

THE COMPANIES ACT 2006

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PUBLIC LIMITED COMPANY

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SPECIAL RESOLUTION OF URBAN&CIVIC PLC  
("the Company")

Passed on 13 February 2019

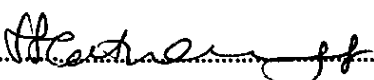
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At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 13 February 2019 at 10.00 a.m. the following ordinary resolution was passed:

IT WAS RESOLVED THAT, subject to Resolution 13 being passed, the Directors be authorised to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities made (but in the case of the authority conferred by paragraph (ii) of Resolution 13 above, by way of a rights issue only):
  - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities as required by the rights of those securities or, if the Directors otherwise consider necessary, as permitted by the rights of those securities,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to an aggregate nominal amount of £1,450,446.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date which is 15 months after the date of the Annual General Meeting but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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HEATHER WILLIAMS - COMPANY SECRETARY  
13 FEBRUARY 2019

FRIDAY



A23 \*A7ZCVFIG\* #82  
15/02/2019  
COMPANIES HOUSE