

**Matrix Income & Growth 3 VCT plc**  
**Proxy results for the Annual General Meeting of the Company held on 16 May 2008**

<b>Annual General Meeting</b>	
Forms of proxy received	147
Total number of Shares held by members submitting proxy forms	2,337,705
Percentage of total issued share capital held	11.71%

	For	Discretion of proxy	Against	Withheld	
<b>Ordinary Resolutions</b>					
<b>Resolution 1</b>					
Approval of Accounts for period ended 31 December 2007	2,095,742	241,963	0	0	2,337,705
<b>Resolution 2</b>					
Approval of Directors' Remuneration Report	1,934,596	280,967	112,099	10,043	2,337,705
<b>Resolution 3</b>					
Re-appoint PKF (UK) LLP as auditors	1,928,195	272,571	123,939	13,000	2,337,705
<b>Resolution 4</b>					
Authorise the Directors to determine the remuneration of the auditors	1,963,368	261,963	102,099	10,275	2,337,705
<b>Resolution 5</b>					
Re-election of Christopher Moore as Director	1,862,323	321,963	108,264	45,155	2,337,705
<b>Resolution 6</b>					
Approval of a final dividend of 1.50 pence per Share	2,090,630	241,963	0	5,112	2,337,705
<b>Resolution 7</b>					
Authority for the Directors to allot shares	1,884,037	256,463	106,444	90,761	2,337,705
<b>Special Resolutions</b>					
<b>Resolution 8</b>					
Authority for the Directors to dis-apply pre-emption rights	1,679,177	303,967	195,467	159,094	2,337,705
<b>Resolution 9</b>					
Authority for the Company to make market purchases of its own shares	1,974,927	266,963	10,334	85,481	2,337,705
<b>Resolution 10</b>					
Authority to amend the Company's Articles of Association	1,814,804	302,547	107,236	113,118	2,337,705