph also shows cumulative dividends paid to date.

AGM

Shareholders should note that the AGM for OT3 VCT will be held on Monday 19th June 2006, 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.

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Table of investments held by company

Company	Date of initial investment	Net cost of investment	Percentage of voting rights held by company
		£000	%
Armstrong Healthcare Ltd	Oct 02	343	9.7
Avidex Ltd	Jul 02	50	0.04
BioAnaLab Ltd	Nov 02	239	17.2
Caretek Medical Ltd	Nov 03	150	9.8
Ciphergrid Ltd	Oct 03	95	9.3
Commerce Decisions Ltd	July 03	100	2.0
Coraltech Ltd	May 02	135	13.9
Dataflow Ltd	Jul 02	70	11.4
Equitalk.co.uk Ltd	Jan 03	102	16.1
The IFM Company International Ltd	Jun 02	286	17.2
Immunobiology Ltd	May 03	163	3.4
Im-Pak Technologies Ltd	Mar 03	589	19.1
InaPlex Ltd	Mar 03	45	10.7
Insense Ltd	May 03	250	6.9
Inscentinel Ltd	Mar 04	60	21.9
Invro Ltd	Apr 04	40	33.1
Ixaris Systems Ltd	Aug 02	110	8.2
Membrane Extraction Technology Ltd	May 02	75	7.0
Metal Nanopowders Ltd	Nov 02	150	30.0
Orthogem Ltd	Dec 04	50	4.4
Oxford Sensor Technology Ltd	Jun 03	85	8.8
Prolysis Ltd	Nov 02	75	0.6
ReviveR Technologies Ltd	Sep 03	155	24.7
Scancell Ltd	Dec 03	200	3.2
STL Management Ltd	Nov 04	34	3.7
Streamline Computing Ltd	Mar 03	80	1.5
Telegesys (UK) Ltd	Oct 03	250	34.2
Warwick Effect Polymers Ltd	Nov 02	200	6.8
		<u>4,594</u>	

John Jackson
Chairman
5 May 2006

Board of Directors

John Jackson, age 76, Chairman, worked full time for Philips Electrical Limited and Philips Electronic and Associated Industries Limited (“Philips Electronics”) 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 currently chairman of each of the four OTVCTs, as well as non-solicitor Chairman of Mishcon de Reya. He is a director of Instore plc (formerly Brown & Jackson plc) and a number of unlisted companies. He was the special adviser to the Korda Seed Capital Fund (unconnected with Seed Capital Limited), 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.

Charles Breese, age 59, Director, joined Larpent Newton in 1982 and has been managing director of Larpent Newton since 1986. He has played an active role in helping to launch a number of technology transfer start-up companies. He qualified as a chartered accountant in 1969 with the firm now known as Grant Thornton and thereafter worked for the firm now known as KPMG from 1969 to 1982. Charles Breese is an experienced venture capital manager and from 1982 until 1999, Larpent Newton managed The Growth Fund Ltd, a wholly-owned subsidiary of Friends Provident Life Office, which invested in businesses which were unquoted at time of initial investment and primarily technology-based early stage and start-up companies (including several technology start-ups out of universities). As well as being a director of each of the first three Oxford Technology VCTs, Charles Breese is also a director of Octopus Asset Management Ltd, a fund manager. As a result of the Octopus connection, he is a director of Hygea (formerly BioScience) VCT, a fund which has a complementary strategy to the Oxford Technology VCTs and which has co-invested in two investee companies of the Oxford Technology VCTs, and is on the investment committee of Phoenix VCT.

Lucius Cary OBE, age 59, Director, is the founder and managing director of Seed Capital, 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 Seed Capital’s investment activities. By 2005, Seed Capital had managed or advised ten seed capital funds, including the Oxford Technology VCTs which, between them, had 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.

Michael O’Regan OBE, age 58, Director, was co-founder in 1973 of Research Machines Limited which floated on the London Stock Exchange as RM plc in 1994; he was an executive director until 1992 and then a non-executive director until 2004. RM plc is the UK’s leading supplier of ICT and other services to education. He is a non-executive director of several unlisted companies and has been involved in the start-up and early stage financing of a number of technology based companies. He is chairman of Hamilton Trust, an educational charity, is joint director of the Hamilton Maths and Reading Projects and is a founder trustee of Peers Early Education Partnership (PEEP).

