MATRIX INCOME & GROWTH 4 VCT PLC

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A VENTURE CAPITAL TRUST

SUMMARY REPORT & ACCOUNTS

Summary Annual Report and Accounts
for the year ended 31 January 2011

MATRIX

www.mig4vct.co.uk

Investment Objective

Strategy

Matrix Income & Growth 4 VCT plc ("MIG4") is a tax efficient company listed on the London Stock Exchange. It invests primarily in established and profitable unquoted companies.

Investment Objective

The VCT's objective is to provide investors with a regular income stream by way of tax free dividends and to generate capital growth through portfolio realisations which can be distributed by way of additional tax free dividends.

Dividend Policy

The VCT seeks to pay income dividends half-yearly. Subject to fulfilling certain regulatory requirements, the VCT also seeks to pay capital dividends at the year-end following portfolio realisations.

Contents

This Summary Financial Statement has been prepared voluntarily by the Directors in accordance with the relevant requirements of section 428 of the Companies Act 2006. It does not contain sufficient information to allow a full understanding of the results and state of affairs of the Company. For further information, the full Annual Financial Statements, the Auditor's Report on those financial statements and the Directors' Report should be consulted. A copy of the Annual Report, which may be obtained free of charge from the Company Secretary, will be delivered to the Registrar of Companies after the Annual General Meeting. Shareholders wishing to receive the full Annual Report in future years may elect to do so by sending signed, written notice to the Company Secretary. This Summary Financial Statement contains additional information derived from the Directors' Report. It does not however contain the full text of that Report. PKF (UK) LLP has reported on the Company's statutory accounts for the year ended 31 January 2011. This report was unqualified and contained no statement under section 498 (2) and (3) of the Companies Act 2006. A pdf of the full report is available on the Company's webpage: www.mig4vct.co.uk.

Financial Highlights

Performance Summary

Year ended 31 January	Net assets (£m)	Net asset value per share (p)	Cumulative dividends paid per share (p)	NAV total return per share to shareholders since launch (p)	Share price[1] (p)	Share price total return per share to shareholders since launch (p)
2011	25.3	112.9	18.7	131.6	103.5	122.2
2010	21.2	106.3	15.7	122.0	92.3	108.0
2009	21.0	104.6	13.7	118.3	92.0	105.7
2008	24.1	117.4	11.5	128.9	109.0	120.5
2007	9.8	116.3	10.7	127.0	91.0	101.7
2006	9.3	106.6	8.4	115.0	85.0	93.4

[1] Source: London Stock Exchange

Matrix Private Equity Partners LLP ("MPEP") became sole manager to the Company on 1 August 2006.

Return before and after income tax relief

The table below shows the NAV total returns at 31 January 2011 for a shareholder that invested £10,000 in each fundraising undertaken by the Company:

Fundraising	1999/2000	2006/2007	2010 (Top-up Offer)[3]	2011 (Joint Offer)[4]
Issue price per share (p)	200[1]	120.9[2]	112.4	121.8
Number of shares held	5,000	8,271	8,897	8,210
Net asset value (NAV) at 31 January 2011 (£)	5,643	9,336	10,041	9,267
Dividends paid to shareholder since subscription (£)	935	662	267	–
NAV total return to shareholder since subscription (£)	6,578	9,998	10,308	9,267
Profit/(loss) before income tax relief (£)[5]	**(3,422)**	**(2)**	**308**	**(733)[6]**
Income tax relief	20%[7]	30%	30%	30%
Cost net of income tax relief (£)	8,000	7,000	7,000	7,000
Profit/ (loss) after income tax relief (£)[8]	**(1,422)**	**2,998**	**3,308**	**2,267**

[1] Original investment at 100p per ordinary share of 5p each, converted on a 2 for 1 basis to ordinary shares of 1p each in October 2006.

[2] Weighted average issue price of shares.

[3] Top-Up Offer to raise up to £2.18 million.

[4] Joint Offer for Subscription with Matrix Income & Growth VCT plc and The Income & Growth VCT plc to raise up to £21 million in total. Covers shares issued up to 5 April 2011.

[5] NAV total return minus initial investment cost (before income tax relief).

[6] Current unrealised loss results from initial Offer costs of 5.5% paid on subscription.

[7] Additional capital gains tax deferral relief of up to £4,000 available to qualifying shareholders.

[8] NAV total return minus cost net of income tax relief.

The data for the initial fundraising above includes the period up to 1 August 2006, when the Company used three investment advisers. The three subsequent fundraisings have raised capital which has been solely managed by MPEP.

Dividend history

Year ended 31 January	Dividends per share paid in respect of each year (p)	Cumulative dividends per share paid and proposed since launch (p)
2011	4.00	21.70
2010	3.00	17.70
2009	2.00	14.70
2008	2.00	12.70
2007	1.80*	10.70
2006	0.50*	8.90
2005	0.20*	8.40
2004	0.50*	8.20
2003	0.50*	7.70
2002	1.00*	7.20
2001	3.10*	6.20
2000	3.10*	3.10

Dividends paid include distributions from both income and capital.

* re-stated following capital reorganisation in 2006.

Proposed dividend

A proposed final dividend of 3 pence per share will be recommended to Shareholders at the AGM of the Company to be held on 20 June 2011 to be paid on 24 June 2011 and has been included in the above figures.

Chairman's Statement

I am pleased to present to Shareholders the Annual Report of the Company for the year ended 31 January 2011.

It is perhaps worth standing back and reviewing the performance of this Fund to date. The Fund initially had three managers. The performance of two of these three managers proved unsatisfactory. As a result your Board made a change by appointing Matrix Private Equity Partners LLP ("MPEP") as the sole manager in 2006. Since then, and despite the very deep economic downturn which has recently affected the UK economy, this Fund has made significant progress, as evidenced by the following:

- NAV total return and share price total return figures both showing positive returns.
- Net assets are moving towards £30 million. This is a recovery from 2007, when, as a result of the two terminated fund managers' poor performance, net assets were under £10 million. This makes the fund fully economic in its operations.
- The tax free dividend level has improved, with the dividends attributable to the 2010/11 financial year being 4p per share.
- The current discount at which the fund is repurchasing shares has narrowed to around 10%.

Performance

At 31 January 2011, the Net Asset Value (NAV) per Share was 112.9 pence (2010: 106.3 pence). Adjusted for the dividends paid to shareholders during the year, this represents an increase of 9.0% over the twelve month period. The NAV Total Return per Share since launch increased in the year by 7.9% from 122.0 pence at 31 January 2010 to 131.6 pence at 31 January 2011.

As the Company invests mainly in unquoted securities and cash, comparing the Company's performance with the performance of selected indices for quoted securities over the same period has limited validity. However, in the absence of more meaningful benchmarks, increases of 19.3% and 42.2% in the FTSE SmallCap and the FTSE All-Share AIM Indices respectively (on a dividend re-invested basis) occurred over the same period.

These figures make your Company's performance appear somewhat pedestrian by comparison. However, the AIM performance derives partly from the oil & gas element of the AIM market; these sectors are not open to VCT funds to invest in on a qualifying basis. Secondly, the AIM and SmallCap indices have tended to show greater volatility than the Company's portfolio.

Despite tough economic conditions, many of the portfolio companies continue to develop well. The Board is satisfied with the performance of the portfolio compared to its generalist VCT peers (a benchmark the Board uses), and supports the selective investment approach of the Manager. A continuation of current performance, if achieved, should yield a steady stream of dividends to shareholders over the longer term.

In this context, it is relevant to note that total dividends paid and proposed for the year to 31 January 2011 amount to 4 pence per share, the first time such a level has been paid in respect of a single year.

Economic background

The last year has seen a recovery in investor confidence. However, the fundamental position of the UK economy is that it is still heavily damaged by the financial policies of the last administration and by the banking crisis. Proper repair of this damage will be an extremely painful process; current government policy is to review public spending, while at the same time allowing the effects of quantitative easing and maintaining an artificially low interest rate structure to soften this pain. At some point interest rates will have to rise, particularly as inflation is now increasing, and this process, whenever it takes place, will affect recovery prospects.

External factors which could affect UK markets include the very major earthquake offshore Japan, and the political disruptions in the Middle East.

From an investors' point of view there are two main consequences. Firstly, the returns on uninvested cash have been very low during the period. Secondly, relatively early stage companies are particularly sensitive to the economic environment, and only companies with robust business models will survive or expand.

The portfolio

The portfolio continues to be dominated by investments in management buy-out situations ("MBOs"), which has risen to 63.9% with 31.8% in acquisition companies, 1.3% invested in one AIM investment and the remaining 3.0% of the portfolio being invested in what were originally development capital and early stage investments. The portfolio is now invested in a wide range of market sectors with the largest of those being Support Services at 33.2%. General Retailers at 24.7% is the next largest investment sector.

The fund held back on new investments during the downturn, but with a return to more normal markets your Manager has been more active in recent months. From regular meetings with the Investment Manager, the Board was well aware that a number of investment opportunities were under active consideration throughout the year. In the event, £2.4 million was invested. In October 2010, the fund invested in Aust Recruitment Group to support the MBO of RDL Corporation and during the last quarter made a further three investments in Faversham

House, Omega Diagnostics and ASL Technology. Further details can be found in the Investment Manager's Review.

Disposals of investments in the year totalled £985,434. Stortext was sold in February, realising proceeds of £487,564 together with loan notes in the acquirer, Box-IT, of £25,759. Other divestments during the year consisted of the disposal of Campden Media and partial loan stock repayments from Westway Services, ATG Media, and DiGiCo. It is encouraging to note that Westway Services and DiGiCo made their loan repayments ahead of schedule, indicative of good cash generation.

