

**Matrix Income & Growth VCT plc**  
**(Registered in England and Wales No. 5153931)**

**EXTRORDINARY GENERAL MEETING of the Company**

**to be held at 11.30 am on Wednesday, 12 May 2010 at Matrix Group Limited,  
One Vine Street, London, W1J 0AH**

The information set out below is provided to Shareholders in accordance with section 311A of the Companies Act 2006.

**(1) Number of shares in issue and total voting rights**

**As at 14 April 2010:**

Number of shares in issue	20,339,989
Total voting rights	20,339,989

**(2) Matters set out in the Notice of the Meeting**

The following is an extract from the Notice of the Meeting. The full Notice of the Meeting is included in the Company's Circular dated 14 April 2010 which is available on the Company's website: [www.migvct.co.uk](http://www.migvct.co.uk). Further copies can also be obtained from the Company Secretary, Matrix-Securities Limited, One Vine Street, London W1J 0AH, tel: 020 3206 7000, email: mig@matrixgroup.co.uk.

**Special Resolution**

1. That, subject to the Scheme becoming unconditional:
  - 1.1 the acquisition of the assets and liabilities of Matrix Income & Growth 3 VCT plc on the terms set out in the Circular be and hereby is approved; and
  - 1.2 in substitution for all subsisting authorities, to the extent unused the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £250,000 in connection with the Scheme (as defined in the Circular), provided that the authority conferred by this paragraph 1.2 shall expire on the fifth anniversary of the date of the passing of this resolution unless renewed, varied or revoked by the Company in a general meeting.

## Ordinary Resolution

2. That the Revised Performance Incentive Arrangements as defined, and details of which are set out, in the Circular with Matrix Private Equity Partners LLP be and hereby are approved.

## Special Resolutions

3. That:

- 3.1 in addition to the authority conferred by paragraph 1.2 of Resolution 1, to the extent unused the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £145,000 during the period commencing on the passing of this resolution and expiring on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting) but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry.

- 3.2 in addition to existing authorities, the directors be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560(1) of the Act) for cash pursuant to the authority given pursuant to paragraph 3.1 of this resolution or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to such allotment, provided that the power provided by this paragraph 3.2 shall expire on the conclusion of the annual general meeting of the Company to be held in 2011 and provided further that this power shall be limited to:

- 3.2.1 the allotment and issue of equity securities up to an aggregate nominal value representing £100,000 in connection with offer(s) for subscription;

- 3.2.2 the allotment and issue of equity securities up to an aggregate nominal value representing 10 per cent. of the issued share capital as at close of business on 21 May 2010 in connection with any dividend investment scheme operated by the Company;

- 3.2.3 the allotment and issue of equity securities up to an aggregate nominal value representing 10 per cent. of the issued share capital as at close of business on 21 May 2010, where the proceeds may in whole or part be used to purchase shares; and

- 3.3 In addition to existing authorities, the Company be and hereby is empowered to make one or more market purchases within the meaning of section 693(4) of the Act of its own shares (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that:
- (i) the aggregate number of shares which may be purchased shall not exceed 6,750,000;
  - (ii) the minimum price which may be paid per share is 1p, the nominal value thereof;
  - (iii) the maximum price which may be paid per share is an amount equal to the higher of (a) 105 per cent. of the average of the middle market quotation per share taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which such Share is to be purchased; and (b) the amount stipulated by Article 5(1) of the Buy Back and Stabilisation Regulation 2003;
  - (iv) the authority conferred by this paragraph 3.3 shall expire on the conclusion of the annual general meeting of the Company to be held in 2011 unless such authority is renewed prior to such time; and
  - (v) the Company may make a contract to purchase Shares under the authority conferred by this resolution 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 such Shares.
4. That, subject to the Scheme becoming effective, the amount standing to the credit of the share premium account of the Company, at the date an order is made confirming such cancellation by the court, be and hereby is cancelled.