Sir Martin Wood OBE FRS, age 78, Director, founded the company now known as Oxford Instruments plc in 1959, and is now Honorary President. He has long taken an interest in the development of early stage technology companies and has been a director and investor in a number of such businesses. In 1987, he founded The Oxford Trust, which encourages the study, application and communication of science, technology and engineering, and he remains a patron of the Trust. He is a director of Oxford Innovation Ltd, which assists investment and provides premises for over 300 start-up technology companies. Since 1986 he has been a non-executive director of Oxford Seedcorn Capital Ltd (unconnected with Seed Capital Ltd) which has made and managed 19 “seed” investments, 17 of which were in technology companies. Sir Martin is a fellow of the Royal Society and sits on their Investment Advisory Committee.

Report of the Directors

Corporate governance

The directors present their report together with financial statements for the year ended 28 February 2006.

Principal activity

The company is an investment company and was incorporated in January 2002. It commenced business in February 2002. The company provides investment in start-up and early stage technology companies in general located within 60 miles of Oxford.

Business review

There was a net loss for the period after taxation amounting to £845,000 (2005: return of £390,000) made up of a net capital loss on the value of investments of £712,000 (2005: gain of £494,000) and a revenue return of a loss of £133,000 (2005: loss of £104,000). The revenue account comprises income of £25,000 (2005: £56,000) less management and other expenses of £158,000 (2005: £160,000). No dividends were recommended.

Directors

The present membership of the board, and their beneficial interests in the ordinary shares of the company at 28 February 2006 and at 28 February 2005, are set out below:

	2006	2005
J B H Jackson	40,000	40,000
C J Breese	20,000	20,000
J L A Cary	25,000	25,000
M R H J O'Regan	65,500	50,000
Sir Martin Wood	200,000	200,000

Except as disclosed in note 2 and set out below, 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. In the case of the investments in Armstrong Healthcare Ltd, MF Wood was an existing investor and took up some or all of his rights. In the case of the investment in Oxford Sensor Technology Ltd both JBH Jackson and MRHJ O'Regan were existing investors, and took up some or all of their rights.

The company has complied throughout the period with the provisions (as modified by the FSA Listing Rules for Venture Capital Trusts) set out in Section 1 of the Combined Code, except that a senior non-executive director is not identified and the Board as a whole performs the functions of both the Audit Committee (code D.3.1) and the Nomination Committee (code A.5.1).

The Board is aware of, and has reviewed the revised Combined Code (incorporating the Higgs Report) and is considering how best to incorporate the additional recommendations into its operation.

The Board consists solely of five non-executive directors. JLA Cary represents the Investment Manager and the remaining four directors are independent. In these circumstances, the Board does not believe that it is necessary to identify a senior independent director other than the 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 Principles of Good Governance and comply with the code of Best Practice ("the Combined 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 detailed written reports on, amongst other things, the performance of each of the investees in advance of Board meetings and these are 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 Combined 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 of Directors.

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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.

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 an agreement 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 considered the need for an internal audit function but has decided that the size of the company does not justify it at present. However, it will keep the decision under annual review.

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.

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 regular newsletters are distributed to all shareholders to provide additional information on the company's investments and its overall progress. In addition, 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 2006 the company has been notified of three investors whose interest exceeds three percent of the company's issued share capital (Oxfordshire County Council Pension Fund 10.0%, R Vessey 3.8%, Sir Martin Wood 3.7%). The company has several investors, all individuals, who with their families have invested £100,000 or more in the shares of the company.

Policy for Payment of Creditors

The Company's policy is to pay creditors within the normal terms of the invoice, which usually means immediately.

Auditors

James Cowper offer themselves for reappointment in accordance with Section 385 of the Companies Act 1985.

