

Matrix Income & Growth VCT plc
Proxy results for the Extraordinary General Meeting of the Company held on 12 May 2010

Annual General Meeting

Total number of shares in issue	20,339,989
Forms of proxy received	125
Total number of Shares held by members submitting proxy forms	1,263,069
Percentage of Company represented by proxy votes	6.2%

	Votes	For % of votes cast	Votes	Against % of votes cast	Discretion of proxy Votes	% of votes cast	Withheld Votes
Ordinary Resolutions							
<u>Resolution 1</u>							
Acquisition of assets and liabilities of Matrix Income & Growth 3 VCT plc and authority to allot shares in the capital of the Company	1,045,840	82.80%	32,500	2.57%	184,728	14.63%	0
<u>Resolution 2</u>							
Approval of revised performance incentive arrangements with Matrix Private Equity Partners LLP	869,966	70.93%	146,219	11.92%	210,278	17.15%	36,605
<u>Resolution 3</u>							
Authority for the Directors to allot ordinary shares in the capital of the Company; disapply pre-emption rights of members; and buy-back the Company's own shares	1,002,902	80.36%	55,426	4.44%	189,728	15.20%	15,012
<u>Resolution 4</u>							
Cancellation of the amount standing to the credit of the share premium account	987,340	80.56%	41,000	3.35%	197,228	16.09%	37,500

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