The portfolio itself rose in value by £2.1 million in the year. Significant components of this increase in value included Blaze Signs Holdings, as a result of a recovery, and ATG Media and Iglu.com Holdings, both of which have traded strongly. Iglu.com prepaid its entire loan stock after the period end and in addition Vectair repaid its loan stock. The value of Monsal Holdings had risen at the half-year, as a third party invested at a higher value. Unfortunately, after the year end your Board was told that completion issues with an existing contract, together with delays in obtaining new contracts, have caused this investment to definitely require further funds than previously anticipated. Shortly before these accounts were approved, it became apparent that any new funds raised would require more attractive terms, at the expense of the existing investment that has been made to date. Consequently, the Manager advised the Board that the fair value of the Company's existing investment should, for the time being, be reduced to nil. The Board has accepted this advice, but remains hopeful that value can be still be realised in the future. It has agreed to participate in this further funding. As you will see from the Manager's review, other companies in the portfolio continue to trade profitably and to expand.

As at the year end the portfolio included six acquisition companies actively searching for further investments. A number of opportunities are under active consideration.

For further information on the portfolio please refer to the Investment Manager's Review.

Offer for Subscription

Matrix Income & Growth 4 VCT plc currently has a linked offer for subscription together with Matrix Income & Growth VCT plc, and The Income & Growth VCT plc. This is aimed at raising up to £7m for the Company. As at 12 May 2011, £5.2m has been subscribed for the Company, and your Company has allotted 4,413,586 new ordinary shares so far.

Cash available for investment

Cash and liquidity fund balances as at 31 January 2011 together with funds in acquisition companies, amounted to £10.7m. These funds continue to be invested in a number of leading cash funds and deposits with major banks. Despite the frustration of very low returns, your Board has taken the view that it would not be prudent to increase counter party or timing exposures for a relatively small overall increase in the return rates. However, the Board continues to keep this policy under active review.

Revenue account

The revenue return for the Company has increased markedly during the year, from £32,781 to £119,808. Three main factors affected the overall increase in income to £636,426, from £489,753 for the year to 31 January 2010. Firstly, loan interest from investee companies has increased by £141,939 (43%) to £469,393. This is due to the benefit of further investments made near the end of 2009, notably Iglu.com Holidays and CB Imports. Additionally, two investee companies have resumed loan stock interest payments as they begin to return to more normal levels of profitability.

Secondly, the Company's dividend income from investee companies also rose by £77,646 (154%) to £127,836 during the year, compared to £50,190 for the year to 31 January 2010, predominantly due to dividends received from ATG Media and DiGiCo for the first time.

Finally, in contrast, interest on bank deposits and money-market funds continued to decline, falling to £36,653 compared to £96,414 and £698,799 for the years ended 31 January 2010 and 31 January 2009, respectively. Low yields and reducing cash levels, as funds are utilised in new investments, have been the main factors affecting returns on cash.

Against this net improvement in income, there were increases in costs totalling £127,724, principally due to increases in net assets.

Dividend

A final dividend of 2 pence per share in respect of the year ended 31 January 2010 was paid in June 2010, and your Company paid an interim dividend of 1 penny per share in November 2010 in respect of the year under review.

Cumulative dividends paid to date amount to 18.7 pence per share.

The Company's revenue return per Ordinary Share improved to 0.57 pence per share (2010: 0.16 pence per share). The Board will be recommending a final dividend of 3 pence per share, comprising 0.4 pence from income and 2.6 pence from capital in respect of the year under review, at the Annual General Meeting to be held on 20 June 2011. Subject to shareholder approval, this dividend will be paid on 24 June 2011 to shareholders on the register on 3 June 2011, which will bring total cumulative dividends paid to 21.7 pence per share.

Chairman's Statement

Dividend Investment Scheme

Shareholders have the opportunity of reinvesting all or part of their dividends into new Ordinary Shares of the Company at the higher of an amount equivalent to (i) the mid-market share price (averaged over the last 5 business days) or (ii) a 30% discount to the unaudited last published NAV per share. It provides a convenient, easy and cost effective way for Shareholders to build their shareholding in the Company. The final dividend proposed above and subject to shareholder approval will be eligible for the Scheme.

Shareholders that wish to participate in the Scheme should contact Capita Registrars, whose contact details can be found on page 29. Please note that Shareholders must be registered no later than 15 days prior to the dividend payment date to be eligible for the Scheme.

Share buy-backs

During the year ended 31 January 2011 the Company continued to implement its buy-back policy and bought back 610,555 Ordinary Shares, representing 3.1% of the shares in issue at 1 February 2010 at a total cost of £582,286. These shares were subsequently cancelled by the Company.

The shares above were bought back for an average price of 95.4 pence per share. The share price discount to NAV has narrowed from 13% at the start of the year to around 10% at the year end, in line with the Board's current policy.

Shareholder Communication

May I remind you that the Company continues to have its own website which is available at www.mig4vct.co.uk.

The Investment Manager held a successful and well attended Shareholder workshop in December 2010 and intends to hold a similar event in late 2011.

The Board

Under the provisions of the AIC code and the revised listing rules for VCTs which came into effect in September 2010, Colin Hook stood down as Chairman and as a director of the Company. Following this, I was appointed Chairman of the Company. On 1 August 2010, Andrew Robson joined the Board and became Chairman of the Audit Committee in my place. Andrew has strong relevant experience in the unquoted investment area and is also on the board of several leading investment companies.

I would like to thank Colin for his long and diligent chairing of your Company which has seen it move to a sole manager operation and become a leading VCT in the generalist sector.

Outlook

Whilst markets have returned to more normal trading conditions, the outlook for the UK economy is mixed. Government debt remains at relatively high levels and public expenditure needs to be far more disciplined.

However, many of the portfolio companies are trading profitably at the operating level. Having held back on investment during the downturn, the Company retains a significant cash position. The Manager is now seeing more investment opportunities at realistic purchase levels. Your Board hopes that investments recently made, and to be made over the next year, will contribute to enhancing the Company's performance which includes the objective of attractive dividend payments.

Christopher Moore
Chairman

16 May 2011

Investment Manager's Review

Overview

The first half of the year ended 31 January 2011 saw the continuation of the economic uncertainty that has affected new investment activity since 2008. However, the latter part of the year has shown signs of improvement in our investment marketplace. We are increasingly confident that the UK economic environment is beginning to generate conditions for greater numbers of attractively priced new investment opportunities. Portfolio companies are also more optimistic following an extended period of challenging trading conditions in most market sectors.

Our strategic response to the significant increase in deal flow is to focus on companies with strong and defensible market positions within their sectors, rather than targeting specific market sectors. However, we remain alert to the potential impact of cuts in public spending that are being implemented by the Coalition Government on the UK economy.

We have been appreciative of the Board's support through a period when we have thought it prudent to retain funds until economic conditions improved, rather than continue to invest during the downturn. Where we have chosen to invest, our strategy has also been to ensure that the companies were properly capitalised at the time of investment so that they were well positioned to contend with adverse market conditions. This, together with our focus on MBOs of established, profitable companies, has enabled us to build a resilient portfolio which has largely weathered the recession very well.

It is important to note that during the year, no further funding has been required by any of the investee companies to help them deal with trading downturns, with the exception of Monsal (see below) where a commitment has been made after the year end. We have continued to work actively with the management teams of investee companies, encouraging them to take cost cutting measures and discussing their budgets, forecasts and cost structure with them to ensure that their businesses remain as resilient as possible. The majority of investee companies have managed their cashflow well and remain cash-generative.

New investment

The second half of the year was much busier in terms of investment activity, with four new investments completing during this period. The first, in October, was an investment of £1 million in Aust Recruitment Group Limited to support the MBO of RDL Recruitment Corporation, a European recruitment provider within the pharmaceutical, business intelligence and IT sectors based in London and Woking. The company, which employs 70 staff, was established in 1992. It sources staff for over 300 major companies, matching niche professionals with "hard to fill" contract assignments and staff positions.

The remaining investments all completed in December:

£346,488 was invested to support the MBO of Faversham House Group Limited. Based in Croydon, this is an established, media company providing magazines, exhibitions and online resources in the environment and sustainability, visual communications and building services sectors.

The Company invested £199,998 into the AiM listed Omega Diagnostics Group plc. Based in Alva, Scotland this company provides high quality in vitro diagnostics products for use in hospitals, blood banks, clinics and laboratories in over 100 countries and specialises in the areas of food intolerance, autoimmune and infectious diseases. The share price has moved up since investment, giving an early uplift from cost of £41,666 at 31 January 2011.

Finally, the Company invested £848,066 in Apricot Trading Limited to support the MBO of Automated Systems Group plc, a Cambridge based printer and copier services business with a broad customer base of schools and SMEs. Apricot Trading has subsequently changed its name to ASL Technology Holdings Limited. It has since made a follow-on investment and commitment to invest, totalling £409,067 in March 2011 to support the acquisition of part of the assets of Transcribe Copier Systems Limited. The VCT's total investment in this company now stands at £1.3 million.

Our Operating Partner programme continues to pursue an active search for investment opportunities in their chosen sectors. Your Company's acquisition companies, Backbarrow, Bladon Castle Management, Fullfield, Rusland Management, Torvar and Vanir Consultants, are each headed by an experienced Chairman, well-known to us, who is working closely with us in seeking to identify and complete investments in sectors relevant to their industry knowledge and experience. These companies have not yet found sufficiently attractive investment opportunities at the right price. However, the Operating Partner programme has been successful for other Matrix-advised VCTs, leading the investments in RDL Recruitment and Automated Systems Group referred to above. We anticipate that the Operating Partner programme will lead to further new investments during 2011.

