

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser authorised under the Financial Services & Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Aberdeen Growth Opportunities VCT PLC please pass this document, together with the accompanying documents to the purchaser or transferee, to the person who arranged the sale or transfer so that they can pass them to the person who now holds the shares.

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## **ABERDEEN GROWTH OPPORTUNITIES VCT PLC**

**(Incorporated and registered in England and Wales under number 4283350)**

### **NOTICE OF GENERAL MEETING AND PROPOSAL FOR CHANGE OF COMPANY NAME**

**Notice of the General Meeting of the Company to be held at 149 St. Vincent Street, Glasgow G2 5NW  
on 24 November 2009 at 2.00 p.m. is set out on pages 3 and 4 of this Circular.**

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**ABERDEEN GROWTH OPPORTUNITIES VCT PLC**  
**(Incorporated and registered in England and Wales under number 4283350)**

**Registered Office:**

9-13 St Andrew Street  
London  
EC4A 3AF

29 October 2009

To the holders of Company's Shares

**Notice of General Meeting**

Dear Shareholder

I am writing to you with details of a General Meeting (the Meeting) which we are holding at 149 St. Vincent Street, Glasgow on 24 November 2009 at 2.00 p.m. to consider a proposal to change the name of the Company. The formal notice of the Meeting is set out on pages 3 and 4 of this document. If you would like to vote on the resolution (Resolution) but cannot come to the Meeting, you may vote by proxy. Procedures for proxy voting are set out in the notes on pages 3 and 4 and on the proxy form enclosed with this Notice. The registrars must receive any proxy form by 2.00 p.m. on 20 November 2009.

**Change of Company Name**

On 9 June 2009 it was announced that the senior executives of the private equity division of Aberdeen Asset Managers Limited (Aberdeen), the Company's manager, had completed a management buy-out of that division, the outcome of which is a specialist, independent private equity investment business, Maven Capital Partners UK LLP (Maven). As part of this transaction, the entire investment and portfolio team of the private equity division of Aberdeen transferred to Maven. With effect from 9 June 2009, the management contract between the Company and Aberdeen was novated to Maven by means of a novation agreement (Novation Agreement).

Pursuant to the Novation Agreement, the Company agreed to change its name to reflect the fact that it is no longer managed by Aberdeen. The Resolution referred to above, proposes that the name of the Company be changed to Maven Income and Growth VCT 3 PLC.

It should be noted that the day to day running of the business and the core team involved in the investment management and administration of the Company remains unaffected.

The Resolution is proposed as a Special Resolution and, in order to be passed, requires 75% of the votes cast to be cast in favour. The Directors consider that passing the Resolution is in the best interests of the Company and its Shareholders as a whole and is most likely to promote the success of the Company for the benefit of its members as a whole. Your Directors will be voting in favour of it in respect of their own beneficial holdings and unanimously recommend that you do so as well.

Yours sincerely

**Gregor Michie**

Chairman

## **ABERDEEN GROWTH OPPORTUNITIES VCT PLC**

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting (the Meeting) will be held at 149 St. Vincent Street, Glasgow on 24 November 2009 at 2.00 p.m, for the purpose of considering, and if thought fit, passing the resolution below (Resolution). The Resolution will be proposed as a Special Resolution.

#### **Special Resolution**

That the name of the Company be changed to "Maven Income and Growth VCT 3 PLC"

29 October 2009

By order of the Board

**Maven Capital Partners UK LLP**

Company Secretary

Registered Office:

9-13 St Andrew Street, London EC4A 3AF

Registered in England and Wales No. 4283350

#### **Notes**

1. Information regarding the Meeting, including the information required by Section 311A of the Companies Act 2006, is available from [www.mavencp.com/agogvct](http://www.mavencp.com/agogvct).
2. The return of a completed proxy form, other such instrument, or any CREST Proxy Instruction (as described in note 11 on page 4) will not prevent your attending the Meeting and voting in person if you wish. If you wish to attend the Meeting in person, a register of attendees will be available for signature at the Meeting.
3. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 311 of the Companies Act 2006, to have the right to attend and vote at the Meeting referred to above a member must first have his or her name entered in the Company's register of members by a time not less than 48 hours before the time fixed for the Meeting (or, in the event that the Meeting is adjourned, on the register of members 48 hours before the time of the adjourned Meeting). Changes to entries on that register after that time (or, in the event that the Meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned Meeting) shall be disregarded in determining the rights of any members to attend and vote at the Meeting referred to above.
4. If you are a member of the Company at the time set out in note 3 above you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the Meeting. A Shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak at the Meeting on your behalf you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. To appoint more than one proxy, you will need a separate proxy form in relation to each appointment. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A hard copy proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Maven Capital Partners UK LLP on 0141 306 7400.
5. To be valid, any hard copy proxy form or other instrument appointing a proxy must be completed, signed and received by post or (during normal business hours only) by hand at Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent, BR3 4BR by no later than 2.00 p.m. on 20 November 2009.
6. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him and the Shareholder by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.  
  
A Nominated Person's main point of contact in terms of their investment in the Company remains the Relevant Member (or, perhaps their custodian or broker) and they should continue to contact them (and not the Company) regarding any changes or queries relating to personal details of their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from the Nominated Person.
7. The statement of the rights of Shareholders in relation to the appointment of proxies in notes 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can be exercised only by Shareholders of the Company.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

9. As at 29 October 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 27,460,383 Ordinary Shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 29 October 2009 is 27,460,383. The website referred to at note 1 will include information on the number of shares and voting rights.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (Capita; ID: RA10) by 2.00 p.m. on 20 November 2009. No such message received through the CREST network after this time will be accepted.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instruments. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. Under section 319A of the Companies Act 2006, the Company must answer any questions you ask relating to the business being dealt with at the Meeting unless:
  - answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Maven Capital Partners UK LLP on 0141 306 7400.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

16. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the address given in note 5 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. If you make use of the electronic CREST proxy facility, you may amend or revoke your proxy appointment by following the instructions in the CREST Manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

In either case, the revocation notice must be received by Capita Registrars Limited no later than 2.00 p.m. on 22 November 2009. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

17. Except as provided above, members who have general queries about the Meeting should write to, email or telephone the Company Secretary at the following contact points, and only these:
  - Maven Capital Partners UK LLP, Sutherland House, 149 St. Vincent Street, Glasgow, G2 5NW
  - Tel: 0141 306 7400
  - Email: [enquiries@mavencp.com](mailto:enquiries@mavencp.com)