

Helesi plc
Industrial zone of Tseri
Tseri
Nicosia
PC 2480
(the "Company")

Form of direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Company in respect of the Extraordinary General Meeting to be held at 11 a.m. on 4 June 2009 at Hilton Park Nicosia Hotel, Griva Dhigeni Avenue P.O. Box 21390 Nicosia, 1507, Cyprus.

Extraordinary General Meeting
Form of Direction

I/We.....(Depository Interests holder's name) being a holder of Depository Interests representing shares in the Company hereby appoint Capita IRG Trustees Limited as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Resolution	For	Against	Vote Withheld
<p>1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p>THAT the Directors are authorised to issue and allot ordinary shares in the Company by not requiring the satisfaction of the pre-emption rights as indicated in Article 6 of the Articles of Association of the Company, provided that such power shall be limited to the number of shares which are subscribed for under the Second Placing (as defined in the circular to shareholders in which this Notice is incorporated) together with an additional 15 per cent. of the total issued share capital of the Company following the Second Placing and the power hereby conferred shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this Resolution unless such power is renewed or extended prior to or at such meeting, except that the Company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the directors may allot ordinary shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.</p>			

Date:2009

Address

Signature

Notes

- To be effective, this form of direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom no later than 11 a.m. on 1 June 2009.
- Any alterations made to this form of direction should be initialled.
- If the appointee is a corporation, this form must be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders of Depository Interests, the person whose name appears first in the Register of Depository Interests has the right to attend and vote at general meetings to the exclusion of all others.
- The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' 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.
- Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions on your behalf. **If no voting instruction is indicated, Capita IRG Trustees Limited will abstain from voting on such resolution.**
- Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.