Realisations

We are pleased to report that a number of companies in the portfolio continue to be strongly cash generative. As a result of this the Company has received a total of £342,671 in loan stock repayments plus premiums during the year. Amongst these, DiGiCo Europe continues to make regular repayments, the latest amount being £69,565 received in June 2010 plus a premium of £5,180. Monsal repaid £70,475 in July; Westway made loan prepayments totalling £91,520 plus a premium of £41,596 in September and November; and ATG Media repaid £111,111 in October.

Investment Manager's Review

Since the year-end, Iglu.com and Vectair have both repaid their loan stock in full, realising £744,470 and £75,268 plus premiums of £131,737 and £15,054 respectively for the Company. It is particularly impressive that Iglu.com has generated sufficient cash in the short time since investment in December 2009 to make this repayment possible.

In January, the Company realised its entire investment in Campden Media for a cash consideration of £130,908, representing 85.8% of total investment cost of £152,620. This compares to a valuation at 31 October 2010 of £54,118. The total cash return from the investment (including interest paid) amounted to £159,061, or 104% of cost.

The Portfolio

The MPEP invested portfolio at 31 January 2011 comprised thirty investments (2010: twenty-eight) with a cost of £17.4 million (2010: £16.5 million) and valued at £18.8 million (2010: £15.2 million), representing 107.7% of cost (2010: 92.1%). Realisations during the year generated cash proceeds of £985,434.

The three investments made in 2009 in Westway, CB Imports and Iglu.com are all now valued above cost following out-performance of their business plans at the time of investment. Despite seeing a fall in licence income, VSI has gained from the relative weakness of sterling against the US dollar. This company paid a dividend to the VCT of £5,220 in April 2010. Vectair continues to expand its export business and is now making good progress in the US market. Focus Pharma continues to trade well, although it ended its financial year slightly behind a stretching budget. It expects to progress further with several new product launches due during 2011.

The construction and house building sectors remain weak and Youngman, PXP and Plastic Surgeon continue to trade well below pre-economic downturn levels. Each business has reduced its costs and managed its cash resources effectively. Youngman has almost fully repaid its acquisition bank debt since investment and is well positioned to benefit from any upturn in its markets. PXP has moved away from its dependence on private and public sector house builds towards commercial buildings including hotels, doctors' surgeries and convenience stores. Plastic Surgeon has diversified into commercial property and insurance markets.

As reported in the Chairman's Statement, the Manager has assessed that the pending round of additional funding that Monsal requires (which your Company intends to participate in), is likely to have priority over the existing investment. Accordingly, we have reassessed the assumptions made in the valuation and advised that the existing investment held at the year-end be valued at nil for the time being. We retain the view that the potential for this environmental business remains considerable, albeit that realisation of that potential has been deferred. Blaze Signs has recovered strongly over the year and enjoyed particularly strong autumn months. Racoon has continued to recover profitability during 2010.

Disappointingly, Legion Group requested a suspension of trading of its shares in July 2010 pending clarification of the company's financial position. Legion had a healthy order book but continued to suffer working capital constraints. On 6 August 2010, the board appointed administrators and the business was subsequently sold to OCS Group.

Higher Nature has been trading below its budget for the year and as a result its valuation has been written down during the year. We are working closely with the management team to return the business to its historic profitability.

The VCT's investment in BG Consulting Group was re-structured during the year. As a result, the VCT's new loan stock investment has a higher prior right to the assets of the business, which has increased the value of your Company's investment. Letraset's valuation has increased from nil to £19,540 during the year following increased demand for its ProMarker pens.

The investments originally made by Elderstreet continue to suffer the effects of the downturn but each management team is confident that signs of improved trading can be maintained. We remain hopeful that value will be realised from the remaining investments, although their impact on the Company as a whole is now very small.

Our strategy remains to invest in strong, profitable companies and we consider that the prospect of further recovery and progress over the medium term is good. We believe that the portfolio, taken as a whole, is resilient and of high quality.

Outlook

Whilst we cannot be sure of the extent of UK economic recovery, we have been encouraged by changes in the year and we look forward to a productive new investment period. Although the coming months are likely to prove more testing as the public sector cuts begin to take effect, we consider that good quality companies of the calibre in which we seek to invest, capable of maintaining competitive advantage, have the potential to succeed in this environment. We are seeing the confidence of both vendors and sellers return. Having retained significant uninvested cash, which will be bolstered by the current fundraising, we consider the Company is very well placed to cover both any portfolio needs and funding for attractive new investment opportunities that may arise.

Details of the Company's ten largest investments by value (excluding the six acquisition companies), representing 38.9% by cost and 55.1% by value of the portfolio, follow:

DiGiCo Europe Limited

Cost: £495,652
Valuation: £1,900,210
Basis of valuation: Discounted earnings multiple
Equity % held: 6.5%
Business: Designer and manufacturer of digital sound mixing consoles
Location: Chessington, Surrey
History: Management buy-out
Income in year: £80,035
Audited financial information:

Year ended	Turnover	Operating profit	Net assets
31 December 2009	£12,922,000	£3,026,000	£5,660,000

Iglu.com Holidays Limited

Cost: £878,249
Valuation: £1,420,200
Basis of valuation: Discounted earnings multiple
Equity % held: 7.2%
Business: Online ski and cruise travel agent
Location: Wimbledon
History: Management buy-out
Income in year: £59,720
Audited financial information:

Year ended	Turnover	Operating profit	Net assets
31 May 2010[1]	£56,617,000	£974,000	£5,151,000

[1] The financial information quoted above relates to the operating subsidiary, Iglu.com Limited.

ATG Media Holdings Limited

Cost: £888,889
Valuation: £1,293,507
Basis of valuation: Discounted earnings multiple
Equity % held: 8.5%
Business: Publisher and online auction platform operator
Location: London
History: Management buy-out
Income in year: £72,928
Audited financial information:

Year ended	Turnover	Operating profit	Net assets
30 September 2010	£7,215,000	£1,261,000	£2,505,000

CB Imports Group Limited

Cost: £1,000,000
Valuation: £1,242,622
Basis of valuation: Discounted earnings multiple
Equity % held: 6.0%
Business: Importer and disributor of artificial flowers, floral sundries and home décor products
Location: East Ardsley, West Yorkshire
History: Management buy-out
Income in year: £72,022
Audited financial information:

14 months ended	Turnover	Operating profit	Net assets
31 December 2009	£19,755,000	£2,437,000	£8,358,000

The financial information quoted above relates to the operating subsidiary, CB Imports Limited.

Investment Manager's Review

Focus Pharma Holdings Limited

Cost:	£772,451
Valuation:	£1,060,749
Basis of valuation:	Discounted earnings multiple
Equity % held:	3.1%
Business:	Licensing and distribution of generic pharmaceuticals
Location:	Burton upon Trent, Staffordshire
History:	Management buy-out
Income in year:	£63,999
Audited financial information:	

Year ended	Turnover	Operating profit	Net assets
31 December 2009	£16,997,000	£1,151,000	£2,917,000

Aust Recruitment Group Limited

Cost:	£1,000,000
Valuation:	£1,000,000
Basis of valuation:	Cost of recent investment
Equity % held:	9.1%
Business:	Recruitment consultants for the pharmaceutical, business intelligence and IT indusries
Location:	Woking, Surrey
History:	Management buy-out
Income in year:	£21,701
Audited financial information:	First audited accounts since investment will be for the year ended 31 December 2010

ASL Technology Holdings Limited (formerly Apricot Trading Limited)

Cost:	£848,066
Valuation:	£848,066
Basis of valuation:	Cost of recent investment
Equity % held:	6.8% (fully diluted)
Business:	Supplier of printer and photocopier services
Location:	Cambridge
History:	Management buy-out via acquisition vehicle
Income in year:	£6,189
Audited financial information:	First audited accounts since investment will be for the year ended 30 September 2011

Westway Services Holdings (2010) Limited (formerly MC 440 Limited)

Cost:	£236,096
Valuation:	£646,071
Basis of valuation:	Discounted earnings multiple
Equity % held:	3.2%
Business:	Installation, service and maintenance of air conditioning systems
Location:	Greenford, Middlesex
History:	Management buy-out
Income in year:	£28,222
Audited financial information:	

Year ended	Turnover	Operating profit	Net assets
28 February 2010	£13,352,000	£1,867,000	£1,826,000

Blaze Signs Holdings Limited

Cost: £610,016
Valuation: £560,223
Basis of valuation: Discounted earnings multiple
Equity % held: 5.7%
Business: Manufacture and installation of signs
Location: Broadstairs, Kent
History: Management buy-out
Income in year: £24,704
Audited financial information:

Year ended	Turnover	Operating profit	Net assets
31 March 2010	£15,826,000	£414,000	£2,834,000

British International

Cost: £295,455
Valuation: £433,545
Basis of valuation: Discounted earnings multiple
Equity % held: 2.5%
Business: Helicopter Service Operators
Location: Sherborne, Dorset
History: Management buy-out
Income in year: £6,396
Audited financial information:

Year ended	Turnover	Operating profit	Net assets
31 December 2009	£16,050,000	£945,000	£2,969,000

Note: Operating profit for each of the above investments is stated before charging amortisation of goodwill.

