

The Income & Growth VCT plc

Annual General Meeting - 7 February 2018

Total number of shares in issue (5 February 2018)	97,368,061
Valid forms of proxy received	178
Total number of shares held by members appointing proxies	2,467,453
Percentage of Company or Fund represented by proxy votes	2.53%

	For		Discretion of proxy		Against		Withheld Votes
	Votes	% of total	Votes	% of total	Votes	% of total	
Ordinary Resolutions							
<u>Resolution 1</u> To receive and adopt the annual report and financial statements	2,429,827	98.55%	35,807	1.45%	0	0.00%	1,819
<u>Resolution 2</u> To approve the annual remuneration report	2,176,484	92.27%	59,187	2.51%	123,047	5.22%	108,735
<u>Resolution 3</u> To re-appoint BDO LLP as auditor	2,337,290	95.09%	70,731	2.88%	49,964	2.03%	9,468
<u>Resolution 4</u> To authorise the directors to determine the remuneration of the auditor	2,379,299	96.75%	37,738	1.53%	42,060	1.71%	8,356
<u>Resolution 5</u> To re-elect Colin Hook as a Director of the Company	2,168,705	88.87%	44,984	1.84%	226,709	9.29%	27,055
<u>Resolution 6</u> To re-elect Helen Sinclair as a Director of the Company	2,225,724	91.20%	44,984	1.84%	169,690	6.95%	27,055
<u>Resolution 7</u> To approve the payment of a final dividend of 3 pence per ordinary share	2,420,324	98.09%	43,243	1.75%	3,886	0.16%	0.00
<u>Resolution 8</u> To authorise the Directors to allot shares in the Company	2,167,370	97.07%	43,243	1.94%	22,065	0.99%	234,775
Special Resolutions							
<u>Resolution 9</u> To authorise the Directors to disapply pre-emption rights of members	2,027,872	90.83%	43,243	1.94%	161,563	7.24%	234,775
<u>Resolution 10</u> To authorise the Company to make market purchases of its own shares	2,320,955	94.31%	43,243	1.76%	96,718	3.93%	6,537

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