

ATTENDANCE CARD

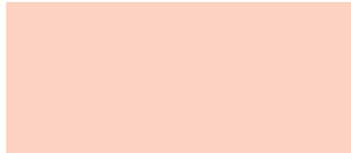
Zenergy Power plc – ANNUAL GENERAL MEETING



To be held at the offices of Sprecher Grier Halberstam LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on Tuesday 24 May 2011 at 9.00 a.m. 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's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:



Investor Code:

Notes

1. A proxy need not be a member of the Company but must attend the meeting to represent you. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. If you appoint as your proxy a person who is himself a member of the Company or who is appointed as proxy by more than one member of the Company, such person will be able to cast your vote only on a poll, not on a show of hands. 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 the multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The form of proxy below must arrive at Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time set for the meeting.
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in votes 'For' and 'Against' a resolution.
7. Completion and return of this Form of Proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish.
8. In the case of joint holders, the vote of the first named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.
9. The Company has specified that only those members entered on the register of members at 6 p.m. on 22 May 2011 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.01 each in the capital of the Company held in their name at that time. Changes to the register after 6 p.m. on 22 May 2011 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Please see reverse for further notes

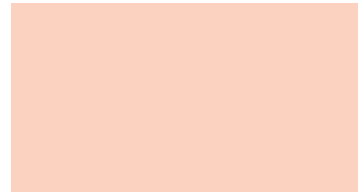


FORM OF PROXY

Zenergy Power plc – ANNUAL GENERAL MEETING



Bar Code:



Investor Code:

Event Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see notes 1 and 2)

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 24 May 2011 at 9.00 a.m. and at any adjournment thereof on the resolutions set out in the notice of meeting dated 21 March 2011. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld | Discretionary |
|---|-------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's Annual Accounts and the reports of the directors and auditors thereon | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect John Poulter as a director of the Company | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect David Jeffcoat as a director of the Company | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint KPMG Audit PLC as auditors of the Company | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld | Discretionary |
|--|-------------------------------------|--------------------------|--------------------------|--------------------------|
| 5. To authorise the Directors to allot shares under section 551, Companies Act 2006 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To disapply statutory pre-emption rights under section 570, Companies Act 2006 (special resolution) | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To amend the Articles of Association of the Company (special resolution) | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

Signature

Date

Notes

10. In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case must be received by the Company not less than 48 hours before the time of the meeting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11. 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 which can be found on your share certificate.



Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU