

Matrix Income & Growth 2 VCT plc

Proxy results for the Annual General Meeting held 10 September 2008

Forms of proxy received	132
Total No. of shares held	1,691,275
Percentage of total issued share capital held	8.20%

Note: votes withheld do not count in the total of votes cast

	For		Discretion of proxy		Against		Withheld
Ordinary Business (Ordinary Resolutions)							
<u>Resolution 1</u>	1,432,366	84.69%	258,909	15.31%	0	0.00%	0
Approval of Accounts for year ended 30 April 2008							
<u>Resolution 2</u>	1,319,135	79.05%	276,909	16.60%	72,613	4.35%	22,618
Approval of Directors' Remuneration Report							
<u>Resolution 3</u>	1,364,298	81.05%	258,909	15.38%	60,000	3.57%	8,068
Appointment of PKF (UK) LLP as auditors & authorise the Directors to determine their remuneration							
<u>Resolution 4</u>	1,367,973	82.25%	290,234	17.45%	5,000	0.30%	28,068
Re-election of Kenneth Vere Nicoll as a Director							
Special Business							
<u>Resolution 5</u>	1,228,928	72.88%	443,184	26.28%	14,113	0.84%	5,050
Authority for the Directors to allot shares							
<u>Resolution 6 (Special Resolution)</u>	1,203,978	71.33%	443,184	26.26%	40,613	2.41%	3,500
Authority for the Directors to dis-apply pre-emption right							
<u>Resolution 7 (Special Resolution)</u>	1,214,410	72.34%	443,184	26.40%	21,181	1.26%	12,500
Authority for the Company to make market purchase of its own shares							
<u>Resolution 8 (Special Resolution)</u>	1,220,124	72.76%	448,184	26.73%	8,500	0.51%	14,467
Cancellation of the share premium account attributable to the C Shares pursuant to the Offer							
<u>Resolution 9</u>	1,178,124	70.24%	466,184	27.79%	33,000	1.97%	13,967
Amend the Articles of Association							

**Proxy results for the Separate Class Meetings held 11 September 2008
(adjourned from 10 September 2008)**

Ordinary Share Fund Class Meeting	
Forms of proxy received	100
Total No. of share held	1,205,693
Percentage of issued Ordinary Share capital held	10.49%

	For		Discretion of proxy		Against		Withheld
Extraordinary Resolution							
The passing and carrying into effect the ordinary and special resolutions 5 - 9 as set out in the notice to the AGM	1,011,832	85.16%	154,635	13.02%	21,613	1.82%	17,613

C Share Fund Class Meeting	
Forms of proxy received	30
Total No. of share held	447,408
Percentage of issued C Share capital held	4.89%

	For		Discretion of proxy		Against		Withheld
Extraordinary Resolution							
The passing and carrying into effect the ordinary and special resolutions 5 - 9 as set out in the notice to the AGM	316,909	70.83%	125,499	28.05%	5,000	1.12%	0