

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you have any doubt about what action you should take, it is recommended that you consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Market Act 2000.

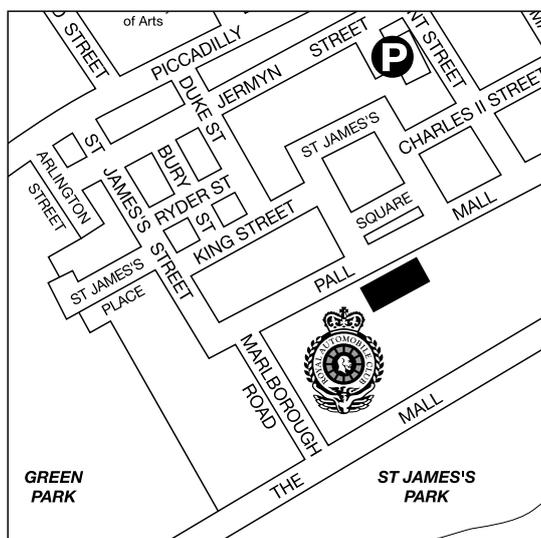
If you have sold or transferred all your ordinary shares or subscription shares in Polar Capital Technology Trust plc please give this and the accompanying documents to the purchaser or transferee, or stockbroker, bank or other agent through whom the sale or transfer was made.

POLAR CAPITAL TECHNOLOGY TRUST PLC

NOTICE OF ANNUAL GENERAL MEETING 2011

12 noon on Thursday, 4 August 2011

The Royal Automobile Club, 89 Pall Mall, London, SW1Y 5HS



Shareholders' attention is drawn to the dress code at the Royal Automobile Club. Gentlemen are required to wear tailored business suits, or jackets and trousers, together with collared shirts and ties. Cravats are not permitted. Ladies are expected to dress with commensurate formality according to the occasion and within the spirit of this dress code.

Shareholders are requested to note these requirements and that the dress code will be enforced and the use of the facilities will be refused in the event of non-adherence.

A form of proxy for ordinary shareholders or a letter of direction for share plan investors is enclosed for your use at the Annual General Meeting. You are encouraged to complete the voting form according to the instructions on it and return the form as soon as possible. Appointment of a proxy will not prevent you from attending and voting at the meeting if you subsequently find that you are able to do so.

This notice of meeting is sent to subscription shareholders for information only

**Dear ordinary shareholder and, for information purposes, subscription shareholder
Notice of the 15th Annual General Meeting of Polar Capital Technology Trust plc**

I am pleased to be writing to you with details of our 15th Annual General Meeting (the “AGM”) which we are holding at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on Thursday 4 August 2011 at 12 noon. The formal notice of AGM is set out on page 5 of this document.

If you are an ordinary shareholder and would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM.

If you are a subscription shareholder this notice is being sent to you for information purposes only since you are not entitled to attend or vote at the AGM.

The purpose of this letter is to explain the business to be considered at the AGM.

Resolution 1 – To receive the Annual Report and Accounts

The Annual Report and Accounts for the year ended 30 April 2011 will be presented to the AGM. These accounts accompanied this Notice of Meeting and Shareholders will be given an opportunity at the meeting to ask questions.

Resolution 2 – Remuneration Report

It is mandatory for all listed companies to put their Report on Directors’ Remuneration to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual Director. The Report on Directors’ Remuneration is set out in full in the Annual Report on pages 50 to 52.

Resolutions 3, 4, 5 and 6 – Election of Directors

Resolutions 3 and 4, deal with re-election of two Directors who retire under the provisions of the Articles while Resolutions 5 and 6 are for the election of the two new directors appointed to the Board on 30 June 2011. Biographies of each of the Directors seeking election can be found on pages 30 and 31 of the Annual Report. The Board has confirmed, following a performance review, that the Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles. The Board also supports the Directors standing for election.

- Mr Dicks stands for annual re-election as he has served for more than nine years.
- Mr Ashford-Russell stands for annual re-election as he is not considered independent due to his relationship with the Investment Manager.
- Ms Bates and Mr Hames offer themselves for election as this is the first AGM following their appointment to the Board on 30 June 2011.

