

Urban&Civic plc

Form of Proxy for Annual General Meeting

I/We (BLOCK CAPITALS)

of

being a member of Urban&Civic plc (the 'Company') appoint the Chairman of the meeting (see note 4 overleaf) in respect of ordinary shares held by me/us in the Company as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 am on Wednesday 11 February 2015 at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS and at any adjournment of the meeting, on the following resolutions as indicated by an "X" in the appropriate box, and on any other resolutions as he or she thinks fit:

Business		For	Against	Vote withheld
Resolution 1	To receive the accounts of the Company for the period ended 30 September 2014.			
Resolution 2	To approve the directors' remuneration report.			
Resolution 3	To approve the directors' remuneration policy.			
Resolution 4	To declare a final dividend for the year of 1.5p per share.			
Resolution 5	To re-elect Nigel Hugill as a Director of the Company.			
Resolution 6	To re-elect Robin Butler as a Director of the Company.			
Resolution 7	To re-elect Philip Leech as a Director of the Company.			
Resolution 8	To re-elect Jon Austen as a Director of the Company.			
Resolution 9	To re-elect Robert Adair as a Director of the Company.			
Resolution 10	To re-elect June Barnes as a Director of the Company.			
Resolution 11	To re-elect Alan Dickinson as a Director of the Company.			
Resolution 12	To re-elect Robert Dyson as a Director of the Company.			
Resolution 13	To re-elect Duncan Hunter as a Director of the Company.			
Resolution 14	To re-elect Mark Tagliaferri as a Director of the Company.			
Resolution 15	To reappoint BDO LLP as auditors to the Company.			
Resolution 16	To authorise the Directors to determine the auditors' remuneration.			
Resolution 17	To authorise the Directors to allot equity securities.			
Resolution 18	To disapply statutory pre-emption rights.			
Resolution 19	To authorise the Directors to make market purchases of shares of the Company.			
Resolution 20	To authorise the making of political donations by the Company.			
Resolution 21	To authorise the Company to call any general meeting of the Company other than the Annual General Meeting by notice of at least 14 clear days.			

Dated 2015 Signature

Notes

1. To be valid, completed forms must be returned to the Company by one of the following methods:
 - (a) when submitted in hard copy form by post, by courier or by hand, to the Company's Registrars, Share Registrars Limited (Proxies), at First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; or
 - (b) when submitted by fax, to Share Registrars Limited on 01252 719 232; or
 - (c) when scanned and submitted by email, to proxies@shareregistrars.uk.com,and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the Company's Registrars so that it is received not less than 48 hours before the time fixed for the meeting.
2. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an "X" in the relevant boxes.
If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution; however it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
4. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting, provided each proxy is appointed to exercise rights in respect of different shares. The appointment of the chairman as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words "the Chairman of the meeting" and add the name and address of the proxy or proxies appointed. If you do not delete such words and you appoint a proxy or proxies, the Chairman shall not be entitled to vote as proxy. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
5. To appoint more than one proxy, please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. Returning the form of proxy will not prevent you from attending the meeting and voting in person.
9. You may not use any electronic address provided either in this form of proxy or any related documents (including the notice of meeting) to communicate with the Company for any purposes other than those expressly stated.
10. Any questions regarding the proxy form are to be addressed to the Company's Registrars whose contact details are shown in note 1 above.