

ATTENDANCE CARD

THE INCOME & GROWTH VCT PLC - ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

Please see reverse for notes on appointing a proxy

To be held at 11.00 am on 10 February 2016 at 33 St James's Square, London SW1Y 4JS.

If you wish to attend this meeting in your capacity as a shareholder, please sign this card and on arrival hand it to the Company Secretary. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:

Investor Code:

FORM OF PROXY

THE INCOME & GROWTH VCT PLC - ANNUAL GENERAL MEETING

Bar Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 overleaf)

Name of Proxy

Number of shares proxy appointed over

Investor Code:

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on 10 February 2016 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 overleaf. ☐ Please also tick here if you are appointing more than one proxy.

Please mark 'X' to indicate how you wish to vote.				Please mark 'X' to indicate how you wish to vote.					
	For	Against	Vote Withheld		For	Against	Vote Withheld		
1	To receive and adopt the Annual Report and Accounts of the Company.	☐	☐	☐	7	To approve the payment of a final dividend of 6.00 pence per ordinary share.	☐	☐	☐
2	To approve the Annual Remuneration Report.	☐	☐	☐	8	To authorise the Directors to allot shares in the Company.	☐	☐	☐
3	To re-appoint BDO LLP as auditor.	☐	☐	☐	9	To authorise the Directors to disapply pre-emption rights of members. (special resolution).	☐	☐	☐
4	To authorise the Directors to determine the remuneration of the auditor.	☐	☐	☐	10	To authorise the Company to make market purchases of the Company's own shares. (special resolution).	☐	☐	☐
5	To re-elect Colin Hook as a Director of the Company.	☐	☐	☐	11	To approve changes to the Company's Investment Policy.	☐	☐	☐
6	To re-elect Helen Sinclair as a Director of the Company.	☐	☐	☐					

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite.

☐

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

Notes

- 1 Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 2 To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 4 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 5 Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11.00 am on 8 February 2016. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 7 The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- 8 The form of Proxy, or an electronic voting instruction submitted via the Share Portal of Capita Asset Services (www.capitashareportal.com), must arrive at Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 11.00 am on 8 February 2016.
- 9 If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS.
- 10 To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.