Further details of the investments in the MPEP portfolio may be found on MPEP's website: www.matrixpep.co.uk

Investment Portfolio Summary
as at 31 January 2011

	Cost at 31 Jan 11 £	Valuation at 31 Jan 10 £	Additional investments £	Valuation at 31 Jan 11 £	% of equity held	% of portfolio by value
Matrix Private Equity Partners Portfolio						
DiGiCo Europe Limited Manufacturer of audio mixing desks	495,652	1,697,193	–	1,900,210	6.52%	10.05%
Iglu.com Holidays Limited Online ski and cruise travel agent	878,249	878,249	–	1,420,200	7.15%	7.51%
ATG Media Holdings Limited Publisher and online auction platform operator	888,889	905,295	–	1,293,507	8.50%	6.84%
CB Imports Group Limited Importer and distributor of artificial flowers, floral sundries and home décor products	1,000,000	1,000,000	–	1,242,622	6.00%	6.57%
Focus Pharma Holdings Limited Licensor and distributor of generic pharmaceuticals	772,451	885,606	–	1,060,749	3.10%	5.61%
Aust Recruitment Group Limited Recruitment consultants for the pharmaceutical, business intelligence and IT industries	1,000,000	–	1,000,000	1,000,000	9.05%	5.29%
Backbarrow Limited Food manufacturing, distribution and brand management	1,000,000	1,000,000	–	1,000,000	16.66%	5.29%
Bladon Castle Management Limited Brand management, consumer products and retail	1,000,000	1,000,000	–	1,000,000	16.66%	5.29%
Fullfield Limited Food manufacturing, distribution and brand management	1,000,000	1,000,000	–	1,000,000	16.66%	5.29%
Rusland Management Limited Brand management, consumer products and retail	1,000,000	1,000,000	–	1,000,000	24.50%	5.29%
Torvar Limited Database management, mapping, data mapping and management services to legal and building industries	1,000,000	1,000,000	–	1,000,000	24.50%	5.29%
Vanir Consultants Limited Database management, mapping, data mapping and management services to legal and building industries	1,000,000	1,000,000	–	1,000,000	16.67%	5.29%
ASL Technology Holdings Limited Printer and photocopier services	848,066	–	848,066	848,066	6.78%	4.49%
Westway Services Holdings (2010) Limited Installation, service and maintenance of air conditioning systems	236,096	526,041	–	646,071	3.15%	3.42%
Blaze Signs Holdings Limited Manufacturer and installer of signs	610,016	110,681	–	560,223	5.72%	2.96%
British International Holdings Limited Helicopter service operator	295,455	191,887	–	433,545	2.50%	2.29%
Higher Nature Limited Mail order distributor of vitamins and natural medicines	500,127	682,568	–	429,671	10.34%	2.27%
VSI Limited Provider of software for CAD and CAM vendors	111,928	382,667	–	369,579	4.21%	1.96%

	Cost at 31 Jan 11 £	Valuation at 31 Jan 10 £	Additional investments £	Valuation at 31 Jan 11 £	% of equity held	% of portfolio by value
Youngman Group Limited Manufacturer of ladders and access towers	500,026	349,983	–	349,983	4.24%	1.85%
Faversham House Holdings Limited Publisher, exhibition organiser and operator of websites for the environmental, visual communications and building services sectors	346,488	–	346,488	346,488	6.26%	1.83%
Omega Diagnostics Group plc[1] In-vitro diagnostics for food intolerance, autoimmune diseases and infectious diseases	199,998	–	199,998	241,664	1.96%	1.28%
Vectair Holdings Limited Designer and distributor of washroom products	100,000	170,535	–	181,406	2.14%	0.96%
Racoon International Holdings Limited Supplier of hair extensions, hair care products and training	406,805	59,138	–	174,507	5.70%	0.92%
The Plastic Surgeon Holdings Limited Snagging and finishing of domestic and commercial properties	458,837	114,709	–	114,709	6.88%	0.61%
Duncary 8 Limited (trading as BG Consulting Limited) City-based provider of specialist technical training	126,995	33,725	–	104,769	5.10%	0.56%
Box-it Data Management Limited Document management and storage	25,759	–	25,759	25,759	N/A	0.15%
Letraset Limited Manufacturer and distributor of graphic art products	150,000	–	–	19,540	5.00%	0.11%
PXP Holdings Limited Designer, manufacturer and supplier of timber frames for buildings	679,549	–	–	–	4.98%	0.00%
Monsal Holdings Limited Supplier of engineering services to the water and waste sectors	636,013	675,928	1,717	–	6.37%	0.00%
Campden Media Limited Magazine publisher and conference organiser	–	34,024	–	–	N/A	0.00%
Legion Group plc (formerly Sectorguard plc) Provider of manned guarding, patrolling and alarm response services	150,102	64,323	–	–	0.72%	0.00%
Stortext FM Limited Provider of document management software and services	–	445,866	–	–	N/A	0.00%
Total	**17,417,501**	**15,208,418**	**2,422,028**	**18,763,268**		**99.27%**

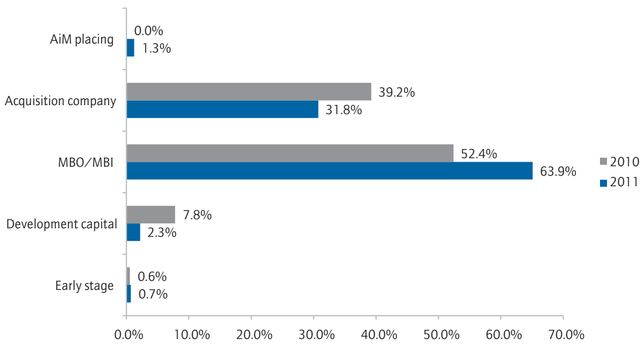
Investment Portfolio Summary
as at 31 January 2011

	Cost at 31 Jan 11 £	Valuation at 31 Jan 10 £	Additional investments £	Valuation at 31 Jan 11 £	% of equity held	% of portfolio by value
Former Elderstreet Private Equity Portfolio						
Cashfac Limited Provider of virtual banking application software solutions to corporate customers	260,101	63,125	–	111,054	3.04%	0.59%
Sparesfinder Limited Supplier of industrial spare parts online	250,854	19,197	854	26,568	1.70%	0.14%
Sift Group Limited Developer of business-to-business internet communities	130,116	1,226	–	–	1.03%	0.00%
Total	641,071	83,548	854	137,622		0.73%
Investment Managers' Total	18,058,572	15,291,966	2,422,882	18,900,890		100.00%

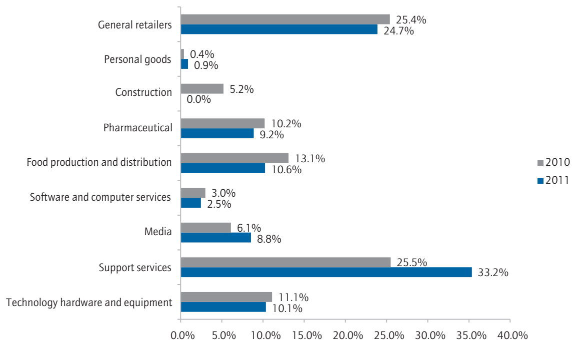
[1] Quoted on AiM

Investments at valuation as at 31 January 2011

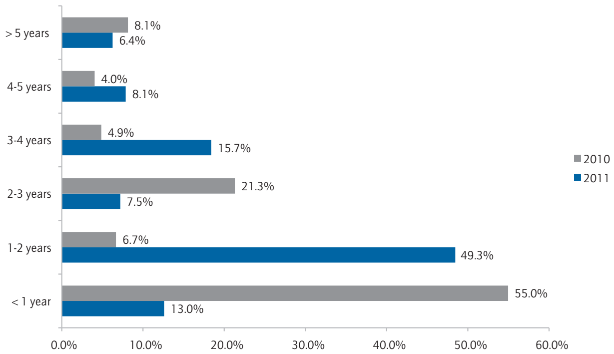
By stage of development



By market sector



By number of years held



Board of Directors

Christopher Moore

Status: **Independent, Non-Executive Chairman**

Age: **66**

Date of appointment: 1 April 2002

Experience: Christopher has considerable experience of the venture capital industry. After a law degree and qualifying as an accountant with Price Waterhouse he worked for Robert Fleming Inc., Lazards, Jardine Fleming and then Robert Fleming, latterly as a main board director from 1986 to 1995. During this period he was involved in various unquoted and venture capital investments and remained chairman of Fleming Ventures Limited, an international venture capital fund, until the fund's final distribution in 2003. His roles have included acting as senior adviser to the chairman of Lloyds and chairing the successful turnaround of a public industrial group. Until May 2010, he was a director of Matrix Income & Growth VCT and Matrix Income & Growth 3 VCT and until September 2010 he was a director of The Income & Growth VCT.

Last re-elected to the Board: May 2008, standing for re-election at the forthcoming Annual General Meeting;

Committee memberships: Audit Committee (Chairman until 27 September 2010), Investment Committee, Nominations and Remuneration Committee

Remuneration 2010/11: £27,796

Relevant relationships with the Investment Manager or other service providers: None

Shareholding in the Company: 32,464 Ordinary Shares

Andrew Robson

Status: **Independent, Non-Executive Director**

Age: **52**

Date of appointment: 1 August 2010

Experience: Andrew qualified as a Chartered Accountant in 1984. From 1984 to 1997, he worked in Corporate Finance at Robert Fleming & Co Limited, becoming a director. Following a four year term in charge of the finances of the National Gallery, he joined Société Générale as a director in the London M&A department. He subsequently became finance director of the eFinancial group, a group specialising in financial publishing and online recruitment. He now works as a business adviser to small companies. Andrew has over 12 years of experience as a non-executive director, including with investment companies. He is currently a non-executive director of British Empire Securities and General Trust PLC (from August 2008), Shires Income PLC (from May 2008), and JP Morgan Smaller Companies Investment Trust PLC (from 2007). Andrew was a non-executive director of Edinburgh UK Smaller Companies Tracker Trust PLC from 1998 to 2006, M&G Equity Investment Trust PLC from 2007 until 2011 and Gate Gourmet Group Holding LLC from 2006 to 2007.

