

Form of Proxy

ITM POWER PLC

(the “Company”)

I/We

of

being (a) member(s) of the Company hereby appoint the chairman of the meeting/or

.....
(see note 3) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 18 October 2017 and at every adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below:

RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1. To receive and consider the Company’s accounts together with the directors’ report and the auditors’ report for the financial year ended 30 April 2017.			
2. To re-elect Sir Roger Bone as a non-executive director of the Company.			
3. To re-elect Mr Peter Hargreaves as a non-executive director of the Company.			
4. To re-elect Prof. Roger Putnam as a non-executive director of the Company.			
5. To appoint Grant Thornton UK LLP as auditors of the Company and to authorise the directors to fix the remuneration of the auditors.			
6. To authorise the directors to allot shares and grant rights to subscribe for, or convert any security into, shares up to maximum amounts.			
7. To disapply statutory pre-emption rights.			

Names of joint holders (if any)

Dated2017

Signature

Please tick here if this proxy is one of multiple appointments being made **(see note 1)**

Enter the number of shares in relation to which your proxy is authorised to vote or, if this proxy is not one of multiple appointments being made, leave blank to authorise your proxy to act in relation to your full voting entitlement.

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. To appoint more than one proxy, complete a photocopy of the proxy form. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned in the same envelope.
2. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
 - (b) on any business or resolution considered at the meeting other than the resolutions referred to above.
3. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words '*the chairman of the meeting*' and insert the name of the person you wish to appoint.
4. To be valid any proxy form or other instrument appointing a proxy and any power of attorney under which it is executed (or a duly certified copy of any such power of authority) must be received by post or (during normal business hours only) by hand at the address of the Company's registrars, Capita Registrars, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, no later than 48 hours before the time appointed for holding the meeting.
5. Where the member is a corporation this form must be under its common seal or signed by an officer, attorney or other person duly authorised by the corporation. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
7. The return of a completed proxy form will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.