

16 April 2015

Clean Air Power Limited
("Clean Air Power")

Notice of Annual General Meeting and Publication of Annual Report and Accounts

Clean Air Power (AIM:CAP), the developer and global leader in compression-ignited natural gas engine systems for heavy duty vehicles is pleased to announce that its 2014 Annual Report and Accounts have been published and are available to download from the Company's website, www.cleanairpower.com. Shareholders may elect to receive a hard copy of the accounts by contacting the Company at Aston Way, Leyland, Lancashire, PR26 7UX, United Kingdom.

The Annual General Meeting (AGM) of Clean Air Power will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda on Tuesday, May 12, 2015 at 11.00am (Bermuda time). The Notice of AGM and Form of Proxy will be posted to shareholders today.

Enquiries:

Clean Air Power

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About Clean Air Power

Clean Air Power designs, develops and delivers compression-ignited natural gas engines for heavy duty transport applications and manufactures innovative hydraulic valves, injectors and filters for natural gas engines sold to truck manufacturers around the world. Clean Air Power's patented *Dual-Fuel™* and second-generation *MicroPilot* technology enables engines to run on natural gas mixed with diesel (or any suitable combustion fuel) providing the "spark" that ignites the gas. Substituting natural gas for diesel cuts fuel costs, emissions of carbon, nitrous oxide and particulates whilst retaining the original engine's power, efficiency and reliability characteristics. Clean Air Power operates, directly or through distributor partnerships, in the US, Europe, Russia and Australia.

Initially founded in the USA in 1991, over \$90m has been invested in developing the technology with the result that 62 patents are currently held or pending. The holding company of the Group is based in Bermuda with operational subsidiaries in the UK, the USA and Australia. The Group was admitted to the AIM market of the London Stock Exchange in February 2006.

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 in Bermuda; Registration No. EC37542)

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of Clean Air Power Limited will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda on Tuesday, May 12, 2015 at 11.00a.m. (Bermuda time) for the following purposes:

1. To approve the financial statements for the period ended December 31, 2014.
2. To re-elect Rodney Westhead as a Class I Director for a 1 year term to the 2016 AGM.
3. To re-elect Neill Skinner as a Class I Director for a 3 year term to the 2018 AGM.
4. To elect Robert S. Tyrer as a Class I Director for a 3 year term to the 2018 AGM.
5. To appoint Ernst & Young LLP as the Company's independent auditors for the financial year ended December 31, 2015 and to authorize the Board to agree their remuneration.
6. To consider and, if thought fit, pass the following resolution:

“RESOLVED, that the authorized share capital of the Company be and is hereby increased from US\$375,000 to US\$550,000 by the creation of a further 175,000,000 common shares of US\$0.001 each, ranking pari passu in all respects with the existing authorized common shares of the Company.”

By order of the Board
Codan Services Limited
Secretary
Dated: April 16, 2015

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 notarized and legalized copy thereof, must be deposited at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom not later than **3:00 p.m. (UK time) on May 8, 2014**.
6. To be effective, **Forms of Direction for use by Depository Interest holders**, or a notarized and legalized copy thereof, must be deposited at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom not later than **3:00 p.m. (UK time) on May 7, 2014**.
7. As permitted by Bermuda law, the Board has determined to publish the Company's audited accounts for the financial year ended December 31, 2014 on the Company's website at www.cleanairpower.com rather than send hard copies of same to all shareholders. Under the AIM Rules for Companies the Company is required to write to each shareholder individually to obtain that shareholder's consent to receive the accounts by means of electronic communication and receipt of this Notice by the shareholder shall be deemed satisfaction of that requirement. The Company can consider consent to have been given if no objection is received in writing within 28 days of the date of receipt of this Notice. Notwithstanding the foregoing, please be advised that any shareholder may elect to receive a hard copy of the audited accounts by contacting the Company at Clean Air Power Ltd, Aston Way, Leyland, Lancashire, PR26 7UX, United Kingdom and the Company shall send the accounts to that shareholder within seven days of receipt of that shareholder's election. Finally, in accordance with the Bermuda Companies Act 1981 and Company's Bye-laws, the financial statements will also be laid at the Company's Annual General Meeting but no vote or other shareholder action is required at the meeting.

Clean Air Power Limited

(Incorporated in Bermuda; Registration No. EC37542)

FORM OF DIRECTION

Form of Direction for completion by holders of Depository Interests representing shares on a one-for-one basis in Clean Air Power Limited (the "Issuer Company") in respect of the 2015 Annual General Meeting of the Company to be held at 11:00 a.m. (Bermuda time) on Tuesday, May 12, 2015.

I/We, the undersigned, being a holder of Depository Interests in the Issuer Company (the "DI Holder") hereby instruct Capita IRG Trustees Limited, the 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.

	FOR	AGAINST	ABSTAIN
1. To approve the financial statements for the period ended December 31, 2014.			
2. To re-elect Rodney Westhead as a Class I Director for a 1 year term to the 2016 AGM.			
3. To re-elect Neill Skinner as a Class I Director for a 3 year term to the 2018 AGM.			
4. To elect Robert S. Tyrer as a Class I Director for a 3 year term to the 2018 AGM.			
5. To appoint Ernst & Young LLP as the Company's independent auditors and to authorize the Board to agree their remuneration.			
6. To increase the authorized share capital of the Company to US\$550,000 by the creation of a further 175,000,000 common shares.			

SIGNED:	DATE:
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- To be effective, this Form of Direction, or a notarized and legalized copy thereof, must be deposited at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than **3:00 p.m. (UK time) on May 7, 2015**.
- 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 authorized 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 the Depository to vote, or to abstain from voting, as per your instructions. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.
- The 'Abstain' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman 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.
- Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to custodymgt@capita.co.uk in order to request a Letter of Representation by no later than **3:00 p.m. (UK time) on May 7, 2015**.

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

Clean Air Power Limited

(Incorporated in Bermuda; Registration No. EC37542)

FORM OF PROXY

I/We, the undersigned, being a member of Clean Air Power Limited (the “**Issuer Company**”), hereby appoint the Chairman of the Meeting¹ or

as my/our proxy, to attend and, on a poll, to vote on my/our behalf at the 2015 Annual General Meeting of the Company to be held on Tuesday, May 12, 2015 at 11:00 a.m. (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.

1. To approve the financial statements for the period ended December 31, 2014.
2. To re-elect Rodney Westhead as a Class I Director for a 1 year term to the 2016 AGM.
3. To re-elect Neill Skinner as a Class I Director for a 3 year term to the 2018 AGM.
4. To elect Robert S. Tyrer as a Class I Director for a 3 year term to the 2018 AGM.
5. To appoint Ernst & Young LLP as the Company’s independent auditors and to authorize the Board to agree their remuneration.
6. To increase the authorized share capital of the Company to US\$550,000 by the creation of a further 175,000,000 common shares.

FOR	AGAINST	ABSTAIN

SIGNED:

DATE:

NOTES

1. 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.
2. To be effective, this Form of Proxy, or a notarized and legalized copy thereof, must be deposited at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England not later than **3:00 p.m. (UK time) on May 8, 2015**.
3. Any alterations made to this Form of Proxy should be initialled.
4. 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 authorized in writing.

PLEASE INSERT YOU FULL NAME AND ADDRESS IN BLOCK CAPITALS

NAME:

ADDRESS: