

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

EXTRORDINARY GENERAL MEETING of the Company

**to be held at 11.45 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 Company's Circular dated 14 April 2010 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.

Special Resolution

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to the shareholders of the Company dated [14] April 2010 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Scheme, as defined and set out in Part IV of the Circular, be and hereby is approved and the Directors and William Duncan and Jonathan Paul Philmore of RSM Tenon Limited, Unit 1, Calder Close, Calder Park, Wakefield WF4 3BA ("the Liquidators") be and they are hereby authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Scheme and to execute any document and do any act or thing for the purpose of carrying the Scheme into effect and, in particular (but without prejudice to the foregoing generality):

- (a) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they are hereby authorised and directed, pursuant to section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree ("Transfer Agreement"); and

(b) the Liquidators be and they hereby are authorised and directed to request Matrix Income & Growth VCT plc (“VCT 1”) to arrange for the creation and issue of new ordinary shares of 1p each in the capital of VCT 1 on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 1p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to VCT 1 in accordance therewith and with the Scheme

and for the purposes of the resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.