On behalf of the Board

JLA Cary
5 May 2006

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 proper 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 1985. They are also responsible for safeguarding the as-

sets 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 directors' report and other information included in the annual report is prepared in accordance with company law in the United Kingdom. They are also responsible for ensuring that the annual report includes information required by the Listing Rules of the Financial Services 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.

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.

Directors' remuneration report

The Board has prepared this report in accordance with the requirements of Schedule 7A to the Companies Act 1985. 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 solely of five non-executive directors. JLA Cary represents the Investment Manager and the remaining four directors are independent. Since the company is a Venture Capital Trust with no executive directors, there are certain relaxations of the Combined Code permitted to the company under the Listing Rules of the Financial Services 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 Seed Capital Ltd, a company of which JLA Cary is a director and the controlling shareholder. The Investment Management fee is laid out in the prospectus dated 12 February 2002 and the fee payments for the years ended 28 February 2005 and 28 February 2006 are laid out in note 2 to the financial statements.

As detailed in the company prospectuses dated 12 February 2002, once the sum of 100p (gross) has been returned to shareholders by way of dividends and capital distributions, a performance incentive fee (expressed as a percentage of all distributions thereafter) will be payable as to 15 per cent of such

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distributions to the Investment Manager and 5 per cent of such distributions to the independent Directors collectively.

Directors' rights of tenure

No director has a service contract with the company. At each AGM, one-third of the directors are obliged to retire by rotation though any such director can, if he wishes, offer himself for re-election by shareholders. At the AGM for the current year, Sir Martin Wood and Lucius Cary will retire and offer themselves 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 12 February 2002.

The graph below compares the performance of the company with the performance of the FTSE All-Share index over the period from 28 February 2002 to 28 February 2006. 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. 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. An explanation of the performance of the company is given in the Statement on behalf of the Board.

Directors' emoluments for the year

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

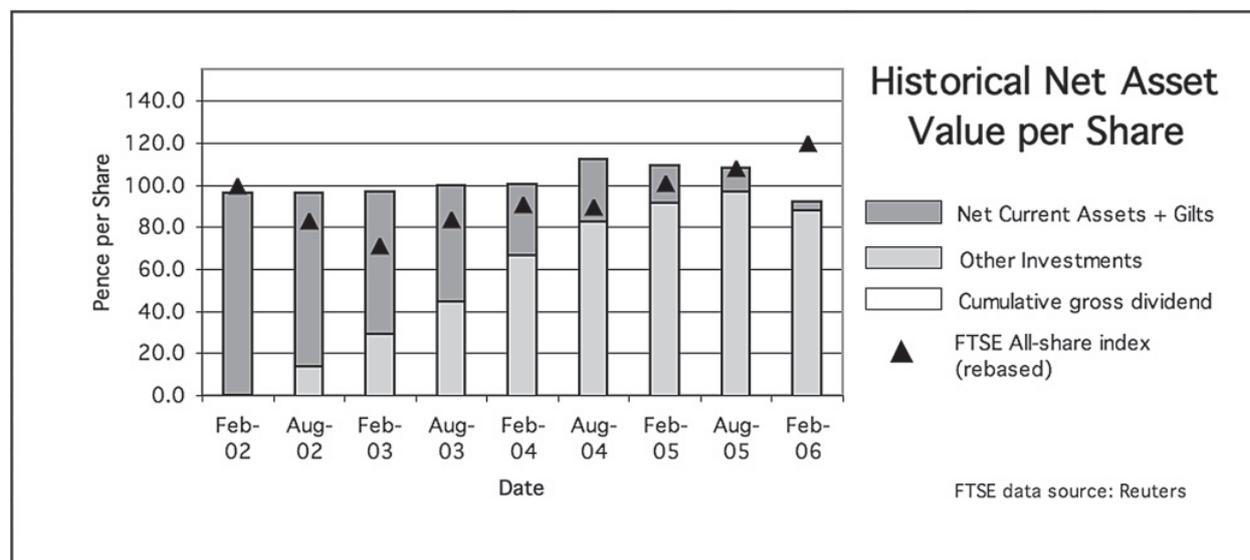
The Directors' fee for the year was £27,000 (2005: £26,000):

	2006	2005
	£000	£000
JBH Jackson (Chairman)	7	6
JLA Cary	5	5
CJ Breese	5	5
MRHJ O'Regan	5	5
Sir Martin Wood	5	5
	27	26
	27	26

The directors are not eligible for pension benefits, share options, long-term incentive schemes or other benefits.

