

**NextEnergy Solar Fund Limited**  
(the "Company")

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD  
ON 11 OCTOBER 2016 AT 10.00 A.M.**

I/We .....

(Please insert full name(s) and address(es) in block letters)

of .....

being (a) member/members of NextEnergy Solar Fund Limited hereby appoint the Chairman of the Meeting, or

..... of .....

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL on 11 October 2016 at 10.00 a.m. and at any adjournment thereof, on the resolutions listed below, as indicated by an 'X' in the appropriate box and, on any other resolutions, as he thinks fit.

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

Resolution	Business	For	Against	Vote Withheld
<b>SPECIAL RESOLUTIONS</b>				
1.	<p>THAT, in substitution for all existing authorities and powers conferred on the Directors in accordance with Article 7.7 of the Articles, in accordance with Article 7.7 of the Articles the Directors be and are hereby generally and unconditionally authorised and empowered to exercise all the powers of the Company to allot equity securities (as defined in the Articles) for cash, as if the pre-emption rights in Article 7.2 of the Articles did not apply to such allotment, provided that such authority and power:</p> <p>(a) is limited to the allotment and issue of up to 350 million new shares in the capital of the Company (being either Ordinary Shares or C Shares, at the election of the Company), pursuant to the Share Issuance Programme; and</p> <p>(b) shall expire 12 months from the publication of the Prospectus; save that the Directors may make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.</p>			

Signature: .....

Date: .....2016

#### NOTES

1. A member who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and to vote instead of him/her provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Capita Asset Services, Proxy Department, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or you may photocopy this page indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Registrars in the same envelope.
2. A proxy need not 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 the space provided. If you sign and return this proxy form with no name inserted as such, 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.
3. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf.
4. In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other of the joint holders. For these purposes, seniority shall be determined by the order in which the names stand on the register of members.
5. In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer.
6. To be valid any proxy form or other instrument appointing a proxy must be:
  - a. completed and signed;
  - b. sent or delivered to Capita Asset Services, Proxy Department, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - c. received by Capita Asset Services no later than 10.00 a.m. on 9 October 2016
7. Completion of a Form of Proxy will not affect the right of a member to attend and vote at the Annual General Meeting.
8. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "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 resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. You may not use any electronic address provided either in this form of proxy or any related documents (including the notice of meeting) to communicate with the Company for any purposes other than those expressly stated.