

# RURELEC PLC

(Registered in England No: 04812855)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING

To be held on 29 July 2009 at 11.00 a.m.

I/We .....

of.....

(*BLOCK LETTERS please*)

being a member/members of the above named company, and entitled to vote at general meetings of the Company (see note (i) below), hereby appoint the Chairman of the Meeting or (see note (ii) below)

.....  
as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held on 29 July 2009 at 5th Floor, Prince Consort House, 27-29 Albert Embankment, London SE1 7TJ at 11.00 a.m. and at any adjournment thereof.

Unless otherwise instructed by proxy will vote or abstain as he/she thinks fit on the Resolutions set out below, and on any other business arising at the Annual General Meeting and at any adjournments thereof.

Ordinary Resolutions	For	Against	Withheld
1. To receive and adopt the directors' report, the auditor's report and the accounts for the year ended 31 December 2008.			
2. To re-elect Peter Richard Stephen Earl as a director.			
3. To re-elect Elizabeth Ruth Shaw as a Director.			
4. To re-elect Carlos Pedro Marcelo Blanco Quintanilla as a Director.			
5. To re-appoint Grant Thornton UK LLP as Auditors.			
6. To authorise the directors of the Company to allot relevant securities in accordance with Section 80 of the Companies Act 1985.			
<b>Special Resolutions</b>			
7. To disapply the statutory pre-emption rights pursuant to Section 95 of the Companies Act 1985.			

Signed..... Day of..... 2009

.....  
*Please sign here*

*Notes:*

- (i) 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- (ii) A proxy does not need to be a member of the Company but must attend the meeting to represent you. If a person other than the Chairman is preferred as proxy, strike out the words "the Chairman of the Meeting", insert the name of the proxy desired in the blank space and initial the alteration. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. 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. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- (iii) 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 you may photocopy this form. Please indicate the proxy holder's name and number of shares in relation to which they are authorized 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.
- (iv) 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 "Vote 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 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.
- (v) To be effective, this form of proxy, duly completed, must be lodged with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time appointed for the Meeting or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy of such power of attorney.
- (vi) CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita Registrars (RA10) by 11.00 a.m. on 27 July 2009.
- (vii) In the case of a corporation, this form must be under its Common Seal, or under the hand of an officer or attorney duly appointed to sign the name.
- (viii) In the case of joint holders, the signature of one holder will suffice and the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For these purposes seniority will be determined by the order of names standing on the register of members.
- (ix) 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.
- (x) The return of this proxy will not prevent a member from attending the meeting or any adjournment thereof and voting in person if he so wishes.
- (xi) Any alteration to this form should be initialled.

*Second Fold*

Business Reply Service  
Licence No. MB 122



**Capita Registrars  
Proxy Department  
PO Box 25  
Beckenham  
Kent  
BR3 4BR**

*Third Fold and tuck in*

*First Fold*