

**Matrix Income & Growth 3 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	19,306,507
Forms of proxy received	87
Total number of Shares held by members submitting proxy forms	1,053,286
Percentage of Company represented by proxy votes	5.5%

	<b>Votes</b>	<b>For % of votes cast</b>	<b>Votes</b>	<b>Against % of votes cast</b>	<b>Discretion of proxy Votes</b>	<b>% of votes cast</b>	<b>Withheld Votes</b>
<b>Ordinary Resolutions</b>							
<u>Resolution 1</u> To receive and adopt the annual accounts for year ended 31 December 2009	879,302	83.48%	0	0.00%	173,983	16.52%	0
<u>Resolution 2</u> To approve the Directors' Remuneration Report for the year ended 31 December 2009	793,170	79.92%	25,322	2.55%	173,983	17.53%	60,810
<u>Resolution 3</u> To re-appoint PKF (UK) LLP as auditors	838,490	80.77%	25,675	2.47%	173,983	16.76%	15,137
<u>Resolution 4</u> To authorise the Directors to determine the remuneration of the auditors	869,165	83.32%	0	0.00%	173,983	16.68%	10,137
<u>Resolution 5</u> To re-elect Tom Sooke as a Director of the Company	864,165	83.24%	0	0.00%	173,983	16.76%	15,137
<u>Resolution 6</u> To authorise the Directors to allot ordinary shares in the capital of the Company	855,860	81.65%	18,305	1.75%	173,983	16.60%	5,137
<b>Special Resolutions</b>							
<u>Resolution 7</u> To authorise the Directors to dis-apply pre-emption rights of Members	845,800	80.68%	28,502	2.72%	173,983	16.60%	5,000
<u>Resolution 8</u> To authorise the Company to make market purchases of the Company's own ordinary shares	858,843	81.54%	20,459	1.94%	173,983	16.52%	0
<u>Resolution 9</u> Adoption of new Articles of Association	869,177	82.52%	10,125	0.96%	173,983	16.52%	0
<u>Resolution 10</u> Authority for general meetings other than annual general meetings to be called on not less than 14 clear days notice	858,843	81.54%	56,522	5.37%	137,920	13.09%	0

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