

## FORM OF PROXY

# ServicePower Technologies plc

Registered in England and Wales, registered no. 03941006  
Registered Office: Petersgate House, St. Petersgate, Stockport, SK1 1HE

### For a General Meeting convened for Thursday 11 December 2008 at 11.00 a.m.

I/WE .....

OF .....

being a member/members of the Company hereby appoint the Chairman of the Meeting/the following (*delete as appropriate, see Note 3*).

NAME .....

ADDRESS .....

to attend, speak and vote as my/our proxy at the General Meeting of the Company to be held on Thursday 11 December 2008 at 11.00 a.m. and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the resolution set out in the Notice of our Meeting (see Note 4):

RESOLUTION	For	Against	Withheld
1. As an ordinary resolution to approve the adoption of the New Plan.			
2. As an ordinary resolution, to grant the directors authority to allot relevant securities pursuant to the New Plan.			

Signed or sealed (see Note 6) .....

Dated .....2008

#### NOTES:

- Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at a general meeting of the Company. A proxy may only be appointed using the procedures set out in these notes.
- 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's Registrars, Capita Registrars, (Proxies) The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to arrive not less than 48 hours before the meeting or any adjournment thereof.**
- 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.
- 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 amend a resolution or adjourn the meeting). An abstention 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.
- 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.
- 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. 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).
- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy instructions will also apply in relation to amended instructions; any amended appointment received after the relevant cut-off time will be disregarded.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.
- The completion and lodging of this form will not preclude the relevant member from attending the extraordinary general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.

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Licence No. MB122



**Capita Registrars  
Proxies Department  
PO Box 25  
BECKENHAM  
Kent BR3 4BR**

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