

## Troy Income & Growth Trust plc

Annual General Meeting held on 23 January 2014

### Proxy Votes lodged in favour of the Chairman

Resolution	Description	For		Discretion		Against		Withheld	Total Votes Cast (excl Votes Withheld)	For + Discretion	
		Votes	% Votes Cast	Votes	% Votes Cast	Votes	% Votes Cast	Votes		Votes	% Votes Cast
1	To receive and adopt the Report and Accounts for the year to 30 September 2013.	94,142,463	99.80	101,238	0.11	89,947	0.10	19,695	94,333,648	94,243,701	99.90
2	To approve the Directors' Remuneration Policy for the three year period ending 30 September 2016	93,874,097	99.58	116,875	0.12	274,479	0.29	87,892	94,265,451	93,990,972	99.71
3	To approve the Directors' Remuneration Report for the year to 30 September 2013.	93,857,605	99.57	125,175	0.13	279,529	0.30	91,034	94,262,309	93,982,780	99.70
4	To re-elect Kevin Hart as a Director of the Company.	94,020,819	99.66	107,238	0.11	215,594	0.23	9,692	94,343,651	94,128,057	99.77
5	To re-elect David Warnock as a Director of the Company.	94,182,302	99.82	107,238	0.11	62,997	0.07	806	94,352,537	94,289,540	99.93
6	To elect Jann Brown as a Director of the Company.	84,742,286	99.70	107,238	0.13	143,805	0.17	9,360,014	84,993,329	84,849,524	99.83
7	To re-appoint Ernst & Young LLP as the Auditor of the Company.	93,971,002	99.67	101,238	0.11	205,577	0.22	75,526	94,277,817	94,072,240	99.78
8	To authorise the Directors to determine the remuneration of the Auditor.	94,184,663	99.85	101,238	0.11	41,812	0.04	25,630	94,327,713	94,285,901	99.96
9	That the Company shall continue as an investment trust.	84,900,097	99.88	101,238	0.12	355	0.00	9,351,653	85,001,690	85,001,335	100.00
10	To authorise the Directors to allot relevant securities up to an aggregate nominal value of £19,833,900.	94,212,056	99.87	106,948	0.11	13,147	0.01	21,192	94,332,151	94,319,004	99.99
11	To empower the Directors to allot Ordinary Shares up to an aggregate nominal amount of £6,051,400 without regard to statutory pre-emptive rights.	93,977,109	99.65	110,448	0.12	220,253	0.23	45,533	94,307,810	94,087,557	99.77
12	To renew the Company's authority to purchase its own shares.	93,991,758	99.65	109,248	0.12	222,642	0.24	29,695	94,323,648	94,101,006	99.76
13	To authorise the Company to hold General Meetings (other than Annual General Meetings) on 14 days' clear notice.	92,781,098	98.37	101,238	0.11	1,432,986	1.52	38,021	94,315,322	92,882,336	98.48
14	To adopt new articles of association	94,002,847	99.71	115,538	0.12	157,274	0.17	77,684	94,275,659	94,118,385	99.83
15	Subject to confirmation from the Court of Session, to cancel the share premium account and create a Distributable Capital Reserve.	93,859,779	99.60	222,817	0.24	155,054	0.16	115,693	94,237,650	94,082,596	99.84