

For consideration and approval by the Board on 16 October 2008

MATRIX INCOME & GROWTH 3 VCT PLC

INVESTMENT COMMITTEE

Terms of Reference

Constitution

The Board has resolved to establish a committee of the Board to be known as the Investment Committee.

Membership

The Committee shall be appointed by the Board and shall comprise the full Board.

A quorum shall be two members.

The Chairman of the Committee shall be appointed by the Board.

The Company Secretary shall be the Secretary of the Committee.

Frequency of Meetings

Meetings shall be held as and when necessary including meetings by telephone etc.

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any service provider and all service providers and advisers are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- (a) In respect of investment recommendations:
 - (i) to consider each such recommendation of which it is appraised by Matrix Private Equity Partners LLP (MPEP);
 - (ii) to decide which of the investment recommendations should be accepted by the Company unless the Board of Directors exercises its right of veto;

- (iii) to ensure that investments fall within the investment policy described in the prospectus; and
 - (iv) to review on an ongoing basis MPEP's role in monitoring of investee companies and the Company's investments therein.
- (b) To monitor the Company's investment in fixed interest securities, if appropriate; and
 - (c) Generally to monitor the Company's performance in respect of the VCT investment criteria and to advise the Board as necessary.
 - (d) After reviewing the advice of the Manager and other advisers, to determine the valuation of each investment in accordance with the previously agreed valuation guidelines.

Reporting Procedures

The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Board.