

Matrix Income & Growth 3 VCT plc
(Registered in England and Wales No. 5537979)

ANNUAL GENERAL MEETING of the Company

**to be held at 11.15 am on Wednesday, 12 May 2010 at Matrix Group Limited,
One Vine Street, London, W1J 0AH**

The information set out below is provided to Shareholders in accordance with section 311A of the Companies Act 2006.

(1) Number of shares in issue and total voting rights

As at 14 April 2010:

Number of shares in issue	19,306,507
Total voting rights	19,306,507

(2) Matters set out in the Notice of the Meeting

The following is an extract from the Notice of the Meeting. The full Notice of the Meeting is included in the Annual Report of the Company for the year ended 30 December 2009 which is available on the Company's website: www.mig3vct.co.uk. Further copies can also be obtained from the Company Secretary, Matrix-Securities Limited, One Vine Street, London W1J 0AH, tel: 020 3206 7000, email: mig3@matrixgroup.co.uk.

ORDINARY BUSINESS

Ordinary Resolutions

1. To receive and adopt the report of the Directors and the audited accounts of the Company for the year ended 31 December 2009, together with the Auditors' report thereon.
2. To approve the Directors' Remuneration Report as set out in the Annual Report and Accounts of the Company for the year ended 31 December 2009.
3. To re-appoint PKF (UK) LLP of Farringdon Place, 20 Farringdon Road, London EC1M 3AP as Auditors.
4. To authorise the Directors to determine the remuneration of the Auditors.
5. To re-elect Tom Sooke as a Director of the Company.
6. That in substitution for any existing authorities pursuant to section 551 of the Companies Act 2006 ("the Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £64,702 provided that this authority shall expire on the fifth anniversary of the date of the passing of this

resolution unless renewed, revoked or varied by the Company in general meeting (except that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and notwithstanding such expiry the Directors may allot shares or grant rights in pursuance of such offers or agreements).

7. THAT subject to the passing of resolution 6 above and in substitution for any existing authorities pursuant to section 570 (1) of the Companies Act 2006 ("the Act") the Directors be and they are hereby empowered to allot equity securities (as defined in Section 560 (1) of the Act) for cash pursuant to the authority conferred upon them by resolution 6 above or by way of a sale of treasury shares as if Section 561 (1) of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- (i) the allotment and/or sale of equity securities in connection with an issue or offer by way of rights or other pre-emptive issue or offer, open for acceptance for a period fixed by the directors where the shares offered to all shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares of 1 pence each ("Ordinary Shares") held by them on a fixed record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements, directions from any holders of Ordinary Shares to deal in some other manner with their respective entitlements, or the requirements of any recognised regulatory body or any stock exchange in any territory;
- (ii) the allotment and/or sale of equity securities with an aggregate nominal value of up to but not exceeding 10 per cent of the issued Ordinary Share Capital of the Company at the date hereof in connection with any dividend investment scheme or similar scheme as may be introduced by the Company from time to time;
- (iii) the allotment and/or sale of equity securities (otherwise than pursuant to subparagraphs (i) and (ii) above) up to an aggregate nominal amount of 10 per cent of the issued Ordinary Share Capital of the Company at the date hereof where the proceeds of the allotment may be used in whole or in part to purchase the Company's Ordinary Shares in the market;
- (iv) the allotment and/or sale of equity securities (otherwise than pursuant to subparagraphs (i), (ii) and (iii) above) from time to time with an aggregate nominal value of up to 5 per cent of the issued Ordinary Share Capital of the Company at the date hereof

and shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011 or if earlier 11 August 2011 (unless previously renewed, varied or revoked by the Company in General Meeting), except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

SPECIAL BUSINESS

8. THAT in substitution for any existing authorities pursuant to and in accordance with section 701 of the Companies Act 2006 ("the Act"), the Company be authorised to make one or more market purchases (within the meaning of Section 693 (4) of the Act) of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") provided that:
- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased shall not exceed 2,909,634;
 - (ii) the minimum price which may be paid for Ordinary Shares is 1 penny per share, the nominal value thereof; and
 - (iii) the maximum price which may be paid for an Ordinary Share is not more (excluding expenses) per Ordinary Share than the higher of (i) 5 per cent above the average of the middle market quotations for the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Ordinary Share is purchased and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003 (EC 2273/2003)

and this authority shall expire on conclusion of the next Annual General Meeting of the Company or if earlier 11 August 2011.

9. That with effect from the close of this meeting:
- (i) The provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, be deleted in their entirety; and
 - (ii) The Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
10. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.