

**FORM OF PROXY**

**Proxy form for use by Shareholders of Cogenpower Plc at the Annual General Meeting to be held at 10:00 a.m. on 29 June 2016**

*As a shareholder of Cogenpower Plc you have the right to attend, speak at and vote at the Annual General Meeting. If you cannot, or do not want to, attend the Meeting but still want to vote, you can appoint someone to attend the Meeting and vote on your behalf. That person is known as a "proxy". You can use this Form of Proxy to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the Company. However, if your proxy is not a shareholder, he or she cannot speak at the Meeting except to demand or join in demanding a poll.*

I/We (name in full) .....(in BLOCK CAPITALS)  
of.....  
being (a) member(s) of the Company entitled to attend and vote at meetings, hereby appoint the Chairman of the Meeting or .....(see Note 1) as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 29 June 2016, and at any adjournment thereof.

Please clearly mark the boxes below to instruct your proxy how to vote.

	RESOLUTION	FOR	AGAINST	WITHHELD
1.	To re-elect David Pickering as a director			
2.	To re-elect Francesco Vallone as a director			
3.	To re-elect Maria Ilaria Cannata as a director			
4.	To re-elect Martin Groak as a director			
5.	To re-elect Richard Day as a director			
6.	That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company			
7.	That, subject to and conditional on the passing of Resolution 6, the directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561(1) of the Act did not apply			

Please indicate with an "X" in the appropriate box opposite the resolutions how you wish your votes to be cast. (See Note 4 below)

Dated.....

Signature.....

- 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 If you wish to appoint as a proxy a person other than the Chairman of the Meeting (who need not be a member), please delete the words "the Chairman of the Meeting" and insert the name of the other person. All alterations made to this Proxy Form must be initialised by the signatory.
- 3 The completion and return of this Proxy Form will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- 4 A member may appoint more than one proxy to attend. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was lastly validly delivered, none of them shall be treated as valid in respect of that share.
- 5 If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.
- 6 The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. The "Discretionary" option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
- 7 This Proxy Form must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Proxy Form. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- 8 To be valid, this Proxy Form (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors) must be deposited at the offices of the Company's registrars, SLC Registrars, 42-50 Hersham Road, Walton on Thames, Surrey KT12 1RZ, United Kingdom no later than 10.00 am on 27 June 2016 or, if appropriate, 48 hours before the time appointed for the holding of the Meeting if adjourned. Emailed Proxy Forms must be in either .jpg or .pdf format and must be sent to [slc@davidvenus.com](mailto:slc@davidvenus.com).

