

Matrix Income & Growth 3 VCT plc
Proxy results for the Annual General Meeting of the Company held on 6 May 2009

Annual General Meeting

Forms of proxy received	127
Total number of Shares held by members submitting proxy forms	1,743,530
Percentage of total issued share capital held	8.77%

	For	Against	Discretion of proxy	Withheld
Ordinary Resolutions				
<u>Resolution 1</u> To receive and adopt the annual accounts for year ended 31 December 2008	1,554,781	15,412	173,337	0
<u>Resolution 2</u> To approve the Directors' Remuneration Report for the year ended 31 December 2008	1,494,601	40,455	173,337	35,137
<u>Resolution 3</u> To re-appoint PKF (UK) LLP as auditors	1,480,969	74,087	173,337	15,137
<u>Resolution 4</u> To authorise the Directors to determine the remuneration of the auditors	1,524,326	35,455	173,337	10,412
<u>Resolution 5</u> To re-elect Keith Niven as a Director of the Company	1,374,445	40,412	278,399	50,274
<u>Resolution 6</u> To approve the payment of a final income dividend of 0.8 of a penny per share for the year ended 31 December 2008	1,542,181	15,412	173,424	12,513
<u>Resolution 7</u> To authorise the Directors to allot ordinary shares in the capital of the Company	1,481,252	33,592	183,399	45,287
Special Resolutions				
<u>Resolution 8</u> To authorise the Directors to dis-apply pre-emption rights of Members	1,337,357	82,146	198,722	125,305
<u>Resolution 9</u> To authorise the Company to make market purchases of the Company's own ordinary shares	1,468,068	58,966	188,436	28,060
<u>Resolution 10</u> Authorisation of situational conflict	1,399,180	50,609	183,436	110,305