

Company Number: SC149799

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

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

Passed on 6 February 2020

At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 6 February 2020 at 10.00 a.m. the following special resolution was passed:

IT WAS RESOLVED THAT subject to Resolution 15 being passed, the Directors be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act) for cash under the authority given by Resolution 15 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, such power to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,451,481; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end 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 in question had not expired.

.....*Heather Williams*.....
HEATHER WILLIAMS - COMPANY SECRETARY
6 February 2020

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

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

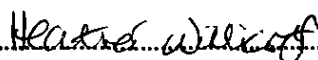
Passed on 6 February 2020

At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 6 February 2020 at 10.00 a.m. the following special resolution was passed:

IT WAS RESOLVED THAT, subject to Resolution 15 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 15 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 £1,451,481.

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

6 February 2020

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

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

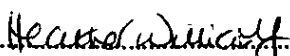
Passed on 6 February 2020

At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 6 February 2020 at 10.00 a.m. the following ordinary resolution was passed:

IT WAS RESOLVED THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Companies Act') in substitution for all existing authorities:

- (i) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together 'Relevant Securities') up to an aggregate nominal amount of £9,676,539; and
- (ii) to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Companies Act) up to an additional aggregate nominal amount of £9,676,539 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever.

The authority hereby conferred on the Directors shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date which is 15 months after the date of the Annual General Meeting, except that under this authority the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

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HEATHER WILLIAMS - COMPANY SECRETARY
6 February 2020

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PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION OF URBAN&CIVIC PLC
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Passed on 6 February 2020

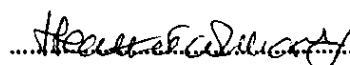
At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 6 February 2020 at 10.00 a.m. the following special resolution was passed:

IT WAS RESOLVED THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the Companies Act, to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of 20p each in the capital of the Company (the 'Ordinary Shares') on such terms and in such manner as the Directors may from time to time determine provided that:

- (i) the maximum number of Ordinary Shares authorised to be purchased is 14,514,809;
- (ii) the minimum price which may be paid for an Ordinary Share is 20p (exclusive of expenses payable by the Company);
- (iii) the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
 - (a) 105 per cent of the average middle market quotations of an Ordinary Share, as derived from the Daily Official List published by London Stock Exchange plc, for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
 - (b) the value of an Ordinary Share calculated on the basis of the higher of:
 - (A) the last independent trade of; or
 - (B) the highest current independent bid for,

any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and

- (iv) the authority conferred shall expire at the conclusion of the next Annual General Meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

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HEATHER WILLIAMS - COMPANY SECRETARY
6 FEBRUARY 2020

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Passed on 6 February 2020

At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 6 February 2020 at 10.00 a.m. the following special resolution was passed:

IT WAS RESOLVED THAT the Company is authorised to call any general meeting of the Company other than the Annual General Meeting by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next Annual General Meeting of the Company.

.....*Heather Williams*.....
HEATHER WILLIAMS - COMPANY SECRETARY
6 February 2020