

Hydrogen Group plc - ANNUAL GENERAL MEETING

To be held at 30 Eastcheap, London EC3M 1HD on 2nd June 2017 at 8.00 am.

You may submit your proxy electronically using the Share Portal service at www.signalshares.com.
If not already registered for the Share Portal, you will need your Investor Code below.

Notice of Availability

2016 Annual Report and Notice of AGM

IMPORTANT – PLEASE READ CAREFULLY

The 2016 Annual Report and Notice of AGM are now available on our website: www.hydrogengroup.com

If you wish to receive a paper copy of the Annual Report, please contact:

Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

FORM OF PROXY

Hydrogen Group plc - ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 2 overleaf) Event Code:

Name of proxy

Number of shares

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 8.00 am on 2nd June 2017 and at any adjournment thereof. I have indicated with 'X' how I/we wish my/our votes to be cast on the following resolutions.

If you wish to appoint multiple proxies please see note 3 overleaf. Please also tick here if you are appointing more than one proxy.

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

Ordinary Resolutions

1. To receive the annual reports and accounts for the year ended 31 December 2016 and the auditor's report on the accounts.
2. To approve the directors' remuneration report for the year ended 31 December 2016.
3. To re-elect Richard James Green as a director of the Company.
4. To re-elect Stephen Puckett as a director of the Company.
5. To re-elect Ian Temple as a director of the Company.
6. To appoint BDO LLP as auditor to the Company.
7. To authorise the directors to determine the auditor's remuneration.

For
Against
Vote Withheld

X X X
X X X
X X X
X X X
X X X
X X X
X X X

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

8. To authorise the directors to allot shares (section 551 Companies Act 2006).
9. To adopt the Leadership Share Scheme.
10. To adopt the Minority Interest Share Scheme.
11. To authorise the directors to allot shares in respect of the new Share Schemes.

For
Against
Vote Withheld

X X X
X X X
X X X
X X X

Special Resolutions

12. To approve the disapplication of pre-emption rights (section 570 Companies Act 2006).
13. To authorise the Company to purchase shares in the Company.

X X X
X X X

Signature

Date

You may submit your proxy electronically at www.signalshares.com

Notes:

1. Please read the Notice of AGM which sets out the full text of all the resolutions.
2. Every shareholder has the right to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A proxy need not be a shareholder. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. To appoint more than one proxy you may photocopy this form. Please indicate on each form 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 tick the box to show that the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast will be determined by reference to the Register of Members of the Company at 8.00 am on 31st May 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy must arrive at Capita Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (during usual business hours) no later than 8.00 am on 31st May 2017.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS.

Business Reply Plus
 Licence Number
 RLUB-TBUX-EGUC



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 34 Beckenham Road
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