

Plutus PowerGen plc
(Company Number 05859612)

Proxy Form for Annual General Meeting

Before completing this form, please read the explanatory notes overleaf.

I/We.....(please complete in capitals)
of..... being a member of the
Company appoint the Chairman of the meeting or (see note 3)

--

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held of the Company's auditors, Welbeck Associates, 30 Percy Street, London, W1T 2DB at on Friday, 20 November 2015 at 11.30 a.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any resolution to adjourn the meeting or to amend any resolution proposed at the meeting).

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. Approve the Financial Statements at 30 April 2015.			
2. Re-elect James Longley as a director.			
3. Re-elect Charles Tatnall as a director.			
4. Re-appoint Welbeck Associates Limited as auditors and to authorise the Directors to fix their remuneration.			
5. Authorise the Directors to allot shares.			
6. Approve the amendment of the acquisition agreement.			
SPECIAL RESOLUTION			
7. Dis-apply statutory pre-emption rights.			

Signature	Date
------------------	-------------

Plutus PowerGen plc
(Company Number 05859612)
Proxy Form for Annual General Meeting

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. 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, contact Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or proxies@shareregistrars.uk.com. Your proxy instruction form must specify the shares held by you in respect of which each such proxy is to vote.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or by fax to 01252 719232 or by scan and email to proxies@shareregistrars.uk.com; and
 - received by Share Registrars Limited not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.