Last re-elected to the Board: Appointed during the year and standing for election at the forthcoming Annual General Meeting;

Committee memberships: Audit Committee (Chairman), Investment Committee, Nominations and Remuneration Committee;

Remuneration 2010/11: £13,277

Relevant relationships with the Investment Manager or other service providers: None

Shareholding in the Company: 4,358 Ordinary Shares

Helen Sinclair

Status: **Non-Executive Director**

Age: **45**

Date of appointment: 1 February 2003

Experience: Helen has extensive experience of investing in a wide range of small and medium sized businesses. She graduated in economics from Cambridge University and began her career in banking. After an MBA at INSEAD business school, Helen worked from 1991 to 1998 at 3i plc based in their London office. She was a founding director of Matrix Private Equity Limited when it was established in early 2000 and has since raised two funds, Matrix Income & Growth 2 VCT plc (formerly Matrix e-Ventures VCT plc) and Matrix Enterprise Fund. She is a non-executive director of The Income & Growth VCT plc, Framlington AIM VCT plc and Spark Ventures plc, and is Chairman of British Smaller Companies VCT plc.

Last re-elected to the Board: May 2009, standing for re-election at the forthcoming Annual General Meeting.

Committee memberships: Investment Committee (Chairman), Audit Committee, Nominations and Remuneration Committee

Remuneration 2010/11: £26,000

Relevant relationships with the Investment Manager or other service providers: Director of The Income & Growth VCT plc which is also advised by Matrix Private Equity Partners LLP.

Shareholding in the Company: 11,002 Ordinary Shares

Summary Directors' Report

Business and principal activities

The principal activity of the Company during the year was the investment in unlisted or AiM-quoted companies in the United Kingdom.

The Company's Ordinary Shares in the capital of the Company were first admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange on 9 March 1999.

The Company has satisfied the requirements for full approval as a Venture Capital Trust by HM Revenue & Customs (HMRC) under section 274 of the Income Tax Act 2007 (the "ITA") throughout the year ended 31 January 2011. It is the Directors' intention to continue to manage the Company's affairs in such a manner so as to comply with section 274 and remain as a Venture Capital Trust.

To enable capital profits to be distributed by way of dividends, the Company revoked its status as an investment company as defined by section 833 of the Companies Act 2006 ("the 2006 Act") on 28 July 2008.

Business review

For a review of the Company's development and performance during the year, please see the Chairman's Statement on pages 4 – 6 and the Investment Manager's Review and information on the Company's ten largest investments on pages 7 – 11 of this Report. The Financial Highlights on pages 2 – 3 provides data on the Company's key performance indicators.

The Board reviews performance by reference to various measures, taking account of the long term nature of the assets in which the Company invests.

- **Total return**
  The total return per share is the key measure of performance for the Company which comprises NAV plus cumulative dividends paid per share. NAV is calculated quarterly in accordance with the IPEVCV guidelines. The Company's net assets increased during the year under review resulting in an 9.0% increase in NAV per share (after adding-back dividends paid during the year) and a 7.9% increase in total NAV return per share.

- **Total expense ratio (TER)**
  Under the terms of the management agreement, the total management and administration expenses of the VCT, excluding any irrecoverable VAT and exceptional items, are capped at 3.4% of closing net assets. The TER of the Company for the year under review was 3.46% (2010: 3.5%) which includes irrecoverable VAT of 0.13% (2010: 0.1%). There was therefore no breach of the expense cap for the year under review (2010: £25,194).

Future developments

The objective of the Company continues to be to provide shareholders with an attractive investment return, principally by maximising the stream of dividend distributions from the income and capital gains generated by a portfolio of investments in a wide variety of unquoted companies in the United Kingdom. The Directors intend to continue to pursue this objective throughout the coming year.

Share capital

Top-up Offer

The Company launched a Top-up Offer on 20 January 2010 to raise up to £2.18 million and it closed on 6 April 2010 having raised £1.67 million. 1,479,320 Ordinary Shares were issued under the Top-up Offer at 112.4 pence per share (net of the shares forfeited for non-payment of the purchase price).

Dividend Investment Scheme

The Company issued a total of 40,089 Ordinary Shares to shareholders participating in its Dividend Investment Scheme on 14 June and 18 November 2010. Further details can be found below under "Dividend Investment Scheme".

Joint Offer for Subscription

The Company issued 1,589,376 Ordinary Shares at 121.8 pence per share on 21 January 2011, under the joint Offer for Subscription with Matrix Income & Growth VCT plc and The Income & Growth VCT plc launched on 12 November 2010 to raise up to £21 million (the "Offer"). Since the year end, the Company has made five further allotments under the Offer:

Allotment date	No. of Ordinary Shares issued	Issue price (p)
28 February 2011	274,774	121.8
22 March 2011	976,786	121.8
1 April 2011	712,407	121.8
5 April 2011	557,943	121.8
10 May 2011	302,300	119.5
Total	**2,824,210**	

To date the Offer has raised £5.08 million for the Company and is expected to close on 30 June 2011.

Share buybacks

The Company currently has authority to purchase its own shares pursuant to section 701 of the Companies Act 2006 as approved by Shareholders on 27 May 2010. For further details please see Note 15 to the accounts on page 59 of the Full Annual Report. A resolution to renew this authority will be put to members at the Annual General Meeting to be held on 20 June 2011 (see below). During the year the Company bought back 610,555 Ordinary Shares of 1 penny each (being £6,106 nominal value and 3.06% of the shares in issue at 1 February 2010) at a total cost of £582,286. These shares were subsequently cancelled by the Company.

Forfeiture of shares
On 11 June 2010, 4,581 Ordinary Shares allotted under the Top-up Offer were forfeited for non-payment of the purchase and the shares were cancelled by the Company.

The issued Ordinary Share capital of the Company as at 31 January 2011 was £224,558 and the number of Ordinary Shares in issue as at this date was 22,455,802.

Rights attaching to shares
Each shareholder has one vote on a show of hands, and on a poll one vote per share held, at a general meeting of the Company. No member shall be entitled to vote or exercise any rights at a general meeting unless all shares have been paid up in full. Any instrument of proxy must be deposited at the place specified by the directors no later than 48 hours before the time for holding the meeting.

Shareholders may, if they so wish, arrange for their shares to be held via a nominee or depository where they retain the financial rights carried by the Company's shares.

Results and dividend
The revenue profit attributable to equity shareholders for the year to 31 January 2011 was £119,808 (2010: £32,781) after taxation. Your Board paid a final dividend of 2 pence per share in respect of the year ended 31 January 2010 on 9 June 2010. An interim dividend in respect of the current year of 1 penny per Ordinary share was paid on 5 November 2010.

Your Board will be recommending a final dividend of 3 pence per Ordinary Share in respect of the year under review at the Annual General Meeting to be held on 15 June 2011, payable on 24 June 2011 to Shareholders who are on the Register of Members at 6.00 pm on 3 June 2011. This dividend will be eligible for the Dividend Investment Scheme (see below for further information on how to join the Scheme).

Dividend Investment Scheme
At the Annual General Meeting held on 27 May 2010, Shareholders approved the introduction of a Dividend Investment Scheme (the "Scheme") and authorised the Directors to allot new shares to participating shareholders. The two dividend payments referred to above were eligible for the Scheme and the following shares were allotted:

Dividend payment date	Dividend amount (p)	No. of new Ordinary Shares issued under the Scheme	Allotment date	Issue price (p)
9 June 2010	2.0	26,848	14 June 2010	94.0
5 November 2010	1.0	13,241	18 November 2010	98.8
Total	**3.0**	**40,089**		

The Scheme will be available for the proposed final dividend of 3 pence per share and Shareholders that have not already elected to participate in the Scheme should notify the Scheme Administrator, Capita Registrars, by 8 June 2011 that they wish to participate in the Scheme. A personalised Mandate form for this purpose can be obtained by contacting Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 8.30 am – 5.30 pm Mon – Fri. If calling from overseas please ring +44 208 639 3399).

A copy of the Scheme rules can be obtained from the Company's website, www.mig4vct.co.uk.

Directors and their interests
The Directors who held office throughout the year under review and their interests in the issued Ordinary Shares of the Company as at 31 January 2011 were:

	Ordinary Shares held:	
Director	31 January 2011	31 January 2010
Christopher Moore	32,464	26,690
Andrew Robson[1]	2,887	–
Helen Sinclair	11,002	6,672
Colin Hook[2]	–	22,793

[1] appointed 1 August 2010
[2] resigned 27 September 2010

On 10 May 2011 Andrew Robson was allotted a further 1,471 Ordinary Shares, bringing his total holding to 4,358 shares.

All three Directors will be subject to election or re-election by Shareholders at the forthcoming Annual General Meeting on 20 June 2011;

- Andrew Robson was appointed during the year and will therefore be subject to election by Shareholders in accordance with the Company's Articles of Association.
- In accordance with the AIC Code of Corporate Governance, Helen Sinclair is now subject to annual re-election by Shareholders as she is not considered to be independent of the Investment Manager.
- Christopher Moore has not been subject to re-election by Shareholders at the last two Annual General Meetings and in accordance with the Company's retirement by rotation provisions will offer himself for re-election at the Annual General Meeting.

The Board considers that each director continues to offer valuable skills and experience and recommends Shareholders vote in favour of electing or re-electing each Director.

It is the policy of the Directors not to participate in decisions concerning investee companies in which they hold an interest. None of the Directors held interests in investee companies throughout the year.

