

**Matrix Income & Growth VCT plc**  
**Proxy results for the Annual General Meeting of the Company held on 12 May 2010**

**Annual General Meeting**

|   |            |
|---|------------|
| Total number of shares in issue                               | 20,339,989 |
| Forms of proxy received                                       | 107        |
| Total number of Shares held by members submitting proxy forms | 1,121,366  |
| Percentage of Company represented by proxy votes              | 5.5%       |

|  | <b>Votes</b> | <b>For<br/>% of votes<br/>cast</b> | <b>Votes</b> | <b>Against<br/>% of votes<br/>cast</b> | <b>Discretion of proxy<br/>Votes<br/>% of votes<br/>cast</b> | <b>Withheld<br/>Votes</b> |        |
|--|--------------|------------------------------------|--------------|--|--|---------------------------|--------|
| <b>Ordinary Resolutions</b>  |              |                                    |              |  |  |                           |        |
| <u>Resolution 1</u>  |              |                                    |              |  |  |                           |        |
| To receive and adopt the annual accounts for year ended 31 December 2009   | 936,161      | 83.48%                             | 0            | 0.00%                                  | 185,205  | 16.52%                    | 0      |
| Resolution 2   |              |                                    |              |  |  |                           |        |
| To approve the Directors' Remuneration Report for the year ended 31 December 2009                                    | 901,352      | 82.47%                             | 22,454       | 2.05%                                  | 169,205  | 15.48%                    | 28,355 |
| Resolution 3   |              |                                    |              |  |  |                           |        |
| To re-appoint PKF (UK) LLP as auditors   | 922,286      | 83.61%                             | 11,605       | 1.05%                                  | 169,205  | 15.34%                    | 18,270 |
| Resolution 4   |              |                                    |              |  |  |                           |        |
| To authorise the Directors to determine the remuneration of the auditors   | 936,391      | 84.70%                             | 0            | 0.00%                                  | 169,205  | 15.30%                    | 15,770 |
| Resolution 5   |              |                                    |              |  |  |                           |        |
| To re-elect Bridget Guérin as a Director of the Company  | 928,754      | 84.40%                             | 2,500        | 0.23%                                  | 169,205  | 15.38%                    | 20,907 |
| Resolution 6   |              |                                    |              |  |  |                           |        |
| To authorise the Directors to allot ordinary shares in the capital of the Company                                    | 869,187      | 78.45%                             | 59,502       | 5.37%                                  | 179,205  | 16.18%                    | 13,472 |
| <b>Special Resolutions</b>   |              |                                    |              |  |  |                           |        |
| Resolution 7   |              |                                    |              |  |  |                           |        |
| To authorise the Directors to dis-apply pre-emption rights of Members  | 856,622      | 78.14%                             | 70,502       | 6.43%                                  | 169,205  | 15.43%                    | 25,037 |
| Resolution 8   |              |                                    |              |  |  |                           |        |
| To authorise the Company to make market purchases of the Company's own ordinary shares                               | 903,453      | 80.93%                             | 43,696       | 3.91%                                  | 169,205  | 15.16%                    | 5,012  |
| Resolution 9   |              |                                    |              |  |  |                           |        |
| Adoption of new Articles of Association  | 895,556      | 81.17%                             | 38,500       | 3.49%                                  | 169,205  | 15.34%                    | 18,105 |
| Resolution 10  |              |                                    |              |  |  |                           |        |
| Authority for general meetings other than annual general meetings to be called on not less than 14 clear days notice | 882,531      | 78.91%                             | 46,430       | 4.15%                                  | 189,405  | 16.94%                    | 3,000  |

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