

Company Number: SC149799

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 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 special resolution was passed:

IT WAS RESOLVED THAT subject to the passing of resolution 15 above, 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 £1,448,047; 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 - COMPANY SECRETARY  
15 FEBRUARY 2017

THURSDAY



SCT      \*S60DZTGH\*      #29  
16/02/2017  
COMPANIES HOUSE