

The Income & Growth VCT plc

Annual General Meeting to be held on 3 March 2010

	'O' Shares	'S' Shares	Company
Total number of shares in issue	34,454,460	11,806,467	34,454,460
Forms of proxy received	167	119	286
Total number of shares held by members appointing proxies	2,030,287	1,629,900	3,660,187
Percentage of Company or Fund represented by proxy votes	5.9%	13.8%	10.6%

		For	Discretion of proxy		Against		Withheld	
	Votes	% of total	Votes	% of total	Votes	% of total	Votes	
Ordinary Resolutions								
<u>Resolution 1</u>	'O'	1,718,547	84.65%	303,740	14.96%	8,000	0.39%	0
Approval of Accounts for the ended 30 September 2009	'S'	1,524,054	93.51%	105,846	6.49%	0	0.00%	0
	All	3,242,601	88.59%	409,586	11.19%	8,000	0.22%	0
<u>Resolution 2</u>	'O'	1,537,592	77.86%	306,740	15.53%	130,492	6.61%	55,463
Approval of Directors' Remuneration Report	'S'	1,402,743	90.66%	105,846	6.84%	38,663	2.50%	82,648
	All	2,940,335	83.48%	412,586	11.71%	169,155	4.80%	138,111
<u>Resolution 3</u>	'O'	1,708,415	84.59%	303,740	15.04%	7,556	0.37%	10,576
Re-appointment of PKF (UK) LLP as auditors	'S'	1,495,714	91.77%	105,846	6.49%	28,340	1.74%	0
	All	3,204,129	87.79%	409,586	11.22%	35,896	0.98%	10,576
<u>Resolution 4</u>	'O'	1,690,431	84.07%	304,740	15.16%	15,526	0.77%	19,590
Authority for the Directors to determine the remuneration of the auditors	'S'	1,492,567	92.46%	111,008	6.88%	10,788	0.67%	15,537
	All	3,182,998	87.81%	415,748	11.47%	26,314	0.73%	35,127
<u>Resolution 5</u>	'O'	1,542,040	81.53%	313,965	16.60%	35,475	1.88%	138,807
Re-election of Helen Sinclair as a Director	'S'	1,419,269	91.66%	118,218	7.64%	10,788	0.70%	81,625
	All	2,961,309	86.09%	432,183	12.56%	46,263	1.34%	220,432
<u>Resolution 6</u>	'O'	1,721,047	84.77%	306,240	15.08%	3,000	0.15%	0
Approval of a final dividend of 2 pence per 'O' Share	'S'	1,492,654	92.76%	105,808	6.57%	10,788	0.67%	20,650
	All	3,213,701	88.30%	412,048	11.32%	13,788	0.38%	20,650
<u>Resolution 7</u>	'O'	193,989	9.55%	1,836,298	90.45%	0	0.00%	0
Approval of a final dividend of pence per 'S' Share	'S'	538,277	33.03%	1,091,623	66.97%	0	0.00%	0
	All	732,266	20.01%	2,927,921	79.99%	0	0.00%	0
<u>Resolution 8</u>	'O'	1,624,465	80.91%	325,178	16.20%	58,144	2.90%	22,500
Authority for the Directors to allot shares	'S'	1,435,776	91.55%	105,846	6.75%	26,653	1.70%	61,625
	All	3,060,241	85.58%	431,024	12.05%	84,797	2.37%	84,125
Special Resolutions								
<u>Resolution 9</u>	'O'	1,580,863	78.95%	325,178	16.24%	96,256	4.81%	27,990
Authority to disapply pre-emption rights of members	'S'	1,351,642	85.57%	116,171	7.35%	111,763	7.08%	50,234
	All	2,932,505	81.87%	441,349	12.32%	208,019	5.81%	78,224
<u>Resolution 10</u>	'O'	1,628,428	80.31%	312,488	15.41%	86,871	4.28%	2,500
Authority for the Company to make market purchases of its own shares	'S'	1,524,054	93.51%	105,846	6.49%	0	0.00%	0
	All	3,152,482	86.19%	418,334	11.44%	86,871	2.38%	2,500
<u>Resolution 11</u>	'O'	1,558,467	77.42%	326,178	16.20%	128,451	6.38%	17,191
Adoption of new Articles of Association	'S'	1,492,942	92.46%	105,846	6.55%	15,950	0.99%	15,162
	All	3,051,409	84.11%	432,024	11.91%	144,401	3.98%	32,353
<u>Resolution 12</u>	'O'	1,604,739	79.65%	336,178	16.69%	73,870	3.67%	15,500
Authority for general meetings other than annual general meetings to be called on not less than 14 days notice	'S'	1,487,779	92.14%	105,846	6.55%	21,113	1.31%	15,162
	All	3,092,518	85.20%	442,024	12.18%	94,983	2.62%	30,662
Ordinary Resolution								
<u>Resolution 13</u>	'O'	1,474,424	75.62%	320,110	16.42%	155,118	7.96%	80,635
Authority for equity securities to be allotted pursuant to the dividend investment scheme at a price which is less than net asset value per share	'S'	1,382,241	85.08%	111,008	6.83%	131,489	8.09%	5,162
	All	2,856,665	79.92%	431,118	12.06%	286,607	8.02%	85,797

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

Separate meeting of 'O' Fund Shareholders to be held on 3 March 2010

Total number of 'O' Shares in issue	34,454,460
Forms of proxy received	152
Total number of shares held by members appointing proxies	1,840,341
Representing 5.3% of the issued 'O' Shares	

	For		Discretion of proxy		Against		Withheld
	Votes	% of total	Votes	% of total	Votes	% of total	Votes
Special resolution							
Approval of AGM resolutions 8 to 11 and 13 and any variation of the rights and privileges attached to the 'O' Shares.	1,267,995	69.93%	350,368	19.32%	194,796	10.74%	27,182

Separate meeting of 'S' Fund Shareholders to be held on 3 March 2010

Total number of 'S' Shares in issue	11,806,467
Forms of proxy received	118
Total number of shares held by members appointing proxies	1,622,969
Representing 13.7% of the issued 'S' Shares	

	For		Discretion of proxy		Against		Withheld
	Votes	% of total	Votes	% of total	Votes	% of total	Votes
Special resolution							
Approval of AGM resolutions 8 to 11 and 13 and any variation of the rights and privileges attached to the 'S' Shares.	1,252,172	79.62%	221,032	14.06%	99,390	6.32%	50,375

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