

RURELEC PLC (the "Company")

Company Number 4812855

PROXY FORM GENERAL MEETING

At 11.00 a.m. on 22 October 2009 at 5th Floor, Prince Consort House, 27-29 Albert Embankment, London SE1 7TJ

I/We

(in BLOCK LETTERS please)

of.....

being a member/members of the above named Company hereby appoint

name

number of shares

Please indicate here with an 'X' if this proxy is one of multiple appointments being made. (See note 2)

or failing him the Chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf in the manner indicated below at the General Meeting of the Company to be held at 11 a.m. on 22 October 2009 at 5th Floor, Prince Consort House, 27-29 Albert Embankment, London SE1 7TJ and at any adjournment thereof. This form is to be used in respect of the Resolutions set out in the Notice of General Meeting as follows:

Special Resolution	For	Against	Vote Withheld
1 (a) To give the Directors the authority to allot Ordinary Shares in the Company; and			
(b) To disapply pre-emption rights in respect of the allotment of Ordinary Shares			

Signed..... Dated.....

Please return this form to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to arrive no later than 48 hours before the fixed time for the General Meeting.

Notes:

- As a member of the Company you are entitled to appoint a proxy or proxies of your own choice to exercise all or any of your rights, to attend, speak and vote on your behalf at the meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Unless you insert another name on the form, the Chairman of the meeting will act as your proxy.
- To appoint more than one proxy you may photocopy this form. You may not appoint more than one proxy to exercise rights attached to any one share. 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.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. (Or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy will automatically be terminated.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations Act 2001, those shareholders registered in the Register of Members of the Company at 6 p.m. on 20 October 2009 or, in the event that the meeting is adjourned, in the Register of Members 48 hours before the time of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after 6 p.m. on 20 October 2009 or, in the event that the meeting is adjourned, less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- This form (together with any power of attorney or other authority under which this form is signed) must be lodged at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting.
- If you want your proxy to vote in a certain way on the resolutions specified please place an "X" in one of the relevant boxes for the resolution. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.
- The "vote withheld" option is provided to enable you to abstain on any particular resolution however it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the General Meeting.

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

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First Fold