

# 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 ALL or ..... 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 a.m. on Wednesday 15 February 2017 at the Savile Club, 69 Brook Street, London W1K 4ER 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 thinks fit:

|               | Business   | For | Against | Vote withheld |
|---------------|--|-----|---------|---------------|
| Resolution 1  | To receive and adopt the accounts of the Company for the year ended 30 September 2016.   |     |         |               |
| Resolution 2  | To approve the Directors' remuneration report.   |     |         |               |
| Resolution 3  | To declare a final dividend for the year of 1.8 pence per share.   |     |         |               |
| Resolution 4  | To re-elect Alan Dickinson as a Director of the Company.   |     |         |               |
| 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 elect David Wood as a Director of the Company.  |     |         |               |
| Resolution 8  | To elect Ian Barlow as a Director of the Company.  |     |         |               |
| Resolution 9  | To re-elect June Barnes as a Director of the Company.  |     |         |               |
| Resolution 10 | To re-elect Robert Dyson as a Director of the Company.   |     |         |               |
| Resolution 11 | To re-elect Duncan Hunter as a Director of the Company.  |     |         |               |
| Resolution 12 | To re-elect Mark Tagliaferri as a Director of the Company.   |     |         |               |
| Resolution 13 | To re-appoint BDO LLP as auditor to the Company.   |     |         |               |
| Resolution 14 | To authorise the Directors to determine the auditor's remuneration.  |     |         |               |
| Resolution 15 | To authorise the Directors to allot equity securities.   |     |         |               |
| Resolution 16 | To disapply pre-emption rights.  |     |         |               |
| Resolution 17 | To disapply pre-emption rights (acquisitions and capital investment).  |     |         |               |
| Resolution 18 | To authorise the Directors to make market purchases of shares of the Company.  |     |         |               |
| Resolution 19 | To authorise the making of political donations by the Company.   |     |         |               |
| Resolution 20 | 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 ..... 2017      Signature .....

## Notes

1. To be valid, completed forms must be returned to the Company by one of the following methods:
  - (a) in hard copy form by post, by courier or by hand to the Company's registrars, Share Registrars Limited (Proxies), at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; 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; or
  - (d) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,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 in the space provided. 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 space provided. 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. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. See the notes to the notice of the Annual General Meeting for further information on proxy appointment through CREST.
6. 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.
7. 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.
8. 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.
9. Returning the Form of Proxy will not prevent you from attending the meeting and voting in person.
10. You may not use any electronic address provided either in this Form of Proxy or any related documents (including the Notice of Annual General Meeting) to communicate with the Company for any purposes other than those expressly stated.
11. Any questions regarding the Form of Proxy are to be addressed to the Company's registrars, whose contact details are shown in paragraph 1 above.