

# INSPIRIT ENERGY HOLDINGS PLC

(Incorporated in England and Wales under the Companies Act 2006 (as amended)  
with registered number 5075088)

## Form of Proxy for the General Meeting dated 6<sup>th</sup> June 2018

PLEASE RETURN TO THE ADDRESS AS PER NOTE 3 OVERLEAF

I/We.....

of.....  
being (a) member(s) of Inspirit Energy Holdings Plc (the "**Company**") hereby appoint the

Chairman of the meeting OR.....  
(full name of proxy, in block capitals)

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 10 a.m. BST on 6 June 2018 (the "**General Meeting**" or "**GM**") and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

The resolutions below relate to the General Meeting Notice dated 18 May 2018

Resolutions	FOR	AGAINST	WITHHELD
1. Amendment to Current Articles – Special Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Capital Reorganisation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Authority of Directors to allot shares pursuant to the Series A Convertible Loan Notes – Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Dis-application of pre-emption rights pursuant to the Series A Convertible Loan Notes – Special Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authority of Directors to allot shares pursuant to the Series B Convertible Loan Notes – Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Dis-application of pre-emption rights pursuant to the Series B Convertible Loan Notes – Special Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authority to grant the Directors the authority to allot and issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Disapplication of pre-emption rights – Special Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

If you would like to attend and vote at the General Meeting it would be helpful if you would tick the box below.

I will be attending the General Meeting.

Names of joint holders (if any).....

Signature..... Dated..... 2018

PLEASE SEE NOTES OVERLEAF

## Notes

### *Holders of Ordinary Shares*

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out below and in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To be valid, a form of proxy and the power of attorney or other written authority, if any, under which it is signed, or an office or notarially certified copy in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR on or before 10 a.m. BST on 4 June 2018 (or 48 hours before the time fixed for any adjourned meeting or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for taking the poll at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day and where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded).
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointment being invalid.
5. 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 no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. Use of the proxy form 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.
7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company (in the case of a member which is a company, the revocation notice must be executed in accordance with note 10 below). 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. The revocation notice must be received by the Company no later than 48 hours before the time fixed for the holding of the Meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt will take precedence.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. In the case of a member which is a company, the form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
11. A 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 no more than one corporate representative exercises power over the same share.
12. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.