

The Income & Growth VCT plc

Annual General Meeting - 8 February 2017

Total number of shares in issue (6 February 2017)	71,881,233
Valid forms of proxy received	422
Total number of shares held by members appointing proxies	5,372,203
Percentage of Company or Fund represented by proxy votes	7.47%

	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 Accounts of the Company	5,058,583	94.51%	293,879	5.49%	0	0.00%	19,741
<u>Resolution 2</u> To approve the Remuneration Policy	4,710,351	91.03%	300,173	5.80%	163,860	3.17%	197,819
<u>Resolution 3</u> To approve the Annual Remuneration Report	4,710,252	90.72%	332,671	6.41%	149,290	2.88%	179,990
<u>Resolution 4</u> To re-appoint BDO LLP as auditor	4,945,328	92.79%	272,447	5.11%	111,595	2.09%	42,833
<u>Resolution 5</u> To authorise the Directors to determine the remuneration of the auditor	5,013,195	94.16%	274,160	5.15%	36,913	0.69%	47,935
<u>Resolution 6</u> To re-elect Colin Hook as a Director of the Company	4,645,065	89.11%	322,734	6.19%	244,920	4.70%	159,484
<u>Resolution 7</u> To re-elect Jonathan Cartwright as a Director of the Company	4,870,751	93.03%	329,303	6.29%	35,621	0.68%	136,528
<u>Resolution 8</u> To re-elect Helen Sinclair as a Director of the Company	4,646,193	88.70%	397,151	7.58%	194,463	3.71%	134,396
<u>Resolution 9</u> To approve the payment of a final dividend of 4 pence per ordinary share	5,023,564	93.61%	339,209	6.32%	3,886	0.07%	5,544.00
<u>Resolution 10</u> To authorise the Directors to allot shares in the Company	4,862,634	91.13%	389,273	7.30%	83,734	1.57%	36,562
Special Resolutions							
<u>Resolution 11</u> To authorise the Directors to disapply pre-emption rights of members	4,250,322	80.34%	411,828	7.78%	628,076	11.87%	81,977
<u>Resolution 12</u> To authorise the Company to make market purchases of its own shares	4,885,514	91.06%	328,559	6.12%	150,936	2.81%	7,194

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