

THE COMPANIES ACT 2006

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PUBLIC LIMITED COMPANY

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

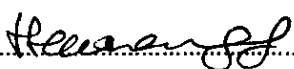
Passed on 8 February 2018

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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 8 February 2018 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 20 pence each in the capital of the Company ("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 14,496,481;
- (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.

  
HEATHER WILLIAMS - COMPANY SECRETARY  
8 FEBRUARY 2018



SCT 09/02/2018 #3  
COMPANIES HOUSE