

# FORM OF PROXY

Form of Proxy for use at 2019 Annual General Meeting at 11.30am on 25 November 2019.

Before completing this form, please read the explanatory notes overleaf.

I/We (see note 1)

(please complete in capitals)

of

being a shareholder of OPG Power Ventures Plc ("the Company") hereby appoint the Chairman of the meeting or (see note 2)

in respect of shares

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 11.30am on 25 November 2019 and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as I/we have indicated below 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 Annual General Meeting or any adjournment thereof.

Please clearly mark the box below to instruct your proxy how to vote.

Resolutions	For	Against	Withheld
<b>ORDINARY RESOLUTIONS</b>			
1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2019 together with the Directors' report and Auditors' report on those accounts.			
2. To authorise the re-appointment of BDO LLP as auditors to the Company.			
3. To authorise the Directors to determine the auditors' remuneration.			
4. To approve the payment of a scrip dividend of 0.6p per share.			
5. That Mr Arvind Gupta be re-elected as a Director.			
6. That Mr Warner Allen be re-elected as a Director			
7. That Mr Dmitri Tsvetkov be re-elected as a Director.			
8. That Ms Avantika Gupta be re-elected as a Director.			
<b>SPECIAL RESOLUTION</b>			
To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:			
9. To authorise the purchase of ordinary shares in the Company. The maximum number of Ordinary Shares thereby authorised to be purchased is 15 per cent of the Ordinary Shares in issue as at the date hereof with a nominal value of up to £8,558.42; The minimum price to be paid for each such Ordinary Shares (exclusive of expenses) is the nominal amount thereof; The authority conferred to make market purchases will (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company and the date being eighteen months after the date on which this authorising shareholder resolution is passed.			

Signature(s)

Print name

Date

2019

# NOTES TO THE FORM OF PROXY

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
2. If you wish to appoint a person other than the Chairman of the meeting, you should insert their full name in the box. Such proxy need not also be a member of the Company.
3. This form must (a) in the case of an individual be signed by the appointor or his attorney duly authorised in writing; and (b) in the case of a corporation, be executed under its common seal or signed by an officer or attorney so authorised.
4. 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).
5. To be effective, completed forms of proxy must be returned to the Company's registered office, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, either by personal delivery, post, facsimile transmission (+44 (0)1624 604790) or email (lcairn@fim.co.im), as soon as possible but, in any event, by no later than 11.30am on 23 November 2019. Completion and return of a form of proxy will not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person if he or she wishes to do so.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. The "Withheld" option is provided to enable you to withhold your vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote "For" or "Against" a resolution.
7. 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, additional proxy form(s) may be obtained from the Company Secretary at the address set out in note 5.
8. 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.