PROXY INSTRUCTIONS FOR BDCA VENTURE, INC.

Record date: May 13, 2015 Meeting Date: July 9, 2015

DEF 14A: http://www.sec.gov/Archives/edgar/data/1444706/000115752315001948/a51112798.htm

DEFC14A: http://www.sec.gov/Archives/edgar/data/1444706/000150430415000080/defc14a.txt

Note: Bulldog Investors, LLC, the investment advisor for Special Opportunities Fund, Inc., intends to vote all other proxies for which it has discretionary voting authority for Messrs. Hellerman, Dakos, and Cohen (and will not vote for a fourth director), for Proposal 2 and for Proposal 3.

My (our) proxy voting instructions are as follows:

1. ELECTION OF FOUR DIRECTORS **(Select up to four nominees)**

[ ] FOR GERALD HELLERMAN [ ] WITHHOLD AUTHORITY

[ ] FOR ANDREW DAKOS [ ] WITHHOLD AUTHORITY

[ ] FOR RICHARD COHEN [ ] WITHHOLD AUTHORITY

[ ] FOR LAURENCE W. BERGER [ ] WITHHOLD AUTHORITY

[ ] FOR TIMOTHY J. KEATING [ ] WITHHOLD AUTHORITY

[ ] FOR LESLEI D. MICHELSON [ ] WITHHOLD AUTHORITY

[ ] FOR J. TAYLOR SIMONTON [ ] WITHHOLD AUTHORITY

2. THE SHAREHOLDERS REQUEST THAT THE BOARD OF DIRECTORS CONSIDER ADOPTING A PLAN TO MAXIMIZE SHAREHOLDER VALUE WITHIN A REASONABLE PERIOD OF TIME.

FOR [ ] AGAINST [ ] ABSTAIN [ ]

3. THE INVESTMENT ADVISORY AGREEMENT BETWEEN THE FUND AND BDCA ADVISER SHALL BE TERMINATED.

FOR [ ] AGAINST [ ] ABSTAIN [ ]

I certify that as of the above record date, I beneficially owned (or had voting authority for) _____ common shares of Special Opportunities Fund, Inc.

_____ _____

Name(s)/Signature(s) Date

_____ _____

Phone Number email

*Please complete, sign, and date this form and submit it no later than July 5, 2015 by email to proxyinstructions@bulldoginvestors.com or by fax to (201) 556-0097.