Going concern
After due consideration, the Directors believe that the Company has adequate financial resources to continue in operational existence for the foreseeable future and it is appropriate to continue to adopt the going concern basis in preparing the

Summary Directors' Report

accounts. As at 31 January 2011, the Company held cash balances and investments in money market funds with a combined value of £4,705,905. Cash flow projections have been reviewed and show that the Company has sufficient funds to meet both contracted expenditure and any discretionary cash outflows from share buybacks and dividends. The Joint Offer for Subscription will provide further funds. The Company has no external loan finance in place and is therefore not exposed to any gearing covenants.

Annual general meeting

The Notice of the Annual General Meeting (AGM), which will be held on 20 June 2011, is set out on pages 26 – 28 of this Annual Report. Proxy Forms for the AGM are enclosed with Shareholder's copies of this Annual Report.

Resolutions 1 to 9 are being proposed as ordinary resolutions requiring more than 50% of the votes cast at the meeting to be passed and resolutions 10 and 11 will be proposed as special resolutions requiring the approval of at least 75% of the votes cast at the meeting.

An explanation of resolutions 9 to 11 is set out below:

Authorities for the Directors to allot shares (Resolution 9) and disapply pre-emption rights (Resolution 10) under sections 551 and 561 of the Companies Act 2006 ("the Act").

The authorities proposed under Resolutions 9 and 10 will grant the Directors the authority to allot shares or grant rights to subscribe for shares in the Company generally, in accordance with section 551 of the Companies Act 2006. Resolution 9 will authorise directors to allot shares up to a nominal amount of £350,560, being approximately 140% of the Company's issued share capital at the date hereof.

Under section 561 of the Act, if the Directors wish to allot any new shares or sell treasury shares for cash they must first offer such shares to existing shareholders in proportion to their current holdings. Resolution 10 will enable the Directors to allot equity securities for cash or sell treasury shares without first offering the securities to existing Shareholders in connection with:

(i) Any offer for subscription up to an aggregate nominal value of £300,000;

(ii) Up to 10% of the issued share capital of the Company in respect of the Company's Dividend Investment Scheme; and

(iii) Up to 10% of the issued share capital of the Company where the proceeds may in part be used to purchase the Company's shares.

Both of these authorities, unless previously renewed or revoked, will expire on the conclusion of the Annual General Meeting of the Company to be held in 2012, except that the Directors may allot securities after this date in pursuance of offers or agreements made prior to the expiration of these authorities.

The Directors have authority to allot Ordinary Shares under the Dividend Investment Scheme at either 70% of the then latest published net asset value or the mid-market share price averaged over the last 5 business days of an existing Ordinary Share, whichever is greater. Such authority will be used to allot shares under the Dividend Investment Scheme in respect of the final dividend subject to approval by Shareholders at the AGM.

Both resolutions replace previous authorities approved by Shareholders on 26 May 2010.

Authority for the Company to purchase its own Shares (Resolution 11)

This resolution will authorise the Company to purchase its own shares in the capital of the Company pursuant to section 701 of the Act. The authority is limited to a maximum number of Ordinary Shares of 3,789,474 representing 14.99 per cent of the issued ordinary share capital of the Company at the date of the Notice of the Meeting. It will expire on the conclusion of the Annual General Meeting to be held in 2012. The maximum price that may be paid for an Ordinary Share will be the higher of (i) an amount that is not more than five per cent above the average of the middle market quotations of the Ordinary Shares as derived from the Daily Official List of the UK Listing Authority for the five business days preceding such purchase and (ii) stipulated by Article 5(i) of the Buy Back and Stabilisation Regulations. The minimum price that may be paid for an Ordinary Share is 1 pence, being the nominal value of an Ordinary Share. This resolution will renew an existing authority granted at the Annual General Meeting held on 26 May 2010 that will expire at the conclusion of this Annual General Meeting. The Company has no immediate plans to hold shares in treasury and intends to continue its practice of cancelling any shares which are re-purchased.

Purchases of shares will only be made on the London Stock Exchange. Shareholders should note however, that the Directors do not intend to exercise this authority unless in the light of prevailing market conditions, to do so would result in an increase in net asset value per share and would be in the interests of Shareholders generally. Any shares so purchased will be cancelled and the number of shares in issue reduced accordingly.

The cancellation of the share premium account of the Company has provided the Company with a special reserve (which is distributable) which can be used, inter alia, to fund buy-backs of the Company's Ordinary Shares. All VCTs experience restricted market liquidity in their shares. The Board believes that it is in the best interests of the Company and Shareholders for the Company to be in a position to make occasional market purchases of its Ordinary Shares. This resolution, to be proposed as a Special Resolution, requiring the approval of at least 75% of the votes cast, will enable the Directors to carry out this policy.

By order of the Board

Matrix Private Equity Partnership LLP

Company Secretary

16 May 2011

Summary Directors' Remuneration Report

Nominations and Remuneration Committee

The remuneration of individual Directors is determined by the Nominations and Remuneration Committee within the framework set by the Board. The Committee comprises the full Board and is chaired by Christoper Moore. The Committee meets at least once a year and is responsible for reviewing the remuneration of the Directors. It held one formal meeting during the year under review. The Committee has access to independent advice where it considers it appropriate. However, it was not considered necessary to take any such advice during the year under review.

Remuneration policy

The remuneration policy is set by the Board. The Directors' fees are reviewed annually by the Nominations and Remuneration Committee which determines the amount of fees to be paid to the Directors. When considering the level of Director's fees, the Committee takes account of remuneration levels elsewhere in the VCT industry and other relevant information. The Company's Articles of Association state that the aggregate of the remuneration (by way of fees) of all the Directors shall not exceed £120,000 per annum. The Directors fees have remained at £25,000 (Chairman) and £20,000 (Director) per annum since 1 June 2003. A supplement of £6,000 is paid to members of the Investment Committee. Details of the Directors' remuneration are disclosed below and in the Notes to the Accounts. The Company does not have any employees, except for its Directors.

Total shareholder return

The graph below charts the total cumulative shareholder return of the Company (assuming all dividends had been re-invested) for the last five years compared to the FTSE SmallCap and AiM All-share Indices. These indices are industry recognised indices of listed companies. The FTSE SmallCap index comprises companies with the smallest capitalisation of the capital and industry segments and represents approximately 2% of the UK market capitalisation. All data has been re-based to 100p with affect from 31 January 2006. An explanation of the performance of the Company is given in the Chairman's Statement on pages 4 – 6.

Audited information

Details of individual emoluments and compensation

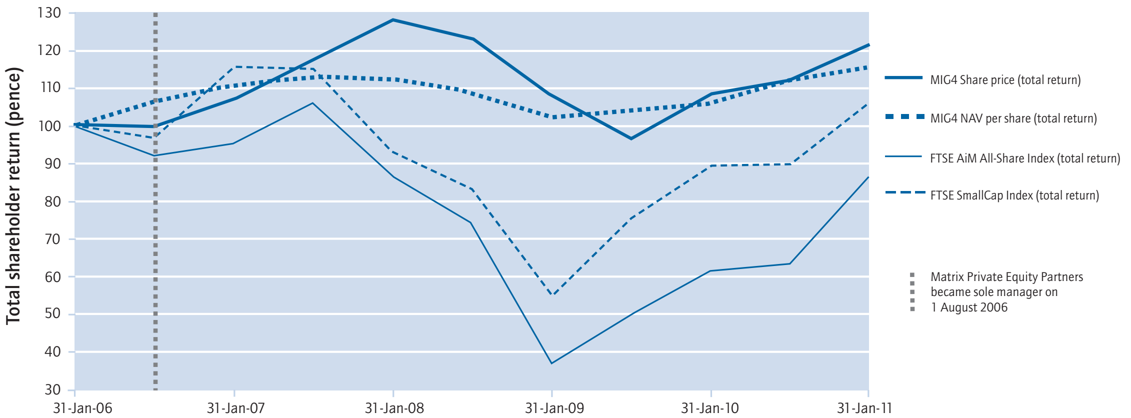
The emoluments in respect of qualifying services of each person who served as a Director during the year were as set out in the table below. The Company does not have any schemes in place to pay any of the Directors bonuses or benefits in addition to their Directors' fees.

	Total emoluments for year to: 31 January 2011 £	31 January 2010 £
Christopher Moore[1]	27,796	26,000
Andrew Robson[2]	13,277	–
Helen Sinclair	26,000	26,000
Colin Hook[3]	19,985	31,000
Total emoluments	**87,058**	**83,000**

[1] Appointed chairman of the Company on 27 September 2010
[2] Appointed 1 August 2010
[3] Resigned 27 September 2010

Aggregate emoluments in respect of qualifying services amounted to £87,058 (2010: £83,000).

Total shareholder return for the last five years compared to the FTSE SmallCap and AiM All-Share Indices



Source: Matrix Corporate Capital LLP

The NAV total return per share has been shown separately in addition to the information required by law because the Directors believe it is a more accurate reflection of the Company's performance.

By order of the Board
Matrix Private Equity Partners LLP
Company Secretary

16 May 2011

Summary Corporate Governance Statement

The Company is a member of the Association of Investment Companies (AIC) and the Directors have continued to adopt the AIC Code of Corporate Governance ("the AIC Code"), as revised in March 2009 for the financial year ended 31 January 2011. The AIC Code addresses all the principles set out in section 1 of the Combined Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company. The Financial Reporting Council (FRC) has confirmed that in complying with the AIC Code the Company will meet its obligations in relation to the Combined Code and paragraph 9.8.6 of the Listing Rules.

The Board considers that reporting against the principles and recommendations of the AIC Code will provide more relevant information to shareholders. The AIC Code is available online at www.theaic.co.uk.