Resolutions 7 and 8 – Re-appointment of auditors

Resolution 7 relates to the re-appointment of Pricewaterhousecoopers LLP as the Company’s independent auditors to hold office until the next AGM of the Company and Resolution 8 authorises the Directors to set their remuneration.

Resolution 9 – Allotment of shares

Resolution 9 deals with the Directors’ authority to allot shares. At the last AGM of the Company held on 28 July 2010, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £1,581,223 representing approximately 5% of the Company’s then issued ordinary share capital. This authority expires at the end of this year’s AGM.

Resolution 9 will, if passed, renew this authority to allot shares on broadly the same terms taking account of the Company’s current issued share capital.

This authority will last until the next AGM of the Company or, if earlier, 15 months after the passing of the Resolution.

As at the date of this letter the Company does not hold any ordinary or subscription shares in treasury.

Resolution 10 – Disapplication of statutory pre-emption rights

Resolution 10 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 9 above for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances. This authority will permit the Directors to allot ordinary shares up to a maximum nominal value of £1,592,709, representing approximately 5% of the issued ordinary share capital of the Company as at 15 June 2011 (the latest practicable date prior to publication of this letter) otherwise than in connection with an offer to existing shareholders. The authority contained in Resolution 10 will expire upon the expiry of the general authority conferred in Resolution 9. As with Resolution 9, the terms of Resolution 10 are broadly the same as last year's resolution.

The Directors' policy on the issue of new ordinary shares is for the net issue price (after costs) to be above the fully diluted NAV per share and the Board will limit the overall issue of new ordinary shares to the total number of ordinary shares previously purchased and cancelled up to the date of allotment. Furthermore, the Directors will only take the decision to allot new ordinary shares if it can see worthwhile opportunities for investing new funds.

The Directors consider that renewing the Company's share allotment authority is advantageous as any ordinary shares issued for cash will be at a price that will enhance NAV for existing shareholders and may improve future liquidity. The Directors further believe that having the ability to ensure a ready supply of ordinary shares to the market should assist in avoiding the creation of an excessive and unsustainable premium over NAV, which might increase the risks for new investors.

Since the last AGM and up to 31 April 2011, 550,000 ordinary shares have been issued at a premium to NAV. Since the year end and up to 15 June 2011 the Company has also issued a further 300,000 ordinary shares for cash at a premium to NAV. In addition 68,856 subscription shares have exercised their subscription rights to subscribe for 68,856 ordinary shares at a subscription price of 401p per ordinary share between 31 March 2011 and 15 June 2011.

Resolution 11 – Authority to purchase ordinary shares

Resolution 11 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. If Resolution 11 is passed at the AGM, it is the Company's current intention to cancel all of the ordinary shares it may purchase pursuant to the authority granted to it. The Directors believe that to make such purchases in the market at appropriate times and prices is a suitable method of enhancing shareholder value. The Company would, within guidelines set from time to time by the Board, make either a single purchase or a series of purchases, when market conditions are suitable, with the aim of maximising the benefits to shareholders. Where purchases are made at prices below the prevailing fully diluted net asset value per share, this will enhance the fully diluted net asset value for the remaining shareholders. It is therefore intended that purchases would only be made at prices below the fully diluted net asset value. Your Board considers that it will be most advantageous to shareholders for the Company to be able to make such purchases as and when it considers the timing to be favourable and therefore does not propose to set a timetable for making any such purchases.

The Company has not bought back any ordinary shares during the course of the financial year to 30 April 2011 and has not bought back any in the period to 15 June 2011.

The Resolution limits the authority granted to the Board in line with the UK Listing Authority's rules, so that the number of shares that could be purchased does not exceed a maximum of 19,099,770 (representing approximately 14.99% of the Company's issued ordinary share capital as at 15 June 2011 (the latest practicable date prior to publication of this letter)). The Resolution sets the maximum price that may be paid by the Company to 105% of the average middle-market quotation for an ordinary

share on the 5 business days immediately preceding the date of the relevant purchase or the higher of the last independent trade and the highest independent bid. The minimum price to be paid will be 25p per ordinary share (being the nominal value per share).

