

Matrix Income & Growth 4 VCT plc

Company number: 03707697

Annual General Meeting – 27 May 2010 (“AGM”)

The information below is provided in accordance with section 311A Companies Act 2006 for the forthcoming AGM and is correct to 30 April 2010:

Share capital information

Authorised share capital

Share class	Authorised share capital	Authorised shares
Ordinary Shares	£4,000,000	400,000,000 shares

Issued share capital

Share class	Issued share capital	Number of shares in issue	% of total share capital
Ordinary Shares	£212,356.08	21,235,608	100%

Voting information

Each shareholder has one vote on a show of hands, and on a poll one vote per share held, at a general meeting of the Company. No member shall be entitled to vote or exercise any rights at a general meeting unless all shares have been paid up in full. Any instrument of proxy must be deposited at the place specified by the directors no later than 48 hours before the time for holding the meeting.

A duly and correctly appointed proxy may exercise the same voting rights as the appointing shareholder. If multiple proxies have been appointed, each proxy will have one vote on a show of hands in accordance with section 285 Companies Act 2006.

If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.

Matters set out in the AGM Notice

The following matters are to be considered at the AGM:

Ordinary Business

1. To receive the audited annual accounts of the Company for the financial year ended 31 January 2010 together with the Directors' Report and the Auditors' report on those accounts and on the auditable part of the Directors' Remuneration Report.
2. To approve the Directors' Remuneration Report for the year ended 31 January 2010 which is set out in the Annual Report of the Company for the year ended 31 January 2010.
3. To appoint PKF (UK) LLP as Auditors to the Company until the conclusion of the next Annual General Meeting.
4. To authorise the Directors to determine the remuneration of the Auditors.
5. To re-elect Colin Hook as a Director of the Company.
6. To approve a final dividend for the year ended 31 January 2010 of 2 pence per share.
7. That the Directors be and are hereby authorised to introduce a dividend investment scheme on such terms and conditions as they shall see fit from time to time ("Dividend Investment Scheme") and without prejudice to Resolutions 8 and 9 below the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (which expression shall have the meaning ascribed to it in section 560 of the Companies Act 2006) pursuant to any Dividend Investment Scheme operated by the Company from time to time at a subscription price per share which is less than the net asset value of shares of that class.
8. That in substitution for any existing authorities pursuant to section 551 of the Companies Act 2006 (the "Act") for the purpose of the said section 551 (and so that expressions used in this resolution shall bear the same meanings as in the said section 551) the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot:
 - (i) relevant securities up to a maximum nominal amount of £171,472 to such persons and at such times and on such terms as they think proper; and
 - (ii) equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £71,472 subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory,

in each case so that the authority hereby conferred shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011, unless renewed, revoked or varied by the Company in general meeting (except that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements).

To consider and, if thought fit, to pass the following resolution as a special resolution:

9. That in substitution for any existing authorities pursuant to sections 570 and 573 of the Act the Directors be and are empowered in accordance with sections 570 and 573 of the Act to sell treasury shares (as defined in section 560(3) of the Act) and, subject to the passing of Resolution 8 set out in the Notice convening this Meeting, make other allotments of equity securities (and the expression “allotment of equity securities” and like expressions used in this resolution shall have the meaning given to them by virtue of section 560 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities and/or equity securities (as defined in Section 560 of the Act) by that resolution, in each case as if section 561 did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:-
- (i) the allotment and issue of equity securities up to an aggregate nominal value representing £100,000 in connection with offer(s) for subscription;
 - (ii) the allotment of equity securities in connection with a rights issue where the Ordinary Shares offered to all shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or directions from any holders of Ordinary Shares to deal in some other manner with their respective entitlements, or the requirements of any recognised regulatory body or any stock exchange in any territory;
 - (iii) the allotment of equity securities with an aggregate nominal value of up to but not exceeding 10 per cent of the issued Ordinary Share Capital of the Company at the date hereof in connection with any dividend investment scheme or similar scheme as may be introduced by the Company from time to time;
 - (iv) the allotment of equity securities (otherwise than pursuant to sub-paragraphs (i) and (ii) above) up to an aggregate nominal amount of 10 per cent of the issued Ordinary Share capital of the Company at the date hereof where the proceeds of the allotment may be used in whole or in part to purchase the Company's Ordinary Shares in the market;

- (v) the allotment of equity securities (otherwise than pursuant to sub-paragraphs (i), (ii) and (iii) above) from time to time with an aggregate nominal value of up to 5 per cent of the issued Ordinary Share capital of the Company at the date hereof.

This power, unless previously renewed or revoked, shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011 save that the Company may, before expiry of this power, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as special resolutions:

10. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make a market purchase or market purchases (as defined in section 693(4) of the Act) of Ordinary Shares of 1 pence each in the capital of the Company ("Ordinary Shares") at any time or times provided that:-
 - (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 3,214,077;
 - (ii) the minimum price which may be paid for such Ordinary Shares is 1 penny per Ordinary Share, being the nominal value of an Ordinary Share;
 - (iii) the maximum price which may be paid for any Ordinary Share shall be the higher of (a) an amount equal to five per cent above the average of the middle market quotations for such shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day the Ordinary Share is contracted to be purchased and (b) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);
 - (iv) the Company may make a contract or contracts to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
 - (v) any purchase by the Company of its own shares does not prejudice the ability of the Company to disregard, to the fullest possible extent pursuant to section 274 of the Income Tax Act 2007 ("the ITA"), the use to which money raised pursuant to a share issue is put, for the purposes of complying with the 70% test and the 30% test, as those terms are defined in the ITA.

The authority hereby conferred shall (unless previously renewed or revoked) expire on the conclusion of the next Annual General Meeting of the Company to be held in 2011.

11. That the regulations contained in the document produced to the meeting (for the purpose of identification marked "A" and signed by the Chairman of the meeting) be approved and adopted with effect from the termination of this meeting as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- 12 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

13. The investment policy of the Company in respect of the uninvested funds be amended to provide that the Company's cash and liquid resources be invested to maximise income returns in a range of instruments of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised;

The full notice of the AGM can be found in the 2010 Summary Annual Report on pages 26 – 28 and the Annual Report on pages 71 – 75, available on the Company's website, www.miq4vct.co.uk.