

The Income & Growth VCT plc

Extraordinary General Meeting - 26 March 2010

Total number of shares in issue	'O' Shares	'S' Shares	Company
Forms of proxy received	34,567,228	11,813,141	46,380,369
Total number of shares held by members appointing proxies	133	96	229
Percentage of Company or Fund represented by proxy votes	1,600,720	1,193,871	2,794,591
	4.6%	10.1%	6.0%

	For		Discretion of proxy		Against		Withheld
	Votes	% of total	Votes	% of total	Votes	% of total	Votes
Special resolution							
<u>Resolution 1</u>	'O' 1,335,409	83.43%	112,584	7.03%	152,727	9.54%	0
Composite resolution for the approval of:	'S' 1,007,348	84.38%	125,935	10.55%	60,588	5.07%	0
- the Share Merger (including consequential amendments to the articles and repurchase of deferred shares);	All 2,342,757	83.83%	238,519	8.54%	213,315	7.63%	0
- renew and increase share allotment and buy-back authorities; and							
- the revised Management and Administration Arrangements with Matrix Private Equity Partners LLP							
Ordinary resolution							
<u>Resolution 2</u>	'O' 1,375,426	86.08%	149,059	9.33%	73,328	4.59%	2,907
Amendment to the investment policy in respect of the uninvested funds held by the Company	'S' 1,002,184	83.94%	146,585	12.28%	45,102	3.78%	0
	All 2,377,610	85.17%	295,644	10.59%	118,430	4.24%	2,907

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

Separate meeting of 'O' Fund Shareholders - 26 March 2010

Total number of 'O' Shares in issue	34,567,228
Forms of proxy received	147
Total number of shares held by members appointing proxies	1,768,863
Percentage of Company or Fund represented by proxy votes	5.1%

	Votes	For % of total	Discretion of proxy		Against		Withheld Votes
			Votes	% of total	Votes	% of total	
Extraordinary resolution	1,458,102	82.43%	163,034	9.22%	147,727	8.35%	0
Approval of resolution 1 to be proposed at the extraordinary general meeting of the Company to be held on 26 March 2010 and variation of class rights resulting therefrom.							

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

Separate meeting of 'S' Fund Shareholders - 26 March 2010

Total number of 'S' Shares in issue	11,813,141
Forms of proxy received	117
Total number of shares held by members appointing proxies	1,397,820
Percentage of Company or Fund represented by proxy votes	11.8%

	Votes	For % of total	Discretion of proxy		Against		Withheld Votes
			Votes	% of total	Votes	% of total	
Extraordinary resolution	1,093,600	78.53%	232,335	16.68%	66,723	4.79%	5,162
Approval of resolution 1 to be proposed at the extraordinary general meeting of the Company to be held on 26 March 2010 and variation of class rights resulting therefrom.							

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