

The Income & Growth VCT plc

Annual General Meeting held 6 February 2009

Total number of shares in issue	46,857,657
Forms of proxy received	338
Total number of shares held by members appointing proxies Representing 9.11% of the Company	4,268,700

	For		Discretion of proxy		Against		Withheld	
	Number of shares	% of total	Number of shares	% of total	Number of shares	% of total	Number of shares	% of total
Ordinary Resolutions								
<u>Resolution 1</u>								
Approval of Accounts for year ended 30 September 2008	3,814,192	89%	449,508	11%	0	0%	5000	0%
<u>Resolution 2</u>								
Approval of Directors' Remuneration Report	3,602,195	84%	449,396	11%	140,675	3%	76,434	2%
<u>Resolution 3</u>								
Re-appointment of PKF (UK) LLP as auditors	3,757,500	88%	444,396	10%	61,282	1%	5,522	0%
<u>Resolution 4</u>								
Authority for the Directors to determine the remuneration of the auditors	3,755,825	88%	434,396	10%	35,000	1%	43,479	1%
<u>Resolution 5</u>								
Re-election of Colin Hook as a Director	3,717,258	87%	407,527	10%	86,154	2%	57,761	1%
<u>Resolution 6</u>								
Approval of a final dividend of 4 pence per 'O' Share	3,812,311	89%	432,840	10%	13,225	0%	10,324	0%
<u>Resolution 7</u>								
Authority for the Directors to allot shares	3,210,559	75%	836,101	20%	149,279	3%	72,761	2%
Special Resolutions								
<u>Resolution 8</u>								
Authority for the Directors to dis-apply pre-emption rights of members	2,995,067	70%	861,886	20%	248,371	6%	163,376	4%
<u>Resolution 9</u>								
Authority for the Company to make market purchase of its own shares	3,128,998	73%	1,010,709	24%	81,232	2%	47,761	1%
<u>Resolution 10</u>								
Authorisation for each of the directors be authorised to continue as directors of Matrix Income & Growth 4 VCT plc	2,802,845	66%	1,090,359	26%	179,490	4%	196,006	5%

Separate meeting of 'O' Fund Shareholders held on Monday, 9 February 2009 (adjourned from Friday, 6 February 2009)

Total number of 'O' Shares in issue 35,051,190
 Forms of proxy received 193
 Total number of shares held by members appointing proxies 2,823,617
 Representing 8.05% of the issued 'O' Shares

	For		Discretion of proxy		Against		Withheld	
	Number of shares	% of total	Number of shares	% of total	Number of shares	% of total	Number of shares	% of total
Extraordinary resolution								
Approval of AGM resolutions 7 to 9 and any variation of the rights and privileges attached to the 'O' Shares.	2,364,382	84%	317,558	11%	113,700	4%	27,977	1%

Separate meeting of 'S' Fund Shareholders held on Monday, 9 February 2009 (adjourned from Friday, 6 February 2009)

Total number of 'S' Shares in issue 11,806,467
 Forms of proxy received 124
 Total number of shares held by members appointing proxies 1,276,851
 Representing 10.81% of the issued 'S' Shares

	For		Discretion of proxy		Against		Withheld	
	Number of shares	% of total	Number of shares	% of total	Number of shares	% of total	Number of shares	% of total
Extraordinary resolution								
Approval of AGM resolutions 7 to 9 and any variation of the rights and privileges attached to the 'S' Shares.	1,066,805	84%	122,838	10%	11,247	1%	75,961	6%