The AIC issued an updated Code in October 2010, which the Company is following for the year ending 31 January 2012 and will report on in the Annual Report in respect of that year.

Compliance with the Combined Code

There are certain areas of the Combined Code that the AIC feels are not relevant to investment companies, and with which the Company does not specifically comply, and for which the AIC Code provides dispensation. These areas are: the role of the chief executive; executive directors' remuneration; and the need for an internal audit function.

As an externally managed investment company, the Company does not employ a chief executive nor any executive directors. The systems and procedures of the Investment Manager, the provision of VCT monitoring services by PricewaterhouseCoopers LLP, as well as the size of the Company's operations, give the Board full confidence that an internal audit function is not necessary. The Company is therefore not reporting further in respect of these areas.

Compliance with the AIC Code

The Board has not appointed a Senior Independent Director, as it does not believe that such an appointment is necessary when the Board is comprised solely of non-executive directors. The Chairman of the Audit Committee fulfills this role where appropriate.

As is common practice among Venture Capital Trusts, the Directors are not appointed for fixed terms, as the AIC Code requires. A Director's appointment may be terminated on three months' notice being given by the Company. However, under the Articles of Association, one third of the Directors must retire by rotation at each Annual General Meeting and being eligible may offer themselves for re-election. A Director must retire by rotation if he has not retired at either of the last two Annual General Meetings.

The AIC Code stipulates that directors who sit on the boards of more than one company managed by the same manager will not be regarded as independent, for either the purpose of fulfilling the requirement that there must be an independent majority, or for serving as chairman. In addition, this requirement became mandatory under the Listing Rules in September 2010. The Board has therefore reviewed its composition during the year and, with the exception of Helen Sinclair, all of the Directors are considered independent of the Investment Manager. Further details are provided below.

The Board

The Company has a Board of three non-executive Directors. The Board meets at least quarterly and is in regular contact with the Investment Manager between these meetings.

The table below details the formal Board and Committee meetings held and the Directors attendance during the year. The Board also met informally on a number of occasions and additional Board committee meetings or written resolutions were completed in respect of share allotments. The Investment Committee meets to discuss investments as required and, if appropriate, complete written resolutions for approval.

Director	Board	Audit Committee	Nomination & Remuneration committee
No. meetings held	**8**	**5**	**1**
Christopher Moore	8	5	1
Andrew Robson*	4	3	N/A
Helen Sinclair	8	5	1

* appointed 1 August 2010 and attended all Board and Committee meetings held since this date (four Board meetings, three Audit Committee meetings and nil Nomination & Remuneration Committee meetings).

All the Directors are equally responsible under the law for the proper conduct of the Company's affairs. In addition, the Directors are responsible for ensuring that their policies and operations are in the best interests of all the Company's Shareholders and that the best interests of creditors and suppliers to the Company are properly considered.

The Board has considered whether each Director is independent in character and judgement and whether there are any relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement. It has concluded that, with the exception of Helen Sinclair, all of the Directors are considered independent of the Investment Manager.

During the year, Christopher Moore retired as a director of The Income & Growth VCT plc, Matrix Income & Growth VCT plc and Matrix Income & Growth 3 VCT plc. The Board does not consider that Christopher's independence was materially prejudiced by these past appointments and is considered independent under the Listing Rules. The Board also considers that Christopher met the independence criteria identified in the AIC Code when he became Chairman of the Company.

Helen Sinclair was a director of Matrix Private Equity Limited (a predecessor of Matrix Private Equity Partners LLP) and a director and shareholder of Matrix Group Limited until May 2005. She is also a director of The Income & Growth VCT plc which is also managed by the Investment Manager, and is therefore not considered independent. In accordance with the AIC Code, Helen will therefore be subject to annual re-election.

For the reasons given and bearing in mind the relationships referred to above, the Board has no hesitation in emphasizing the personal integrity, experience and professionalism of the individual Directors, and their overall independence in character and judgement.

Internal control

The Board acknowledges that it is responsible for the Company's system of internal control. Internal control systems are designed to manage the particular needs of the Company and the risks to which it is exposed and can by their nature only provide reasonable and not absolute assurance against material misstatement or loss.

The internal control systems aim to ensure the maintenance of proper accounting records, the reliability of the financial information used for publication and upon which business decisions are made, and that the assets of the Company are safeguarded. The financial controls operated by the Board include the authorisation of the investment strategy and regular reviews of the financial results and investment performance.

The Board has put in place procedures for identifying, evaluating and managing the significant risks faced by the Company. As part of this process an annual review of the control systems is carried out in accordance with the Turnbull guidelines for internal control. The review covers a consideration of the key business, operational, compliance and financial risks facing the Company. Each risk is considered with regard to: the controls exercised at Board level; reporting by service providers; controls relied upon by the Board; exceptions for consideration by the Board; responsibilities for each risk and its review period; and risk rating. As part of this process, investment risk is spread by means of a diverse investment portfolio, as more fully described in the Investment Manager's Review.

The main aspects of the internal controls which have been in place throughout the year in relation to financial reporting were:

- the valuations prepared by the Manager are entered into the accounting system and reconciled. Controls are in place to ensure the effective segregation of these two tasks;
- independent reviews of the valuations of investments within the portfolio are undertaken quarterly by the Board and annually by the external auditor;
- bank and money-market fund reconciliations are carried out monthly;
- the Board has procedures in place for the approval of expenses and payments to third parties;
- the Directors review quarterly management accounts and underlying notes to those accounts, and other announcements as necessary;
- the information contained in the Annual Report and other financial reports is reviewed separately by the Audit Committee prior to consideration by the Board; and
- the Board reviews all financial information prior to publication.

The Investment Manager reports by exception on matters that may be of relevance to financial reporting and on other matters as appropriate on a quarterly basis. The auditor reviews the accounting processes in place at the Investment Manager as part of the annual audit and report any concerns to the Audit Committee. The Audit Committee reviews the independence of the auditor each year.

This system of internal controls and the procedure for the review of control systems referred to above has been in place and operational throughout the year under review and up to the date of this Report. The assessment of the effectiveness of internal controls in managing risk included consideration of reports from the relevant service providers. The last review took place on 12 April 2011. The Board has not identified any issues with the Company's internal control mechanisms that warrant disclosure in the Annual Report.

Investor relations

The Company communicates regularly with its Shareholders by means of periodic performance reporting, newsletters, and its website. The Board welcomes feedback from Shareholders who are encouraged to attend the Annual General Meeting. The Investment Manager holds an annual Shareholder Workshop to which all Shareholders are invited. The Directors and the Investment Manager are present and available to answer questions and discuss any issues at the Annual General Meeting and Shareholder Workshop.

Shareholders may contact the Chairman of the Audit Committee, Andrew Robson, if they have concerns which contact through the Chairman or Investment Manager has failed to resolve or for which such contact is inappropriate. Shareholders should initially contact the Company Secretary who will direct their enquiry accordingly.

The Board as a whole approves the content of its communications to Shareholders including the Annual and Half-Yearly Reports in order to ensure that they present a balanced and understandable assessment of the Company's position and future prospects.

The notice of the Annual General Meeting accompanies this Annual Report, which is normally sent to shareholders allowing a minimum of 20 working days before each meeting. Separate resolutions are proposed for each substantive issue. The number of proxy votes received for each resolution is announced after each resolution has been dealt with on a show of hands and is published after the Meeting on the Company's website: www.mig4vct.co.uk.

By order of the Board

Matrix Private Equity Partners LLP
Company Secretary

16 May 2011

Independent Auditor's Statement to the Members of Matrix Income & Growth 4 VCT plc

We have examined the summary financial statement for the year ended 31 January 2011 set out on pages 23 – 25.

This statement is made solely to the Company's members, as a body, in accordance with section 428 of the Companies Act 2006. Our work has been undertaken so that we might state to the Company's members those matters we are required to state to them in such a statement and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our work, for this statement, or for the opinions we have formed.

Respective responsibilities of the directors and the auditor

The directors are responsible for preparing the Summary Annual Report in accordance with applicable United Kingdom law.

Our responsibility is to report to you our opinion on the consistency of the summary financial statement within the Summary Annual Report with the full annual financial statements, the directors' report and the directors' remuneration report, and its compliance with the relevant requirements of section 428 of the Companies Act 2006 and the regulations made thereunder.

We also read the other information contained in the summarised annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the summary financial statement. The other information comprises only the financial highlights, the chairman's statement, the investment manager's review, the ten largest investments, the investment portfolio summary, the board of directors and the summary corporate governance statement.

We conducted our work in accordance with Bulletin 2008/3 issued by the Auditing Practices Board. Our report on the Company's full annual financial statements describes the basis of our opinion on those financial statements, the directors' report and the directors' remuneration report.

Opinion

In our opinion the summary financial statement is consistent with the full annual financial statements, the directors' report and the directors' remuneration report of Matrix Income and Growth 4 VCT plc for the year ended 31 January 2011 and complies with the applicable requirements of section 428 of the Companies Act 2006, and the regulations made thereunder.

