

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorized under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Common Shares in Clean Air Power Limited please send this document and form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Clean Air Power Limited

(Incorporated and registered in the islands of Bermuda under
The Companies Act 1981 with Company registration No. EC37542)

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Clean Air Power Limited for the 2010 calendar year will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda on Tuesday 22 June 2010 at 11.00am (Bermuda time) for the following purposes:

1. To receive the audited financial statements for the period ended 31 December 2009.
2. To re-elect Hans Folkesson as a Class III Director for a 3 year term to the 2013 AGM.
3. To re-elect Ulrich Wöhr as a Class III Director for a 3 year term to the 2013 AGM.
4. To re-appoint Ernst & Young LLP as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the Directors to agree the remuneration of the auditors.
6. To authorise the Directors to fill any vacancies arising on the Board as and when they occur.

By order of the Board

Peter Rowse
Director
13 May 2010

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

NOTES

1. Under the Company's Bye-laws only the holders of its Common Shares are entitled to attend the meeting and to vote.
2. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and (on a poll) to vote in his or her place. A proxy need not be a member.
3. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.
4. A form of proxy is enclosed for use by shareholders.
5. To be effective, **forms of proxy**, or a notarised and legalised copy thereof, must be deposited at Capita Registrars, Pxs, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than **12:00 noon on Friday, 18 June 2010**.
6. To be effective, **forms of direction for use by depository interest holders**, or a notarised and legalised copy thereof, must be deposited at Capita Registrars, Pxs, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than **4:00 pm on Thursday, 17 June 2010**.

Clean Air Power Limited

(Incorporated and registered in the islands of Bermuda under
The Companies Act 1981 with Company registration No. EC37542)
"Issuer Company"

FORM OF DIRECTION

Form of direction for completion by holders of Depository Interests representing shares on a one-for-one basis in the Issuer Company in respect of the Annual General Meeting of the Company for the 2010 calendar year to be held at 11.00am (Bermuda time) on Tuesday, 22 June 2010.

I/We, the undersigned, being a holder of Depository Interests in the Issuer Company (the "DI Holder") hereby instruct Capita IRG Trustees Limited, as Depository, to cast vote on the shares representing my/our Depository Interests, by proxy or in person, at the Annual General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an "X" in the boxes below. If no indication is given, you will be deemed as instructing the Depository to abstain from voting.

	FOR	AGAINST	ABSTAIN	DISCRETION TO CHAIRMAN
1. To approve the financial statements for the period ended 31 December 2009.....				
2. To re-elect Hans Folkesson as a Class III Director.....				
3. To re-elect Ulrich Wöhr as a Class III Director.....				
4. To re-appoint Ernst & Young LLP as auditors of the Company.....				
5. To authorise the Directors to agree the auditors' fees.....				
6. To authorise the Directors to fill any vacancies arising on the Board as and when they occur.....				

SIGNED:	DATE:
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NOTES

- To be effective, this form of direction, or a notarised and legalised copy thereof, must be deposited at Capita Registrars, Pxs, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than 4.00 pm on Thursday, 17 June 2010.
- Any alterations made to this form of direction should be initialled.
- In the case of a corporation this instruction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- Please indicate how you wish your votes to be cast by placing an "X" in the box provided. On receipt of this form duly signed, you will be deemed to have instructed Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- The "Discretion to Chairman" option is provided to enable you to give discretion to the proxy appointed by the Depository to vote or abstain from voting as he or she thinks fit on the specified resolution(s).

PLEASE INSERT YOUR FULL NAME AND ADDRESS IN BLOCK CAPITALS:
NAME:
ADDRESS:

Clean Air Power Limited

(Incorporated and registered in the islands of Bermuda under
The Companies Act 1981 with Company registration No. EC37542)

FORM OF PROXY

I/We, the undersigned, being a member of Clean Air Power Limited, hereby appoint the Chairman of the meeting* or

as my/our proxy, to attend and, on a poll, to vote on my/our behalf at the Annual General Meeting of the Company for the 2010 calendar year to be held on Tuesday, 22 June 2010 at 11.00am (Bermuda time) and at any adjournment thereof. The proxy will vote on the resolutions below as I have indicated or will vote at his or her discretion, or abstain from voting on the resolutions, if no instruction is given regarding the resolutions and on any other business transacted at the meeting.

*If you wish to appoint some other person as your proxy then please delete the words "the Chairman of the meeting or" and insert the name of the proxy you are appointing.

Please indicate how you wish your proxy to vote by marking an "X" in the appropriate boxes below.

	FOR	AGAINST	ABSTAIN
1. To approve the financial statements for the period ended 31 December 2009.....			
2. To re-elect Hans Folkesson as a Class III Director.....			
3. To re-elect Ulrich Wöhr as a Class III Director.....			
4. To re-appoint Ernst & Young LLP as auditors of the Company.....			
5. To authorise the Directors to agree the auditors' fees.....			
6. To authorise the Directors to fill any vacancies arising on the Board as and when they occur.....			

SIGNED:

DATE:

NOTES

1. To be effective, this form of proxy, or a notarised and legalised copy thereof, must be deposited at Capita Registrars, Pxs, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than 12.00 noon on Friday, 18 June 2010.
2. Any alterations made to this form of proxy should be initialled.
3. In the case of a corporation this instruction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.

PLEASE INSERT YOUR FULL NAME AND ADDRESS IN BLOCK CAPITALS:

NAME:

ADDRESS: