

MATRIX INCOME & GROWTH 2 VCT PLC

MATTERS RESERVED FOR THE APPROVAL OF THE BOARD

The agenda for each routine meeting of the Board of Directors shall include the under-noted items of business:

- (a) A report from the Audit Committee (if it has met in the period since the immediately preceding meeting of the Board);
- (c) A written report from Matrix Private Equity Partners LLP;
- (d) A report from Matrix Securities Limited to include quarterly management accounts, interim accounts and annual accounts as appropriate;
- (e) A review of the Company's compliance with the VCT criteria.

Schedule of matters reserved for the approval of the Board

Investments

- 1. Approval of venture capital investment opportunities of which it is appraised by the Investment Manager ensuring that each investment falls within the investment policy described in the prospectus.
- 2. Ongoing monitoring of investee companies and the Company's investments therein and the extent to which each of the investee companies are regarded as qualifying holdings.
- 3. After reviewing the advice of advisers, to determine the valuation of each investment in accordance with the agreed valuation guidelines.

VCT Status

- 4. Receive quarterly reports from PricewaterhouseCoopers LLP each of which will include sufficient information to enable the Directors to monitor the Company's position in respect of VCT status.

Companies Act requirements

- 6. Approval of interim and final financial statements
- 7. Approval of interim dividend and recommendation of the final dividend
- 8. Approval of any significant change in accounting policies or practices
- 9. Appointment or removal of company secretary
- 10. Remuneration of auditors and recommendations for appointment or removal of auditors on the recommendation of the Remuneration Committee
- 11. Authorisation of conflicts of interest notified to the Board in accordance with s175 of the Companies Act 2006

Stock Exchange

- 12. Approval of all circulars to shareholders and listing
- 13. Approval of press releases concerning matters decided by the Board

Management

14. Changes relating to the group's capital structure or its status as plc

Remuneration and appointment of Directors

15. Approval of the remuneration of the directors on the recommendation of the Remuneration Committee.
16. Approval of recommendations from the Nominations Committee with regard to the appointment and dismissal of directors.
17. Board membership and board committees
18. Board appointments and removals on the recommendation of the Nomination Committee
19. Establishment of an Audit Committee, a Remuneration Committee, a Nomination Committee and other committees that may be required and determination of the terms of reference of such committees.

Contracts

20. The Investment Adviser's Agreement
21. Other material contracts of the Company
22. Contracts of the company not in the ordinary course of business

Miscellaneous

23. Prosecution, defence or settlement of litigation
24. Annual review of the effectiveness of the Company's system of internal control
25. Risk management strategy
26. Treasury policies
27. Directors' and Officers' liability insurance
28. Approval of borrowing facilities
29. Granting of any guarantees, warranties or indemnities
30. Granting of any security or charge
31. Appointment of professional advisers in addition to the Company's Auditors

All other significant issues pertinent to the Company's development shall be resolved either by Board decision or by the decision of a committee suitably authorised by the Board.

(as approved by the Board on 10 September 2008)