PKF (UK) LLP
Statutory Auditor
London, UK
16 May 2011

Income Statement

for the year ended 31 January 2011

	Year ended 31 January 2011			Year ended 31 January 2010		
	Revenue £	Capital £	Total £	Revenue £	Capital £	Total £
Unrealised gains on investments	–	2,119,702	2,119,702	–	700,336	700,336
Gains on investments realised	–	16,077	16,077	–	268,469	268,469
Income	636,426	–	636,426	489,753	–	489,753
Recoverable VAT	(264)	(794)	(1,058)	1,051	3,155	4,206
Investment management fees	(120,335)	(361,003)	(481,338)	(97,204)	(291,610)	(388,814)
Other expenses	(396,019)	–	(396,019)	(360,819)	–	(360,819)
Profit on ordinary activities before taxation	119,808	1,773,982	1,893,790	32,781	680,350	713,131
Taxation on ordinary activities	–	–	–	–	–	–
Profit for the year	119,808	1,773,982	1,893,790	32,781	680,350	713,131
Basic and diluted earnings per ordinary share	0.57p	8.47p	9.04p	0.16p	3.40p	3.56p

All the items in the above statement derive from continuing operations of the Company.

There were no other recognised gains or losses in the year.

The total column is the profit and loss account of the Company.

Other than revaluation movements arising on investments held at fair value through the profit and loss account, there were no differences between the return as stated above and at historical cost.

Balance Sheet
as at 31 January 2011

		as at 31 January 2011			as at 31 January 2010	
	£	£	£	£	£	£
Fixed assets						
Investments at fair value			18,900,890			15,291,966
Current assets						
Debtors and prepayments	1,948,065			139,702		
Current investments	3,644,741			5,975,819		
Cash at bank	1,061,164			70,404		
		6,653,970			6,185,925	
Creditors: amounts falling due within one year		(209,681)			(255,349)	
Net current assets			6,444,289			5,930,576
Net assets			**25,345,179**			**21,222,542**
Capital and reserves						
Called up share capital			224,558			199,576
Share premium account			3,413,664			–
Capital redemption reserve			891,351			885,245
Revaluation reserve			992,420			(1,473,847)
Special distributable reserve			15,256,001			16,540,857
Profit and loss account			4,567,185			5,070,711
Equity shareholders' funds			**25,345,179**			**21,222,542**
Basic and diluted net asset value per Ordinary Share			**112.87p**			**106.34p**

The financial statements were approved and authorised for issue by the Board of Directors on 12 May 2011 and were signed on its behalf by:

Christopher Moore
Chairman

Reconciliation of Movements in Shareholders' Funds
for the year ended 31 January 2011

	Year ended 31 January 2011 £	Year ended 31 January 2010 £
Opening shareholders' funds	21,222,542	21,035,698
Share capital subscribed	3,444,752	–
Purchase of own shares	(582,286)	(124,256)
Profit for the year	1,893,790	713,131
Dividends paid in year	(633,619)	(402,031)
Closing shareholders' funds	25,345,179	21,222,542

Cash Flow Statement

for the year ended 31 January 2011

	Year ended 31 January 2011 £	Year ended 31 January 2010 £
Interest income received	494,974	281,147
Dividend income	144,366	156,673
VAT received and interest thereon	10,199	100,239
Other income	2,544	14,901
Investment management fees paid	(561,799)	(224,334)
Cash payments for other expenses	(397,775)	(334,604)
Net cash outflow from operating activities	**(307,491)**	**(5,978)**
Investing activities		
Sale of investments	923,983	1,784,500
Purchase of investments	(2,397,128)	(8,302,196)
Net cash outflow from investing activities	**(1,473,145)**	**(6,517,696)**
Dividends		
Equity dividends paid	**(633,619)**	**(402,031)**
Cash outflow before liquid resource management and financing	**(2,414,255)**	**(6,925,705)**
Management of liquid resources		
Decrease in monies held in current investments	2,331,078	7,137,292
Financing		
Issue of own shares	1,611,231	–
Purchase of own shares	(537,294)	(156,439)
Increase in cash for the year	**990,760**	**55,148**

MATRIX INCOME & GROWTH 4 VCT PLC

(Registered in England and Wales No. 3707697)

NOTICE of the ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 11.00am on Monday, 20 June 2011 at One Vine Street, London W1J 0AH for the purpose of considering and, if thought fit, passing the following resolutions of which, resolutions numbered 1 to 9 will be proposed as ordinary resolutions and resolutions numbered 10 and 11 will be proposed as special resolutions:

1. To receive the audited annual accounts of the Company for the financial year ended 31 January 2011 together with the Directors' Report and the Auditor's report on those accounts and on the auditable part of the Directors' Remuneration Report.
2. To approve the Directors' Remuneration Report for the year ended 31 January 2011 which is set out in the Annual Report of the Company for the year ended 31 January 2011.
3. To appoint PKF (UK) LLP as Auditor to the Company until the conclusion of the next Annual General Meeting.
4. To authorise the Directors to determine PKF (UK) LLP's remuneration as Auditor of the Company.
5. To elect Andrew Robson as a Director of the Company.
6. To re-elect Helen Sinclair as a Director of the Company.
7. To re-elect Christopher Moore as a Director of the Company.
8. To approve the payment of a final dividend for the year ended 31 January 2011 of 3 pence per ordinary share of 1 pence each in the capital of the Company ("Ordinary Shares"), payable on 24 June 2011 to shareholders on the register on 3 June 2011.
9. That, in substitution for any existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares of 1 pence each in the Company ("Shares") and to grant rights to subscribe for or convert any security into Shares ("Rights") up to an aggregate nominal value of £350,560, provided that the authority conferred by this Resolution 9 shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the annual general meeting of the Company to be held in 2012 but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require Shares to be allotted or Rights to be granted after such expiry.

   To consider and, if thought fit, to pass the following resolution as a special resolution:

10. That, in substitution for any existing authorities, the directors of the Company be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560(1) of the Act) for cash, pursuant to the authority given pursuant to Resolution 9 set out in this notice, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the annual general meeting of the Company to be held in 2012, and provided further that this power shall be limited to:-
    (i) the allotment and issue of equity securities up to an aggregate nominal value representing £300,000 in connection with offer(s) for subscription;
    (ii) the allotment of equity securities with an aggregate nominal value of up to but not exceeding 10 per cent. of the issued share capital of the Company from time to time pursuant to any dividend investment scheme operated by the Company; and
    (iii) the allotment, otherwise than pursuant to sub-paragraphs (i) and (ii) above, of equity securities with an aggregate nominal value of up to but not exceeding 10 per cent. of the issued share capital of the Company from time to time

    where the proceeds may be used, in whole or part, to purchase the Company's Shares.

    To consider and, if thought fit, to pass the following resolutions as special resolutions:

11. That, in substitution for any existing authorities, the Company be and hereby is empowered to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Shares on such terms and in such manner as the directors of the Company may determine (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that:
    (i) the aggregate number of Ordinary which may be purchased shall not exceed 3,789,474;
    (ii) the minimum price which may be paid for a Share is 1 penny (the nominal value thereof);
    (iii) the maximum price which may be paid for a Share is an amount equal to the higher of (a) an amount equal to five per cent above the average of the middle market quotations for a Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day the Share is contracted to be purchased and (b) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);

(iv) the authority conferred by this resolution shall (unless previously renewed or revoked in general meeting) expire on the conclusion of the annual general meeting of the Company to be held in 2012; and

(v) the Company may make a contract or contracts to purchase its own Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Shares in pursuance of any such contract.

BY ORDER OF THE BOARD

Matrix Private Equity Partners LLP
Company Secretary

Registered Office
One Vine Street
London W1J 0AH

Dated: 16 May 2011

NOTES:

1. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 6.00 pm on 16 June 2011 (or, in the event of any adjournment, 6.00 pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy the proxy form, clearly stating on each copy the shares to which the proxy relates, or alternatively contact the Company's registrars, Capita Registrars, on 0871 664 0300 (lines are open between 8.30 am and 5.30 pm Monday to Friday, calls cost 10p per minute (including VAT) plus network extras – if calling from overseas please dial +44 208 639 3399 (international rates will apply)) to request additional copies of the proxy form. Different charges may apply to calls from mobile telephones and call may be recorded and randomly monitored for security and training purposes. For legal reasons Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
4. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
6. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (so the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.
7. A personal reply paid form of proxy is enclosed with this document. To be valid, it should be lodged, together with the power of attorney or other authority, if any, under which it is signed or a notarilly certified or office copy thereof, at the offices of the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 11.00am on 16 June 2011 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.
8. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
9. Appointment of a proxy or CREST proxy instruction will not preclude a member from subsequently attending and voting at the meeting should he or she subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00am on 16 June 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

13. As at 16 May 2011 (being the last business day prior to the publication of this notice), the Company's issued share capital consisted of 25,280,012 Ordinary Shares of 1p, carrying one vote each. Therefore, the total voting rights in the Company as at 16 May 2011 were 25,280,012.

14. The Register of Directors' Interests and Directors' appointment letters will be available for inspection at the Company's registered office during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) until the end of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting for at least fifteen minutes prior to and during the meeting. The Directors do not have any service contracts with the Company.

15. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.

16. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.

17. At the meeting shareholders have the right to ask questions relating to the business of the meeting and the Company is obliged to answer such questions, unless; to do so would interfere unduly with the preparation of the meeting or would involve the disclosure of confidential information, if the information has been given on the Company's website, www.mig4vct.co.uk in the form of an answer to a question, or if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

18. Further information, including the information required by section 311A of the Act, regarding the meeting is available on the Company's website, www.mig4vct.co.uk.

Corporate Information

Directors (Non-executive)
Christopher Moore (Chairman)
Andrew Robson (appointed 1 August 2010)
Helen Sinclair
Colin Hook (resigned 27 September 2010)

Secretary
Matrix Private Equity Partners LLP
One Vine Street
London W1J 0AH

Company's Registered Office and Head Office
One Vine Street
London W1J 0AH

Company Registration Number
3707697

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Capita Registrars
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Tel: 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 8.30am-5.30pm Mon-Fri. If calling from overseas please ring +44 208 639 2157)

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