The authority will last until the next AGM of the Company to be held in 2012 or the whole of the 14.99% has been utilised, whichever is earlier.

Resolution 12 – Authority to purchase subscription shares

Resolution 12 renews the authority granted at the general meeting held on 11 February 2011 to the Company to buy back its own subscription shares in the market as permitted by the Companies Act 2006.

If Resolution 12 is passed at the AGM, it is the Company's current intention to cancel all of the subscription shares it may purchase pursuant to the authority granted to it. The Directors believe that to make such purchases in the market at appropriate times and prices is a suitable method of enhancing shareholder value. In making such purchases the Company will have regard to the intrinsic benefit to ordinary shareholders of making subscription share purchases and there should be no expectation that purchases of subscription shares will be made pro rata to purchases of ordinary shares. The Company would, within guidelines set from time to time by the Board, make either a single purchase or a series of purchases, when market conditions are suitable, with the aim of maximising the benefits to shareholders. Your Board considers that it will be most advantageous to shareholders for the Company to be able to make such purchases as and when it considers the timing to be favourable and therefore does not propose to set a timetable for making any such purchases.

The Company has not bought back any subscription shares during the course of the financial year to 30 April 2011, and has not bought back any in the period to 15 June 2011.

The Resolution limits the authority granted to the Board in line with the UK Listing Authority's rules, so that the number of subscription shares that could be purchased does not exceed a maximum of 3,790,885 (representing approximately 14.99% of the Company's issued subscription share capital as at 15 June 2011 (the latest practicable date prior to publication of this letter)). The Resolution sets the maximum price that may be paid by the Company to 105% of the average middle-market quotation for a subscription share on the 5 business days immediately preceding the date of the relevant purchase or the higher of the last independent trade and the highest independent bid. The minimum price to be paid will be 1p per subscription share (being the nominal value per share).

The authority will last until the next AGM of the Company to be held in 2012 or the whole of the 14.99% has been utilised, whichever is earlier.

Recommendation

The Board as at the date of this document considers the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors, who are in office at the date of this document, unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 322,634 shares representing approximately 0.25% of the existing issued ordinary share capital of the Company.

Yours sincerely

Richard Wakeling
Chairman

15 June 2011

Notice is hereby given that the 15th Annual General Meeting of Polar Capital Technology Trust PLC will be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on Thursday 4 August 2011 at 12 noon for the transaction of the following business:

RESOLUTIONS

To consider and if thought fit, pass resolutions 1 to 9 as Ordinary Resolutions (an ordinary resolution is one that requires a majority in excess of 50% of those present and voting to be passed)

1. To receive and consider the Report of the Directors together with the Audited Financial Statements for the year ended 30 April 2011.
2. To receive and approve the Directors' Remuneration Report for the year ended 30 April 2011.
3. To re-elect Mr Dicks as a Director of the Company.
4. To re-elect Mr Ashford-Russell as a Director of the Company.
5. To elect Mrs Bates as a Director of the Company.
6. To elect Mr Hames as a Director of the Company.
7. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
8. To authorise the Directors to determine the remuneration of the auditors.
9. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 and in substitution for all existing authorities to exercise all powers of the Company to allot shares in the Company up to a maximum aggregate nominal amount of £1,592,709 (being 5% of the Company's issued ordinary share capital on 15 June 2011) PROVIDED THAT this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or if earlier, 15 months after the passing of this resolution, save that the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, pass resolutions 10 and 11 as Special Resolutions (a special resolution is one that requires a majority of at least 75% of those present and voting to be passed):

10. THAT, subject to the passing of resolution 9, the Directors be and are hereby empowered pursuant to Section 571 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred by resolution 9 as if sub-section (1) of Section 561 of the Act did not apply to any such allotment PROVIDED THAT this power shall be limited:

- (i) to the allotment of equity securities whether by way of a rights issue, open offer or otherwise to ordinary shareholders and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary shareholders and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or as otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum aggregate nominal value of £1,592,709 (being 5% of the Company's issued ordinary share capital on 15 June 2011) at a price per share not less than the net asset value per ordinary share of the Company;

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or if earlier, 15 months after the passing of this resolution, save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

