

**Matrix Income & Growth 3 VCT plc**  
**Proxy results for the Extraordinary General Meeting of the Company held on 20 May 2010**

**Annual General Meeting**

Total number of shares in issue	19,306,507
Valid forms of proxy received	112
Total number of shares held by members submitting proxy forms	1,345,106
Percentage of Company represented by proxy votes	7.0%

	Votes	For % of votes cast	Votes	Against % of votes cast	Discretion of proxy Votes	% of votes cast	Withheld Votes
<b>Special Resolution</b>							
Approval to (i) put the Company into liquidation and appoint the Liquidators for the purposes of such winding up, (ii) authorise the Liquidators to exercise certain powers for which the express sanction of Shareholders is required under the IA 1986, such as paying classes of creditors in full and (iii) cancel the listing of the Company's shares.	1,113,293	82.77%	5,100	0.38%	226,713	16.85%	0

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