

# Energetix Group plc

("the Company")

## Form of Proxy

For use at the Annual General Meeting to be held at Castlefield House, Liverpool Road, Castlefield, Manchester M3 4SB on Friday 20 May 2011 at 12 noon.

I/We .....  
PLEASE COMPLETE IN BLOCK CAPITALS

of .....

being (a) member(s) of the above named Company hereby appoint ..... or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Friday 20 May 2011 and at any adjournment of that meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

**(Indicate with an x in the boxes below)**

Resolutions	For	Against	Votes withheld (see note 9)
1. <b>TO</b> receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2010, the Directors' Report and the Auditors' Report on those financial statements.			
2. <b>TO</b> re-elect Neil Bright as a director who retires by rotation.			
3. <b>TO</b> re-elect Henry Cialone as a director who retires by rotation.			
4. <b>TO</b> re-appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company.			
5. <b>TO</b> authorise the Directors to determine the remuneration of the auditors of the Company.			
6. In substitution for any existing authority, <b>TO</b> authorise the directors of the Company to allot shares up to an aggregate nominal amount of £1,085,916.80 provided that such authority shall expire at the conclusion of the next annual general meeting.			
7. <b>TO</b> authorise the directors of the Company to allot shares subject to the authority above as if section 561 of the Companies Act 2006 (statutory pre-emption rights) did not apply to any such allotment provided such power shall be limited to (i) an issue of shares in connection with a rights issue in favour of Ordinary shareholders; or (ii) on an issue of shares otherwise than pursuant to (i) up to an aggregate nominal amount of £162,887.50.			
8. <b>TO</b> authorise the Company generally and unconditionally to make market purchases of Ordinary shares as set out in the notice of AGM.			

**Your Board recommends that you vote in favour of all the above resolutions.**

Signature ..... Dated ..... 2011

Please tick here if this proxy is one of multiple appointments being made (see note 5)

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement

**Additional Notes:**

1. Only holders of Ordinary shares entered on the register of members of the Company at 12 noon on 18 May 2011, or, in the event of an adjournment, not later than 48 hours before the time fixed for the adjourned meeting shall (unless otherwise entitled to do so) be entitled to attend, speak and vote at the meeting or at any such adjournment. This is in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001.
2. A member entitled to attend, speak and vote at the meeting may appoint one or more proxies to exercise all and any of their rights to attend, speak, and vote at a general meeting of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. A proxy need not be a member of the Company.
3. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company duly authorised to sign it.
4. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
5. To appoint more than one proxy, please return a separate (photocopy) form in relation to each proxy, clearly indicating next to the name of each proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
6. In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his/her intention to revoke his/her proxy appointment and deposit it at the office of the Company's registrar's no later than 48 hours before the time for which the meeting is convened.
7. To be valid for the meeting, a form of proxy should be completed, signed and lodged at the Company's Registrars, Neville Registrars Limited whose address is Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, no later than 48 hours before the time for which the meeting is convened.
8. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of your proxy in the space provided above. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
9. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, tick the box "Vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
10. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
11. 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.