

THE COMPANIES ACT 2006

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PUBLIC LIMITED COMPANY

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

Passed on 15 February 2017

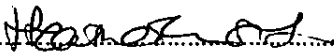
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At the Annual General Meeting of the Company, duly convened and held at The Savile Club, 69 Brook Street, London W1K 4ER on 15 February 2017 at 10.00 a.m. the following ordinary resolution was passed:

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 £9,653,649; 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 £9,653,649 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.

  
HEATHER WILLIAMS - COMPANY SECRETARY  
15 FEBRUARY 2017

THURSDAY



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COMPANIES HOUSE