

PV Crystalox Solar plc (the “Company”) Proxy Form

General Meeting to be held on 11 September 2013

If your shares are held through CREST, you may use the CREST proxy voting system to submit your proxy. (Further information is at Explanatory Note 9).

Please read the Notice of the Meeting, the notes included in it and the accompanying explanatory notes to this Proxy Form carefully before completing this Proxy Form.

I/We*(Name)

of(Address)

being a member/members* of the Company, appoint the Chairman of the Meeting or (see Explanatory Note 2).

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as my/our* proxy to exercise all or any of my/our rights to attend, speak and vote on my/our* behalf as indicated below at the Meeting and at any adjournment thereof (see Explanatory Notes 3, 4 and 5).

* Delete as appropriate

Please tick here if this proxy appointment is one of multiple appointments being made.

** For the appointment of more than one proxy, please refer to Explanatory Note 4

Please clearly mark the boxes below with an “X” to instruct your proxy how to vote (see Explanatory Note 5).

Special business	For	Against	Withheld
<p>Resolution THAT the proposed transfer of the Company’s category of equity share listing on the Official List of the United Kingdom Listing Authority and on the Main Market of the London Stock Exchange plc from a premium listing (commercial company) to a standard listing (shares) (the “Transfer of Listing”) be and is hereby approved and the directors of the Company be and are hereby authorised to cause such Transfer of Listing to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.</p>			

Signature (See Explanatory Note 6)

Explanatory Notes to the Proxy Form:

- 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 the Meeting on your behalf. You should appoint a proxy using the procedure set out in these Explanatory Notes.
- A proxy need not be a member of the Company but must attend the Meeting to represent you. If you wish to appoint as a proxy a person other than the Chairman of the Meeting, please delete the words “the Chairman of the Meeting” and insert the full name of the other person in the box provided on this Proxy Form. 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. 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 the number of shares in relation to which they are authorised to act as your proxy. 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 Proxy Form will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Company’s Registrars (Equinix) helpline on 0871 384 2030 calls to this number cost 8p per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (or +44 121 415 7047 if calling from outside the UK) or you may photocopy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking 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.
- If you wish your proxy to cast all of your votes for or against a resolution you should insert an “X” in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. The “Vote Withheld” option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” or “Against” a resolution. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the Meeting.
- This Proxy Form must be signed by the member or his/her attorney. Where the member is a corporation, the Proxy Form must be executed under its common seal or signed by a duly authorised representative of the corporation, stating their capacity (e.g. director, secretary). In the case of joint holders, any one holder may sign this Proxy Form. The vote of the senior joint holder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this Proxy Form (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) must be sent or delivered to the Registrars, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, no later than 10.00 a.m. (UK time) on 9 September 2013.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), and section 360B Companies Act 2006, 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 as at 6.00 p.m. (UK time) on 9 September 2013 (or, in the event of any adjournment, at 6.00 p.m. (UK time) on the day which is two days before the day of the adjourned 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.
- CREST members wishing to appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system must ensure that, in order for such CREST Proxy Instruction to be effective, it is received by the issuer’s agent (ID RA19) by no later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- All alterations made to this Proxy Form must be initialed by the signatory.
- If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid. For details of how to change your proxy instructions or revoke your proxy appointment, see note 10 to the Notice of Meeting.
- You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.

Business Reply Plus
Licence Number
SEA-10855

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