

## Matrix Income & Growth 2 VCT plc

### Proxy results for the Annual General Meeting held 10 September 2009

Forms of proxy received	205
<i>No. Ordinary Shares</i>	878,578
<i>No. C Shares</i>	1,704,436
Total No. of shares held	2,583,014
Percentage of total issued share capital held	8.99%

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

	For		Discretion of proxy		Against		Withheld
<b>Ordinary Business (Ordinary Resolutions)</b>							
Resolution 1	2,430,029	94.08%	152,985	5.92%	0	0.00%	0
Approval of Accounts for year ended 30 April 2009							
Resolution 2	2,152,274	87.15%	175,535	7.11%	141,849	5.74%	113,356
Approval of Directors' Remuneration Report							
Resolution 3	2,325,259	92.37%	168,859	6.71%	23,328	0.92%	65,568
Appointment of PKF (UK) LLP as auditors							
Resolution 4	2,402,759	93.43%	152,985	5.95%	16,074	0.62%	11,196
Authority for the Directors to determine the remuneration of the Auditors							
Resolution 5	2,406,029	93.38%	156,485	6.07%	14,000	0.55%	6,500
Approval of the final dividend of 1 penny per C Share							
Resolution 6	2,291,571	89.89%	160,731	6.31%	96,956	3.80%	33,756
Re-election of Nigel Melville as a Director							
Resolution 7	2,045,040	80.22%	401,814	15.76%	102,404	4.02%	33,756
Re-election of Kenneth Vere Nicoll as a Director							
<b>Special Business</b>							
Resolution 8	2,059,336	80.60%	422,824	16.55%	72,726	2.85%	28,128
Authority for the Directors to allot shares							
Resolution 9 (Special Resolution)	2,020,131	78.62%	434,080	16.90%	115,047	4.48%	13,756
Authority for the Directors to dis-apply pre-emption right							
Resolution 10 (Special Resolution)	2,064,189	80.61%	419,324	16.38%	77,001	3.01%	22,500
Authority for the Company to make market purchase of its own shares							

**Proxy results for the Separate Class Meetings held 15 September 2009  
(adjourned from 10 September 2009)**

<b>Ordinary Share Fund Class Meeting</b>	
Forms of proxy received	75
Total No. of share held	827,402
Percentage of issued Ordinary Share capital held	7.35%

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

	For		Discretion of proxy		Against		Withheld
<b>Extraordinary Resolution</b>							
The passing and carrying into effect the ordinary and special resolutions 8 - 10 as set out in the notice to the AGM	703,861	87.99%	62,360	7.80%	33,681	4.21%	27,500

<b>C Share Fund Class Meeting</b>	
Forms of proxy received	122
Total No. of share held	1,703,001
Percentage of issued C Share capital held	9.74%

	For		Discretion of proxy		Against		Withheld
<b>Extraordinary Resolution</b>							
The passing and carrying into effect the ordinary and special resolutions 8 - 10 as set out in the notice to the AGM	1,509,331	89.51%	90,009	5.34%	86,777	5.15%	16,884