

# Hydrogen Group plc - ANNUAL GENERAL MEETING

To be held at 30 Eastcheap, London EC3M 1HD on Thursday 21 May 2015 at 12 noon.

You may submit your proxy electronically using the Share Portal service at [www.capitashareportal.com](http://www.capitashareportal.com).

If not already registered for the Share Portal, you will need your Investor Code below.

**Notice of Availability**

**2014 Annual Report and Notice of AGM**

**IMPORTANT – PLEASE READ CAREFULLY**

The 2014 Annual Report and Notice of AGM are now available on our website: [www.hydrogengroup.com](http://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
<input style="width: 90%;" type="text"/>	<input style="width: 90%;" type="text"/>

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Thursday 21 May 2015 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		
	For	Against	Vote Withheld
1. To receive the annual reports and accounts for the year ended 31 December 2014 and the auditor's report on the accounts.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 December 2014.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. To declare a final dividend of 3.1 pence per ordinary share.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. To re-elect Anne Baldock as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. To re-elect Martyn Phillips as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. To re-elect Stephen Puckett as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote		
	For	Against	Vote Withheld
7. To re-elect Ian Temple as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8. To re-appoint Grant Thornton UK LLP as auditor to the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9. To authorise the directors to determine the auditor's remuneration.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10. To authorise the directors to allot shares (section 551 Companies Act 2006).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Special Resolutions</b>			
11. To approve the disapplication of pre-emption rights (section 570 Companies Act 2006).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
12. To authorise the Company to purchase shares in the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature <input style="width: 95%;" type="text"/>	Date <input style="width: 95%;" type="text"/>
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You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.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 6 pm on Tuesday 19 May 2015. 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.capitashareportal.com](http://www.capitashareportal.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 12 noon on Tuesday 19 May 2015.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF