

**ACTIVE ENERGY GROUP PLC (the "Company")**  
**FORM OF PROXY**

I/We (name in full) .....of

(address).....

hereby appoint the Chairman of the Meeting or .....(delete as appropriate) as my/our proxy to attend, to speak and to vote in respect of the shares registered in my/our name(s) at the Annual General Meeting of Active Energy Group PLC to be held at 10.00 am on 24 July 2017, at the offices of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG and at any adjournment thereof.

| <b>Ordinary Resolutions</b> |   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-----------------------------|---|------------|----------------|----------------|
| 1.                          | To receive and adopt the Company's annual accounts for the financial year ended 31 December 2016.   |            |                |                |
| 2.                          | To re-elect, as a director of the Company, Brian Evans – Jones, who retires in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.  |            |                |                |
| 3.                          | To re-appoint Jeffrey's Henry LLP as auditors until the next Annual General Meeting and to authorise the Directors to fix their remuneration  |            |                |                |
| 4.                          | To authorise the Company to exercise all powers of the Company to allot equity securities pursuant to section 551 of the Companies Act 2006 up to an aggregate nominal amount of £4,200,000.  |            |                |                |
| 5.                          | To authorise the Company to send or supply any document or information that is required or authorised to be sent or supplied to a member or any other person by making it available on a website in accordance with the provisions of the Companies Act 2006. |            |                |                |
| 6.                          | To disapply pre-emption rights in relation to the allotment of securities up to an aggregate nominal amount of £2,100,000.  |            |                |                |

Please indicate with an "X" how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote on any particular matter the Proxy will exercise discretion as to how to vote or whether to abstain from voting.

Signature(s) or Common Seal: .....

Dated: .....

**Notes on completion:**

- 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 a 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 space provided. If you sign and return this proxy form with no name inserted in the space, 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.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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 the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to: Share Registrars Limited or by facsimile transmission to 01252 719232.
  - alternatively, the completed proxy form can be scanned and emailed to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com);
  - and received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the 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.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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 and received by the registrars no later than 48 hours (excluding non-business days) prior to the Meeting.
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.