On behalf of the Board

John Jackson
Chairman
5 May 2006



Report of the independent auditors to the Shareholders of Oxford Technology 3 Venture Capital Trust plc

We have audited the financial statements of Oxford Technology 3 Venture Capital Trust plc for the year ended 28 February 2006 which comprise the profit and loss account, balance sheet, cashflow statement and the related notes. These financial statements have been prepared under the accounting policies set out therein. We have also audited the information in the Directors' Remuneration Report that is described as having been audited.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report, the Directors' Remuneration Report and the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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. Our responsibility is to audit the parent company financial statements and the part of the Directors' Remuneration Report to be audited in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements and the part of the Directors' Remuneration Report to be audited have been properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law or the Listing Rules regarding directors' remuneration and other transactions is not disclosed. We review whether the corporate governance statement reflects the company's compliance with the seven provisions of the Combined Code specified for our review by the listing rules, and we report if it does not. We are not required to consider whether the board's

statements on internal control cover all risks and controls, or form an opinion on the effectiveness of the company's corporate governance procedures or its risk and control procedures. We read other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. The other information comprises only the statement on behalf of the board, the board of directors, the report of the directors and the unaudited part of the directors' remuneration report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the parent company financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements and the part of the Directors' Remuneration Report to be audited. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed. We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements and the part of the Directors' Remuneration Report to be audited are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements and the part of the Directors' Remuneration Report to be audited.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 28 February 2006;
- the financial statements and the part of the Directors' Remuneration Report to be audited have been properly prepared in accordance with the Companies Act 1985.

James Cowper - 5 May 2006
Registered 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 January 2003. The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

Valuation of Investments

Unlisted investments are carried at cost except in the following circumstances:

- where an Investee Company's under-performance against plan indicates a diminution in value of the investment, provision against cost will be made as appropriate in bands of 25 per cent
- where an Investee Company is well-established and profitable, the shares may be valued by applying a suitable price-earnings ratio to the company's historic post-tax earnings. The ratio will be based on a comparable listed company or sector but discounted by 25-50 per cent to reflect lack of marketability
- where a value is indicated by a material arm's-length transaction by a third party in the shares of an Investee Company, such value may be used.

The directors consider that this basis of valuation of unquoted investments is consistent with the British Venture Capital Association guidelines.

Income

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.

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.
- expenses are charged to the realised capital reserve where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. In this respect, the directors consider that, in appropriate circumstances, a proportion of the company's management expenses (not exceeding 75 per cent) may be charged to capital.

Deferred Tax

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the company meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an Investment Trust Company. HMRC has approved the company as an Investment Trust Company for the purpose of Section 842 of the Income and Corporation Taxes Act 1988. The approval was given in the financial period ended 28 February 2002 and the company has subsequently directed its affairs so as to enable it to continue to be so approved.

Capital Reserves

Gains or losses on disposal of investments are dealt with in the realised capital reserve. Appreciation and depreciation on the revaluation of investments is dealt with in the unrealised capital reserve. The Company is structured as an "investment company" for the purposes of the Companies Act 1985 to enhance its ability to pay dividends out of income. However, whilst the Company retains the status of an investment company, it is precluded from distributing capital profits. When the Company has accumulated capital profits which the Board considers appropriate to distribute by way of dividend, the Board will apply to revoke the status of the Company as an investment company so that capital profits may be distributed.

