

Form of Proxy - Annual General Meeting to be held on Thursday 22 May 2014

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 Tuesday 20 May 2014 at 12.00 noon.

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 Thursday 22 May 2014 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 reelection 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 re-election.
3. Every holder has the right to appoint some other person(s), who need not be a shareholder, as their proxy to exercise all or any of their rights and to attend, speak and vote on their 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 their discretion as to whether, and if so how, to vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, to vote).
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 6.00 pm on Tuesday 20 May 2014. 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

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).



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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 **30 Eastcheap, London EC3M 1HD on Thursday 22 May 2014 at 12.00 noon**, and at any adjourned meeting.

* Please insert number of shares if applicable (refer to Notes 3 and 4).

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	For	Against	Vote Withheld		For	Against	Vote Withheld
1. That the Company's annual accounts for the year ended 31 December 2013, together with the directors' and auditor's reports, be received	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. That Tim Smeaton be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the directors' remuneration report for the year ended 31 December 2013 be approved	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. That Ian Temple be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That a final dividend of 3.1 pence per ordinary share for the year ended 31 December 2013 be declared payable on 30 May 2014 to shareholders on the register at the close of business on 2 May 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. That Grant Thornton UK LLP be re-appointed as auditor to the Company until the conclusion of the Company's next AGM and that the directors be authorised to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Barbara Anderson be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To permit documents for shareholders to be published in electronic form	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Anne Baldock be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. That for the purposes of section 551 of the Companies Act 2006 (a) the directors be and are generally and unconditionally authorised to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That John Glover be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Business			
7. That Martyn Phillips be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. That, subject to the passing of resolution 13 above, the directors be generally empowered under Sections 570 and 573 of the Act to make allotments of equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That Stephen Puckett be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases of 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.			<input type="checkbox"/>

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).

