

**SERVICEPOWER TECHNOLOGIES PLC**  
("COMPANY")

A Public Limited Company registered in England & Wales Registered No. 03941006  
Registered office: Petersgate House, St. Petersgate, Stockport, SK1 1HE

**PROXY FORM**

**For an ANNUAL GENERAL MEETING convened for 26<sup>th</sup> May 2009**

I/We .....

Of .....

Being a member/members of the Company hereby appoint the Chairman of the Meeting (see Note 1.)

...Lindsay Bury.....

...Petersgate House, St Petersgate, Stockport, SK1 1 HE.....

as my/our proxy to vote for me/us on my/our behalf the Annual General Meeting of the Company to be held on 26th May 2009 and at any adjournment thereof.

My/our proxy is to vote as indicated below in respect of the resolutions set out in the Notice of our Meeting (see Note 2.):

**ORDINARY RESOLUTIONS**

**Resolution 1**

To receive and adopt the audited accounts for the year ended 31st December 2008.

**For / Against/ Withheld**

**Resolution 2**

To re-elect Mark Duffin as a director of the Company

**For / Against/ Withheld**

**Resolution 3**

To re-elect Hugh Fitzwilliam-Lay as a director of the Company

**For / Against/ Withheld**

**Resolution 4**

To confirm the re-appointment of Deloitte LLP as auditors and to authorise directors to fix their remuneration.

**For / Against/ Withheld**

**Resolution 5**

To receive and adopt the directors remuneration report for the year ended 31st December 2008.

**For / Against/ Withheld**

**SPECIAL RESOLUTIONS**

**Resolution 6**

To authorise the directors to allot ordinary shares of up to 10% of the issued share capital of the company

**For / Against/Withheld**

**Resolution 7**

To empower the directors to allot ordinary shares otherwise than in accordance with the authority conferred in resolution 6.

**For / Against/Withheld**

Signed or sealed (see Note 3.) .....

Dated .....2009

**Notes**

1. If it is desired to appoint any other person as proxy, the words “the Chairman of the Meeting” should be deleted and the name and address of the person should be inserted in block letters in the space provided. A proxy need not be a member of the Company. Any alteration or deletion must be signed or initialled
2. The manner in which the proxy is to vote should be indicated by deleting either “FOR”, “AGAINST” or “WITHHELD”; if none is deleted, the proxy will vote or abstain at his/her discretion. The proxy will act in his/her discretion in relation to any other business arising at the Meeting (including any resolution to adjourn the Meeting).
3. To appoint more than one proxy you may photocopy this form. Please indicate 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 also indicate 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.
4. In the case of a corporation, this proxy form must be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders the signature of any one of them will suffice, but the names of all joint holders should be shown.
5. Use of third proxy does not preclude a member from attending the Meeting and voting in person.
6. To be valid, this proxy form must be lodged with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, with the Company at ServicePower Technologies plc, Petersgate House, St. Petersgate, Stockport, SK1 1HE so as to arrive not less than 48 hours before the Meeting or any adjournment thereof.