

Rurelec PLC

(the "Company")

Incorporated and registered in England and Wales with Registered No. 4812855

FORM OF PROXY

For use at the Annual General Meeting to be held at 5th Floor, Prince Consort House,
27-29 Albert Embankment, London SE1 7T3 at 10.00 a.m. on 30 June 2011

I/We

(Please carefully complete using BLOCK CAPITALS and black ink)

being a member of Rurelec PLC ("the Company") and entitled to vote at the General Meeting, hereby appoint the Chairman of the meeting or

.....
as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the General Meeting of the Company to be held on Thursday, 30 June 2011 at 5th Floor, Prince Consort House, 27-29 Albert Embankment, London SE1 7TJ at 10.00 a.m. and at any adjournment thereof.

| Ordinary Resolutions | For | Against | Vote withheld |
|---|-----|---------|---------------|
| 1. To receive the director's reports, the auditors' report and the accounts for the year ended 31 December 2010. | | | |
| 2. To elect Lawrence Stephen Coben as a Director. | | | |
| 3. To re-elect Peter Richard Stephen Earl as a Director. | | | |
| 4. To re-elect Elizabeth Ruth Shaw as a Director. | | | |
| 5. To re-appoint Grant Thornton as Auditors and authorise the directors to fix their remuneration. | | | |
| 6. To authorise the directors of the Company to allot relevant securities in accordance with Section 551 of the Companies Act 2006. | | | |
| Special Resolutions | | | |
| 7. To disapply the statutory pre-emption rights pursuant to Section 570 of the Companies Act 2006. | | | |

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your full entitlement

Please also tick this box if you are appointing more than one proxy

Date:

Signatures:

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 6.00 p.m. on 28 June 2011 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 6.00 p.m. on 28 June 2011 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, PXS, 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 resolution 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.

BUSINESS REPLY SERVICE
Licence No. RSBH-UXKS-LRBC



Capita Registrars
PXS
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU