

ZENERGY POWER PLC

(incorporated in England and Wales with registered no: 5509873)

FORM OF PROXY FOR GENERAL MEETING

I/We (names in full)

PLEASE USE BLOCK CAPITALS

of

being a member of the Company hereby appoint the Chairman of the Meeting or (see notes 1 and 2)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of Lawrence Graham LLP, 4 More London Riverside, SE1 2AU, London on 16 July 2012 at 2.00 p.m. and at any adjournment of the General 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 General Meeting.

Please place a cross here to indicate that this proxy instruction is in addition to a previous proxy instruction, otherwise it will overwrite any previous instruction:

ORDINARY RESOLUTIONS	For	Against	Vote withheld
1. To approve the disposal of Zenergy Power Pty Ltd			
2. To approve the Company's investing policy (subject to Resolution 1 being passed).			

Signature

Date

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Notes

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him/her. The proxy need not be a member of the Company but must attend the meeting to represent you.
2. Members may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different ordinary shares. You may not appoint more than one proxy to exercise rights attached to any one ordinary share. To appoint more than one proxy, you may photocopy the Form of Proxy, alternatively please contact Capita Registrars on 0871 664 0300. Calls cost 10p per minute and lines are open Monday to Friday 8.30 a.m. to 5.50 p.m..
3. 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 a 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 General Meeting.
4. To be valid, the Form of Proxy, together with a power of attorney or other authority, if any, under which it is executed (or a notarially certified copy thereof) must be deposited at the Company's registrars, Capita Registrars, **FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU** by 2.00 p.m. on 14 July 2012, or 48 hours before the time fixed for any adjourned meeting excluding non-working days.

5. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the Form of Proxy and would like to change the instructions using another Form of Proxy, please contact Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU. 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.
8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU no later than 2.00 p.m. on 14 July 2012.
9. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
10. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
11. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.