

Matrix Income & Growth 3 VCT plc
(Registered in England and Wales No. 5537979)

EXTRORDINARY GENERAL MEETING of the Company

**to be held at 11.00 am on Thursday, 20 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	19,306,507
Total voting rights	19,306,507

(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.mig3vct.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: mig3@matrixgroup.co.uk.

Special Resolution

That:

- (i) subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to shareholders of the Company dated 14 April 2010 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Jonathan Paul Philmore of RSM Tenon Limited, Unit 1, Calder Close, Calder Park, Wakefield WF4 3BA ("the Liquidators") be and they are hereby appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;

- (ii) the Liquidators of the Company appointed pursuant to paragraph (i)(a) set out in this notice be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- (iii) the cancellation of the listing of the Company's shares on the Official List following the implementation of the Scheme (as defined in the Circular) be and hereby is approved.