

**i3 ENERGY PLC**  
**New Kings Court Tollgate**  
**Chandler's Ford**  
**Eastleigh**  
**Hampshire**  
**United Kingdom**  
**SO53 3LG**  
 (the "Company")

**Proxy Form – General Meeting of the Company to be held on 29 March 2019**

**Before completing this form, please read the explanatory notes below.**

I/We .....

of .....

being a member/members of the Company hereby appoint the Chairman of the meeting\* or (see Note 3)

.....  
 as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of W.H. Ireland Limited at 24 Martin Lane, London, EC4R 0DR, United Kingdom on 29 March 2019 at 2 p.m. and at any adjourned meeting.

\*If you wish to appoint your own proxy, delete the words "the Chairman of the meeting" and insert in BLOCK LETTERS the name of your proxy in the space provided.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy:

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Number	Resolution	For	Against	Vote Withheld
<b>Ordinary Resolution</b>				
1	To authorise the directors to allot up to 37,643,121 New Ordinary Shares, such authority being granted in connection with the allotment of the Second Tranche Shares and the Open Offer Shares (the "Second Tranche Shares and the Open Offer Shares")			
2	To authorise the directors to allot up to 50,702,451 new Ordinary Shares, such authority being granted in connection with the allotment of Ordinary Shares to be issued pursuant to the Warrants (the "Warrant Shares")			
3	To authorise the directors to allot up to 7,265,193 new Ordinary Shares, such authority being granted in connection with the allotment of the Option Shares (the "Option Shares")			
4	To authorise the directors to allot, in addition to the Second Tranche Shares, the Open Offer Shares, the Warrant Shares and the Option Shares, up to 27,806,024 new Ordinary Shares (the "Further Shares")			
<b>Special Resolutions</b>				
5	To authorise the directors to dis-apply pre-emption rights in connection with the allotment of the Second Tranche Shares and the Open Offer Shares			
6	To authorise the directors to dis-apply pre-emption rights in connection with the allotment of the Warrant Shares			
7	To authorise the directors to dis-apply pre-emption rights in connection with the allotment of the Option Shares			
8	To authorise the directors to dis-apply pre-emption rights in connection with the allotment of the Further Shares			

Signed	By
For and on behalf of	Dated

## Notes to the Proxy Form

- 1 The Resolutions are subject to the approval in respect of the ordinary resolutions, of over 50% of the Shareholders (being the holders of Ordinary Shares) and in respect of the special resolutions, over 75% of the Shareholders (being the holders of Ordinary Shares).
- 2 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members holding ordinary shares in the capital of the Company and registered on the Company's register of members at close of business on 27 March 2019 (London time) (or, if the General Meeting is adjourned, at close of business, on the day which is two days before the date of the adjourned General Meeting) shall be entitled to attend and vote at the General Meeting.
- 3 If you are a member of the Company at the time set out in note 2 above, 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. If you require additional forms, please contact the Company's registrars using the contact details set out at note 13 below.
- 4 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 5 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in BLOCK CAPITALS in the space provided on page 1. If you sign and return this proxy form with no name inserted, 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.
- 6 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, please contact the Company's registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- 7 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on the resolutions, select the "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 relevant resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
- 8 To appoint a proxy using the proxy form, this form must be:
  - 8.1 completed and signed;
  - 8.2 sent or delivered to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - 8.3 received no later than 48 hours before the time fixed for the meeting or any adjourned meeting at which the proxy is to vote.
- 9 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 10 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 11 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, Link Asset Services, Crest ID RA10 by no later than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- 12 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- 13 Members who have general queries about the General Meeting or this Form of Proxy should call Link Asset Services on 0871 664 0300 (or, if calling from outside the UK, on +44 (0) 371 664 0300). Calls cost 12p per minute plus your phone company's access charge. Calls from outside the United Kingdom will be charged at the applicable international rate. Link Asset Services are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide investment advice, nor advise you on how to cast your vote on the Resolutions.
- 14 If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.
- 15 In the case of joint holders, 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).
- 16 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.