

The Chairman of HYDROGEN GROUP PLC invites you to attend the Annual General Meeting of the Company to be held at **3 Laurence Pountney Hill, London EC4R 0EU** on **Tuesday 21 May 2013** at **10.00 am**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on Tuesday 21 May 2013

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Friday 17 May 2013 at 10.00 am.

Explanatory Notes:

1. This Form of Proxy enables shareholders in Hydrogen Group plc to direct how their votes should be cast at the Company's Annual General Meeting on Tuesday 21 May 2013 and at any adjournment of that meeting. Before completing this Form, please read the Notice of Annual General Meeting, which has been sent to all shareholders with the annual accounts.
2. The Notice of Annual General Meeting sets out the full text of all the resolutions to be proposed. Biographies of the Company's directors are available on the corporate website at www.hydrogengroup.com. All directors will stand for election or re-election by shareholders at the Annual General Meeting. The Board believes that all directors make an effective and valuable contribution to the Board and supports their election or re-election.
3. Every holder has the right to appoint some other person(s), who need not be a shareholder, as his proxy to exercise all or any of his rights and to attend, speak and vote on his behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please indicate how you wish your votes to be cast by placing a cross in the appropriate box. If no indication is given as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
4. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1334 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. If you submit more than one valid proxy form in respect of the same shares, the latest valid proxy form received shall be accepted.
5. The 'Vote Withheld' option overleaf 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.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, 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 close of business on Friday 17 May 2013. 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.
7. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1334 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
8. Any alterations made to this form should be initialled.
9. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Business	Vote		
	For	Against	Withheld
1. To receive the Company's annual accounts and reports for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 3.0p per ordinary share for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Barbara Anderson as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Anne Baldock as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect John Glover as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Martyn Phillips as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Stephen Puckett as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Tim Smeaton as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ian Temple as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint Grant Thornton UK LLP as auditor to the Company and to authorise the directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the directors to allot shares as set out in the resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
13. To disapply statutory pre-emption rights in certain circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of HYDROGEN GROUP PLC to be held at **3 Laurence Pountney Hill, London EC4R 0EU** on **Tuesday 21 May 2013 at 10.00 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 4 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Business	Vote		
	For	Against	Withheld
1. To receive the Company's annual accounts and reports for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 3.0p per ordinary share for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Barbara Anderson as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Anne Baldock as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect John Glover as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Martyn Phillips as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Stephen Puckett as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	For	Against	Withheld
9. To re-elect Tim Smeaton as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ian Temple as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint Grant Thornton UK LLP as auditor to the Company and to authorise the directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the directors to allot shares as set out in the resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
13. To disapply statutory pre-emption rights in certain circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Intention To Attend

To assist with arrangements, please mark the box opposite if you intend to come to the Meeting.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

