

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

The Chairman of AFC Energy plc invites you to attend the General Meeting of the Company to be held at **the offices Unit 71.4 Dunsfold Park, Stovold Hill, Cranleigh, Surrey, GU6 8TB** on 17 July 2020 at 11.00 am.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - General Meeting to be held on 17 July 2020

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH by 15 July 2020 at 11.00 am.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he/she is authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes).
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1302 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by marking the box provided 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.
- The 'Vote Withheld' option overleaf 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.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11.00 am on the day which is 48 hours before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1302 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the Meeting if a Poll is called.

	For	Against	Vote Withheld
Special Resolution			
1. To authorise the directors of the Company to allot and issue Conditional Fundraising Shares and disapply pre-emption rights in relation thereto.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/>			
Ordinary Resolution			
2. To authorise the directors of the Company to allot and issue new Ordinary Shares over £223,076.58 in nominal amount of Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/>			
Special Resolution			
3. To dis-apply the statutory rights of pre-emption in relation to the allotment and issue of equity securities for cash by the Directors over £33,799.48 in nominal amount of Ordinary Shares pursuant to the authority granted by resolution 2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

*



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of AFC Energy to be held at the Company's offices Unit 71.4 Dunsfold Park, Stovolds Hill, Cranleigh, Surrey, GU6 8TB on 17 July 2020 at 11.00 am, and at any adjournment thereof.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Special Resolution

1. To authorise the directors of the Company to allot and issue the Conditional Fundraising Shares and disapply pre-emption rights in relation thereto. For Against Vote Withheld

Ordinary Resolution

2. To authorise the directors of the Company to allot and issue new Ordinary Shares over £223,076.58 in nominal amount of Ordinary Shares. For Against Vote Withheld

Special Resolution

3. To dis-apply the statutory rights of pre-emption in relation to the allotment and issue of equity securities for cash by the Directors over £33,799.48 in nominal amount of Ordinary Shares pursuant to the authority granted by resolution 2. For Against Vote Withheld

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD/MM/YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

