

**ACTIVE ENERGY GROUP PLC (COMPANY)**

**Annual General Meeting of the Company to be held on 8 July 2021 at 3 p.m.**

**Form of Proxy**

Before completing this form please read the explanatory notes overleaf.

I/We (name in full).....of  
 (address)..... being a member of the Company hereby appoint the Chairman of the meeting as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 8 July 2021 at 3 p.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 their discretion and I/we authorise my/our proxy to vote (or abstain from voting) as they think fit in relation to any other matter which is properly put before the meeting.

**Resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.**

RESOLUTION	FOR	AGAINST	WITHHELD
<b>1. Accounts</b> To receive and adopt the Company's annual accounts for the financial year ended 31 December 2020.			
<b>2. Director Appointment</b> To re-appoint as a director of the Company, Andrew Lee Diamond who was appointed during the period and retires in accordance with the Company's articles of association and, being eligible, offers himself for reappointment.			
<b>3. Director Appointment</b> To re-appoint as a director of the Company, James Gerald Leahy who retires in accordance with the Company's articles of association and, being eligible, offers himself for reappointment.			
<b>4. Auditor Appointment and Remuneration</b> To re-appoint Jeffrey's Henry LLP as the Company's auditors and to authorise the directors to fix their remuneration.			

<p><b>5. Reduction of Issued Share Capital</b></p> <p>To authorise the Company to cancel and extinguish 1,287,536,163 issued deferred shares of 0.99 pence each in the capital of the Company (each of which is fully paid up) and the entire amount standing to the credit of the share premium account of the Company and in each case credit the amount released to a reserve.</p>			
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Signature..... Date .....

Print Name.....

*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 vote at an annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. To direct the Chairman as 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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
3. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or scanned copies may be sent via email to the following address: [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) with the title "Active Energy Group plc – Form of Proxy"; and
  - received by Share Registrars no later than 48 hours prior to the meeting (excluding any day which is not a working day).
4. 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.
5. 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.
6. As an alternative to completing this hard-copy form of proxy, you can appoint a proxy electronically by visiting the website of [www.signalshares.com](http://www.signalshares.com). For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars no later than 48 hours prior to the meeting (excluding any day which is not a working day).
7. CREST members who wish to appoint a proxy by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent ID 7RA36 by 48 hours prior to the meeting (excluding any day which is not a working day). See the notes to the notice of meeting for further information on proxy appointment through CREST.
8. 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).
9. 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.
10. 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.