Statement of total return (incorporating the revenue account)* for the period ended 28 February 2006

	Note	Revenue £000	Capital £000	2006 Total £000	Revenue £000	Capital £000	2005 Total £000
Gains / (losses) on investments	6	-	(712)	(712)	-	494	494
Income	1	25	-	25	56	-	56
Investment management fee	2	(102)	-	(102)	(105)	-	(105)
Other expenses	3	(56)	-	(56)	(55)	-	(55)
		<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net return / (loss) on ordinary activities before taxation		(133)	(712)	(845)	(104)	494	390
Tax on net return / (loss) on ordinary activities	4	-	-	-	-	-	-
		<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Return / (loss) attributable to equity shareholders and transfers to / (from) reserves	10	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
		<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Return / (loss) per ordinary share	5	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
		<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

* The revenue column of this statement is the profit and loss account of the company.

All revenue and capital items in the above statement derive from continuing operations. There were no recognised gains or losses for the period other than those shown above.

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

Balance sheet at 28 February 2006

		28 February 2006		28 February 2005	
	Note	£000	£000	£000	£000
Fixed assets					
Investments	6		4,758		4,880
Current assets					
Debtors	7	3		5	
Cash at bank		237		958	
		<u>240</u>		<u>963</u>	
Creditors: amounts falling due within one year	8	(4)		(4)	
		<u> </u>		<u> </u>	
Net current assets			236		959
Net assets			<u>4,994</u>		<u>5,839</u>
Capital and reserves					
Called up share capital	9		541		541
Share premium account	10		4,658		4,658
Other reserves:	10				
Capital reserve - realised			(4)		(4)
Capital reserve - unrealised			116		828
Revenue reserve	10		(317)		(184)
Shareholders' funds	11		<u>4,994</u>		<u>5,839</u>
Net asset value per share			<u>92p</u>		<u>108p</u>

These financial statements were approved by the directors on 5 May 2006.

JLA Cary
Director

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

Cash flow statement for the period ended 28 February 2006

		2006	2005
	Note	£000	£000
Net cash outflow from operating activities	12	(131)	(91)
Capital expenditure and financial investment			
Purchase of investments		(590)	(778)
Disposal / redemption of investments		-	1,300
Net cash inflow / (outflow) from capital expenditure and financial investment		(590)	522
Increase / (decrease) in cash		(721)	431

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 2006

		2006	2005
		£000	£000
1 Income			
Gilt interest		-	17
Other interest receivable		25	39
		25	56
2 Investment advisory fee			
Investment advisory fee (see below)		91	94
Social security costs		11	11
		102	105
		102	105

Seed Capital Ltd, a company of which JLA Cary is a director and the controlling shareholder, is the Investment Manager to the company. By agreement between the Company and the Investment Manager, the Investment Manager's fee was paid in the form of salaries to JLA Cary and to other employees of Seed Capital Ltd. Social security costs associated with the payment of these fees were borne by the Company as explained in the prospectus.

Oxford Technology 3 Venture Capital Trust plc

3 Other expenses	2006	2005
	£000	£000
Directors' remuneration (see report on page 6)	27	26
Social security costs	1	1
Auditors' remuneration: audit services	4	4
: non-audit services	1	2
Other	23	22
	<u>56</u>	<u>55</u>

There were no employees during the year except for the directors and Joanne Hoareau.

4 Tax

	£000	£000
UK Corporation tax	-	-
	<u>-</u>	<u>-</u>

The tax charge for the year is different to the standard rate of corporation taxation in the UK of 19% (2005: 19%). The differences are explained below:

	£000	£000
Net revenue loss on ordinary activities before taxation	(133)	(104)
At standard rate of taxation	(25)	(20)
Excess management expenses carried forward	25	20
Current tax credit for year	-	-
	<u>-</u>	<u>-</u>

Unrelieved management expenses of £304,000 (2005: £173,000) remain available for offset against future taxable profits.

5 Return per ordinary share

The calculation of revenue return per share is based on the loss of £133,000 (2005: loss of £104,000) for the financial period divided by the weighted average number of ordinary shares of 5,406,480 (2005: 5,406,480) in issue during the period.

The calculation of capital return per share is based on the net capital return for the financial period of £712,000 (2005: £494,000) divided by the weighted average number of ordinary shares of 5,406,480 (2005: 5,406,480) in issue during the period.

