

PLUTUS POWERGEN PLC

(Incorporated in England and Wales with Registered Number 05859612)

**FORM OF PROXY
for use by Shareholders at the Annual General Meeting
to be held on 19 May 2021**

I/We, the undersigned shareholder(s) of **Plutus PowerGen plc** (the “**Company**”) hereby appoint the Chairman of the Meeting *(see note 1) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Meeting of the Company to be held at the offices of MSP Secretaries Limited, Eastcastle House, 27/28 Eastcastle Street, London W1 8DH at 11.30a.m on 19 May 2021 and at any adjournment thereof.

Please indicate with an “X” in the appropriate boxes below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. Approve the Financial Statements at 30 April 2020.			
2. To re-elect James Longley as a Director of the Company.			
3. To re-elect Charles Tatnall as a Director of the Company.			
4. Re-appoint PKF Littlejohn LLP as auditors and to authorise the Directors to fix their remuneration.			
5. Authorise the Directors to allot shares.			
SPECIAL RESOLUTION			
6. Dis-apply statutory pre-emption rights.			

I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the Meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Meeting.

Signature(s) Dated

Name:
(in block capitals)

Address

.....
.....

Initials and surnames of joint holders if any

Notes:

Given the current Coronavirus (COVID-19) situation, and to ensure adherence to current Government requirements, attendance in person at the meeting will not be possible this year. Shareholders are requested to appoint the Chairman of the meeting as his or her proxy as any other person so appointed will not be permitted to attend the meeting. The below notes are to be read subject to this COVID-19 related proviso.

1. *If you wish to appoint any person other than the Chairman of the Meeting as proxy, please delete the words "Chairman of the Meeting" and insert his or her name and address in the space provided and initial the alteration. The person appointed to act as a proxy need not be a member of the Company.
2. Any alteration to this form must be initialled.
3. A member is entitled to appoint a proxy to exercise all or any of his or her rights to vote at an annual general meeting of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
5. To be valid this form of proxy and the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of that power or authority, should reach the offices of the registrar of the Company, Share Registrars Limited, The Courtyard, 17 West Street, Farnham GU9 7DR, United Kingdom ("the Company's Registrars") at no later than 11:30am on 17 May 2021, or at least 48 hours excluding non business days before the time appointed for holding the Meeting or any adjournment thereof.
6. Alternatively, a proxy form and the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of that power or authority, may be delivered electronically by sending a scanned PDF version of the original by email to this address: voting@shareregistrars.uk.com. Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.
7. The Company, pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18 (c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, specifies that only those members registered in the Register of Members of the Company as at 11:30am on the 17 May 2021 or 48 hours before the time of the meeting excluding non business days shall be entitled to vote at the Meeting. Changes to entries on the relevant register of securities after that time will be disregarded in determining the right of any persons to vote at the Meeting.
8. If you appoint a proxy to vote on your behalf at this annual general meeting, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of it.
9. In the case of a corporation, this proxy form must be expressed to be executed by the corporation and must be executed under its common seal (or such form of execution as has the same effect), on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

11. In the case of joint holders, any one holder may sign the form of proxy, but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
12. To change your proxy instructions simply submit a new proxy appointment using the procedures set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the cut-off time will be disregarded.
13. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. To revoke a proxy appointment you must inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
15. The revocation notice must be received by the Company's Registrars by no later than the applicable cut-off time for receipt of the corresponding proxy appointment.
16. If you hold existing Ordinary Shares in CREST, this Form of Proxy should not be completed in respect of those shares. Instead, you may appoint a proxy by completing and transmitting a CREST proxy instruction to the Company's registrars, Share Registrars Limited (under Participant ID 7RA36) so that it is received by not later than 11:30 a.m. on 17 May 2021.