11. THAT the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine PROVIDED THAT:
- (i) the maximum number of ordinary shares hereby authorised to be purchased shall be 19,099,770;
 - (ii) the minimum price which may be paid for an ordinary share is 25p;
 - (iii) the maximum price payable by the Company for each ordinary share is the higher of:
 - (a) 105 per cent. of the average of the middle market quotations of the ordinary shares for the five business days prior to the date of the market purchase; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (No. 2233/2003)
 - (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the expiry of 12 months from the passing of this resolution, unless such authority is renewed prior to such time; and
 - (v) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract.
- (i) the maximum number of subscription shares hereby authorised to be purchased is 3,790,885;
- (ii) the minimum price excluding expenses which may be paid for a subscription share shall be 1p;
- (iii) the maximum price excluding expenses payable by the Company for each subscription share is the higher of:
- (a) 105 per cent. of the average of the middle market quotations of the subscription shares for the five business days prior to the date of the market purchase; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (No. 2233/2003);
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the expiry of 12 months from the passing of this resolution, whichever is earlier, unless previously renewed, varied or revoked by the Company in general meeting; and
- (v) the Company may make a contract to purchase its subscription shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its subscription shares in pursuance of any such contract.
12. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases of subscription shares (within the meaning of section 693 of the Act 2006) PROVIDED THAT:

By order of the Board

N P Taylor FCIS
Polar Capital Secretarial Services Limited
Secretary
 15 June 2011

Registered office:
 4 Matthew Parker Street
 London
 SW1H 9NP

Explanation of the resolutions is given in the Chairman's letter and Notes to the Notice of Meeting are contained on the following pages.

1. Only those ordinary shareholders registered in the register of members of the Company at 6.00pm on 2 August 2011 (or, if the Meeting is adjourned, at 6.00pm on the day which is two days prior to any adjourned Meeting) shall be entitled to attend and vote at the Annual General Meeting (“the Meeting”) in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00pm on the 2 August 2011 will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or any adjourned Meeting.
2. An ordinary shareholder entitled to attend and vote at the Meeting may appoint one or more proxies (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the Meeting. An ordinary shareholder can appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the ordinary shareholder. If two or more valid proxy forms are delivered or received in respect of the same share for use at the same Meeting, the one which was last sent shall be treated as replacing and revoking the others in their entirety. If the Company is unable to determine the one which was last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of that share. Every ordinary shareholder who is present in person at a general meeting of the Company, and every person (not being himself or herself a member entitled to vote) who is present as proxy for a member entitled to vote, shall have one vote on a show of hands. On a poll, every ordinary shareholder who is present in person or by proxy shall have one vote for every share held by him or her.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated.
4. A form of proxy is enclosed. To be valid the form of proxy must be completed and delivered (together with any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the Directors) to the office of the Registrar to the Company not less than 48 hours before the time appointed for holding the Meeting. The form of proxy should be returned to Equiniti Limited at the address given on the proxy.

The return of the form of proxy duly completed will not preclude a member from attending and voting in person at the Meeting.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual which can be viewed at www.euroclear.co.uk/crest. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (EUI) specifications and must contain the information required for such instructions, 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 Company’s agent (ID number RA 19) by not later than 48 hours before the time appointed for the holding of the meeting (i.e. by 12 noon on 2 August 2011). 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 Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

5. The attendance at the Meeting of members and their proxies and representatives is understood by the Company to confirm their agreement to receive any communications made at the Meeting.
6. As at 15 June 2011 (being the latest business day prior to the publication of this Notice), the Company's issued ordinary share capital consists of 127,416,770 ordinary shares of 25p each and 25,289,432 subscription shares of 1p each. The subscription shares carry no voting rights except on matters pertaining to the subscription share rights. The Company does not hold any ordinary shares in treasury. Therefore the total voting rights in the Company are 127,416,770.
7. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
8. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
9. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
10. In accordance with section 311A of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: www.polarcapitaltechnologytrust.co.uk.
11. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Polar Capital Technology Trust plc

(incorporated and registered in England and Wales, registered number 3224867, as an investment company within the meaning of Section 833 of the Companies Act 2006)
Registered office: 4, Matthew Parker Street London SW1H 9NP