6 Investments	Others £000	2006 Total £000	Gilts £000	Others £000	2005 Total £000
Valuation at 1 March	4,880	4,880	1,304	3,604	4,908
Purchases at cost	590	590	-	778	778
Redeemed / disposed during the year	-	-	(1,304)	-	(1,304)
Unrealised appreciation / (depreciation)	(712)	(712)	-	498	498
Valuation at 28 February	<u>4,758</u>	<u>4,758</u>	<u>-</u>	<u>4,880</u>	<u>4,880</u>
Unrealised appreciation		(712)			498
Gain / (loss) on disposal of investments		-			(4)
Gains on investments		<u>(712)</u>			<u>494</u>

Oxford Technology 3 Venture Capital Trust plc

6 Investments (continued)

Details of unlisted investments are set out below with reference to their most recent published accounts in the footnote. All companies are incorporated and operate in the UK, except for CIPHERGRID Ltd (formerly CIPHERWARE Ltd) which operates in the UK and the Netherlands:

Name of undertaking	Class of shares held	Percentage of voting rights held by company %	Percentage of voting rights held by OT1/OT2/OT4* %	Capital and reserves £000	Retained profit/(loss) for year £000
Armstrong Healthcare Ltd ¹	Ordinary	9.7	5.6 / 6.6 / -	356	(1,284)
Avidex Ltd ²	Ordinary	0.04	0.2 / - / -	(2,843)	(7,465)
BioAnaLab Ltd ³	Ordinary	17.2	- / - / -	541	4
Caretek Medical Ltd ²	Ordinary	9.8	- / - / 17.1	343	(117)
CIPHERGRID Ltd ⁴	Ordinary	9.3	- / 26.5 / -	9	(43)
Commerce Decisions Ltd ²	Ordinary	2.2	- / 5.9 / -	1,239	(614)
Concurrent Thinking ¹³	Ordinary	1.5	- / - / -	472	(226)
Coraltech Ltd ¹⁰	Ordinary	13.9	12.0 / 18.4 / -	604	(713)
Dataflow Ltd ⁵	Ordinary and Preference	11.4	5.5 / - / -	457	18
Equitalk.co.uk Ltd ²	Ordinary	16.1	6.3 / 24.1 / -	(160)	15
Immunobiology Ltd ⁸	Ordinary	3.4	- / 3.7 / 2.8	186	(342)
Im-Pak Technologies Ltd ⁶	Ordinary	19.1	7.7 / 11.8 / -	357	(551)
InaPlex Ltd ⁹	Ordinary	10.8	- / 17.4 / -	(13)	(10)
Insense Ltd ⁶	Ordinary	6.9	- / 7.4 / 3.2	685	(893)
Inscentinel Ltd ⁸	Ordinary	21.9	- / 21.8 / 30.0	30	(22)
Invro Ltd ²	Ordinary	33.1	- / - / -	10	(6)
Ixaris Systems Ltd ¹	Ordinary	8.2	- / - / -	346	(232)
Membrane Extraction Technology Ltd ¹⁰	Ordinary	7.0	20.3 / 7.0 / -	221	24
Metal Nanopowders Ltd ¹¹	Ordinary	30.0	- / - / -	56	(31)
Orthogem Ltd ¹	Ordinary	4.4	- / 34.3 / -	87	(90)
Oxford Sensor Technology Ltd ²	Ordinary	8.8	6.0 / 0.4 / -	(192)	(311)
Prolysis Ltd ⁶	Ordinary	1.1	- / 3.2 / -	215	(3,014)
ReviveR Technology Ltd ⁷	Ordinary	24.7	- / - / -	(77)	(53)
Scancell Ltd ¹²	Ordinary	3.2	8.3 / - / -	1,180	(1,053)
Telegesys (UK) Ltd ²	Ordinary and Preference-	34.3	- / 3.7 / 6.3	25	38
Warwick Effect Polymers Ltd ²	Ordinary	6.8	- / - / 3.4	312	(298)

As shown above, 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. In some instances, the company's equity holding in investees may have been diluted in the year where the company chose not to take up its pre-emption rights.

*Oxford Technology VCT plc (OT1) / Oxford Technology 2 VCT plc (OT2) / Oxford Technology 4 VCT plc (OT4).

Most recent published accounts:

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. For the year ended 31 December 2004 2. For the year ended 31 March 2005 3. For the year ended 31 October 2005 4. For the year ended 31 July 2004 5. For the year ended 28 February 2006 6. For the year ended 31 December 2005 | <ol style="list-style-type: none"> 7. For the year ended 30 June 2005 8. For the year ended 31 May 2005 9. For the year ended 30 September 2004 10. For the year ended 31 July 2005 11. For the year ended 31 October 2004 12. For the year ended 31 August 2005 13. For the year ended 31 January 2005 |
|--|--|

Oxford Technology 3 Venture Capital Trust plc

6 Investments (continued)

Name of undertaking	Brief description of business	Net cost of investment £000	Value of investment £000
Armstrong Healthcare Ltd	Medical robots.	343	209
Avidex Ltd	Monoclonal T-cell receptors.	50	7
BioAnaLab Ltd	Contract therapeutic antibody testing.	239	335
Caretek Medical Ltd	Needle free injections.	150	477
Ciphergrid Ltd	Secure access to all database types with a universal driver.	95	95
Commerce Decisions Ltd	Complex procurement software.	100	100
Concurrent Thinking	Cluster supercomputer software.	80	80
Coraltech Ltd	Lightweight and strong foamed plastic moulded components.	135	40
Dataflow Ltd	Mid-range accountancy software.	70	70
Equitalk.co.uk Ltd	Internet-related telecoms.	102	70
The IFM Company Ltd	Innovative displays that work in all light conditions	286	6
Immunobiology Ltd	Heat shock protein-based vaccines.	163	163
Im-Pak Technologies Ltd	Novel injection moulding technology.	589	686
InaPlex Ltd	Architecture to improve the accuracy of information in databases.	45	45
Insense Ltd	Wound healing and clinical diagnostics.	250	333
Inscentinel Ltd	Very sensitive detection of vapours.	60	60
Invro Ltd	Low power radios.	40	40
Ixaris Systems Ltd	Internet payment systems.	110	675
Membrane Extraction Technology Ltd	Environmentally-friendly technology to remove toxic organic molecules.	75	75
Metal Nanopowders Ltd	Production of uniform metal nano-powders.	150	150
Orthogem Ltd	Better artificial bone.	50	50
Oxford Sensor Technology Ltd	Sensors for improving production line efficiency.	85	67
Plasma Antennas	Solid state plasma antennas.	11	11
Prolysis Ltd	High throughput screening of novel antibiotic candidates.	75	84
ReviveR Technologies Ltd	Remote diagnostic management of PC's	155	155
Scancell Ltd	Antibody-based cancer therapeutics.	200	96
STL Management Ltd	Specialist photocopiers.	31	31
Telegesis (UK) Ltd	Zigbee modules.	250	250
Warwick Effect Polymers Ltd	Designer polymers from 'living, controlled radical polymerisation' technology.	275	298
		—————	—————
		4,264	4,758
		=====	=====
	Investments in unlisted equity shares	3,717	4,211
	Investments in unlisted preference shares	310	310
	Loans	237	237
		—————	—————
		4,264	4,758
		=====	=====

Oxford Technology 3 Venture Capital Trust plc

7 Debtors		2006		2005
		£000		£000
Prepayments and accrued income		3		5
		<u> </u>		<u> </u>
8 Creditors: amounts falling due within one year				
		£000		£000
Other creditors		4		4
		<u> </u>		<u> </u>
9 Share capital				
		£000		£000
Authorised				
15,000,000 ordinary shares of 10p each		1,500		1,500
		<u> </u>		<u> </u>
Allotted, called up and fully paid				
5,406,480 (2005: 5,406,480) ordinary shares of 10p each		541		541
		<u> </u>		<u> </u>
10 Reserves				
	Share premium account £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000
At 1 March 2005	4,658	(4)	828	(184)
Unrealised appreciation / (depreciation) on valuation of investments	-	-	(712)	-
Result for the year	-	-	-	(133)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 28 February 2006	4,658	(4)	116	(317)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
11 Reconciliation of movements in shareholders' funds				
		2006		2005
		£000		£000
Result for the year		(133)		(104)
Other recognised (losses)		(712)		(494)
		<u> </u>		<u> </u>
Net (decrease) in shareholders' funds		(845)		(390)
Shareholders' funds at beginning of year		5,839		5,449
		<u> </u>		<u> </u>
Shareholders' funds at end of year		4,994		5,839
		<u> </u>		<u> </u>

Oxford Technology 3 Venture Capital Trust plc

12 Reconciliation of net revenue before taxation to net cash outflow from operating activities	2006	2005
	£000	£000
Net revenue loss before taxation	(133)	(104)
Decrease in creditors	-	(1)
Decrease in debtors	2	14
Amortisation of gilt premium	-	-
Net cash outflow from operating activities for the year	<u>(131)</u>	<u>(91)</u>

13 Financial instruments

Apart from 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.

14 Capital commitments

The company had no commitments at 28 February 2006 or 28 February 2005.

15 Contingent liabilities

The company had no contingent liabilities at 28 February 2006 or 28 February 2005.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Oxford Technology 3 Venture Capital Trust plc will be held at the Magdalen Centre, Oxford Science Park, Oxford OX4 4GA at 12.00 noon on Monday 19th June 2006 for the following purposes:

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

- (1) That the report and accounts for the year to 28 February 2006 be approved.
- (2) That Sir Martin Wood, 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 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.
- (4) That James Cowper, Chartered Accountants, be re-appointed as Auditors and that the Directors be authorised to determine their remuneration.
- (5) That the Directors' remuneration report be approved.
- (6) 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 s163(3) of the Companies Act 1985 ("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 10 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 £5 (exclusive of expenses).

This authority shall expire at the Company's annual general meeting in 2007. Pursuant to s163(5) 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.

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 IRG plc, c/o Oxford Technology 3 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.



Oxford Technology 3 Venture Capital Trust plc
Form of Proxy
for the Annual General Meeting convened
for 12.00noon on Monday 19th June 2006

I/We
 (BLOCK LETTERS)

of

being a member of Oxford Technology 3 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 Monday 19th June 2006 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
1. Approval of accounts.		
2. Re-appointment of Sir Martin Wood as Director.		
3. Re-appointment of Lucius Cary as Director.		
4. Approval of the appointment of James Cowper and authorisation of Directors to fix remuneration.		
5. Approval of the Directors’ remuneration report.		
6. Approval of authority to make purchases of own shares.		

Date thisday of....., 2006

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. In the case of joint holders, only one need sign as the vote of the senior holder who tenders a vote will alone be counted.
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 IRG plc, c/o Oxford Technology 3 Venture Capital Trust plc, Magdalen Centre, Oxford Science Park, Oxford OX4 4GA, not less than 48 hours before the time appointed for the meeting.

Fold 1



PLEASE
AFFIX
STAMP
HERE

Capita IRG plc
c/o Oxford 3 Technology VCT plc
Magdalen Centre
Oxford Science Park
Oxford OX4 4GA

Fold 2

Fold in half along 'Fold 1'
Fold over flaps along 'Fold 2' and 'Fold 3'
Secure by tucking first flap into second flap:



Fold 3

Oxford Technology 3 Venture Capital Trust plc

Company Information

Directors

John Jackson (Chairman)
Charles Breese
Lucius Cary
Michael O'Regan
Sir Martin Wood

Investment Manager and Registered Office

Seed Capital Ltd
Magdalen Centre
Oxford Science Park
Oxford OX4 4GA

Secretary

James Gordon

Solicitors

Gordons
22 Great James Street
London WC1N 3ES

Registrars

Capita IRG plc
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU

Auditors & VCT Compliance

Advisers

James Cowper
Buxton Court
3 West Way
Botley, Oxford

Brokers

JP Morgan Cazenove
20 Moorgate
London EC2R 6DA

Company Registration Number: 4351474