

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser. If you have sold or otherwise transferred all your shares in URA Holdings plc, you should at once forward this document and the accompanying proxy form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

URA HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING 2020

**TO BE HELD AS AN "ELECTRONIC MEETING" ONLY
on 5 JANUARY 2021 AT 11:00AM**

Please note that arrangements for the Annual General Meeting this year are different from those of previous years. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising certain provisions in our Articles of Association and this year's Annual General Meeting will accordingly be an Electronic Meeting only. All voting at the resolutions at the AGM will be conducted on a poll which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card during or after the Electronic Meeting formally concludes.

URA HOLDINGS PLC

CONTENTS

	<i>Page</i>
Letter from the Board	3
Notice of AGM and Resolutions to be proposed	10
Notes	12
Form of Proxy	

KEY TIMES AND DATES

Dispatch of this document	11 December 2020
Latest time and date for receipt of forms of proxy	11:00 am. on 31 December 2020
Record Date for the distribution	Close of business on 31 December 2020
Annual General Meeting	11:00 am. on 5 January 2021

HOW TO VOTE

Your votes matter. Please vote your shares by appointing the Chairman of the Company or a third party as your proxy. You can vote by returning the proxy instruction that you received with this document.

All voting at the Annual General Meeting will be held as a poll in accordance with the provisions of our articles of association so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in a short window (after the meeting has formally closed). Instructions on how to do this will be given on the meeting platform.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a member of the Company. To be valid, the form of proxy provided or other instrument appointing a proxy must be completed and returned so as to reach the SGH Company Secretaries Limited, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR or by email shaun.zulafqar@shma.co.uk before 11.00 am on 31 December 2020.

HOW TO SPEAK AT THE ANNUAL GENERAL MEETING

If you wish to raise a question at the Annual General Meeting we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the Annual General Meeting itself, but if you wish to submit such a question via the link set out below we will respond to the extent we are able. Please send questions in advance to shaun.zulafqar@shma.co.uk.

If you chose to submit a question we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in person meeting). Conducting the meeting in this way will allow everyone present to clearly hear

URA HOLDINGS PLC

the question. There will, in addition, be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as depending on the number of shareholders who decide to attend electronically, audio quality could be impaired.

Please submit any questions to SGH Company Secretaries Limited, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR or by email shaun.zulafgar@shma.co.uk with the heading "AGM Question."

LETTER FROM THE BOARD

URA Holdings plc

(Registered in England & Wales Company No. 05329401)

Registered Office:
6th Floor
60 Gracechurch Street
London
EC3V 0HR

Directors:

Peter Redmond
Colin Weinberg

Dear Shareholder,

I am writing to you with details of the Annual General Meeting (the "**AGM**") of the Company which will be held on 5 January 2021 at 11:00 am. The formal Notice of AGM is set out on page 10 of this document.

In this letter, I shall be setting out the procedures for the AGM which will be significantly different from those that have applied to AGMs in earlier years and explaining the steps necessary to enable the Company to move forward once again. The latter will be explained in the section headed "The Special Business of the AGM" on page 6 below.

In view of the ongoing Coronavirus pandemic and with a view to taking appropriate measures to safeguard its shareholders health and make the AGM as safe and efficient as possible, the Company is invoking the "virtual" meetings provisions in its articles of association and the Annual General Meeting is being designated as an "Electronic Only" meeting this year. This means that there is no physical location at which the meeting will take place.

We have been advised that article 17.6 of our articles of association allows us the flexibility to hold the AGM in this way.

Accordingly, we appreciate that the Company has not done this before and so I will explain the impact on the operation of the AGM and the voting process in some detail.

1. Before the Annual General Meeting

In the usual way we ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman or a third party as a shareholder's proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the "**Form of Proxy**") and be com-

URA HOLDINGS PLC

pleted and returned so as to reach the SGH Company Secretaries Limited, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR or by email to shaun.zulafgar@shma.co.uk. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by post at the registered office, at the address shown on the Form of Proxy or if sent by email by no later than 11:00am on 31 December 2020.

In accordance with article 17.2(a) of our articles of association all of the voting at the meeting will be conducted on a poll and there will be no show of hands. For these purposes, I, as the proposed Chairman of the meeting, am demanding that voting take place on a poll in advance of the meeting itself, as I am entitled to do. This means that your votes will all be counted for all the shares that you hold.

Please remember to submit any questions in advance in accordance with the instructions on page 3 with the heading "AGM Question."

If you wish to appoint a corporate representative, please contact the Company Secretary via the methods detailed above on pages 2 and 4.

2. On the Day of the Meeting

The meeting takes place at 11:00 am on 5 January 2021.

To join the meeting type (or paste) the following web address into your web browser:

<https://mmitc.webex.com/mmitc/onstage/g.php?MTID=e8ef4edf064ccf5cc4f86ab44266ee672>

You will be asked to enter a password to gain access to the meeting. This password can be found on the bottom section of your proxy form. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be an opportunity to put questions.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy voting received in advance.

The meeting will then formally close.

If at that stage any shareholder wishes to change an existing proxy vote or submit a poll vote (having not previously voted by proxy) then an email address and poll card will be available for that purpose for a period of 30 minutes after the close of the meeting.

The results of the meeting will be posted to the Company's website by 4pm on the day of the meeting. The full poll results will also be published on the website at the same time.

3. The ordinary business of the AGM

The ordinary business of the AGM covered by Resolutions 1 to 6 (to approve matters which are routinely put to shareholders at annual general meetings) is as follows:

Resolution 1

Ordinary Resolution

This first resolution is for the Directors to present the Company's Report and Accounts for the period ended 30 June 2019 to shareholders. The Report and Accounts contain the financial statements for the period ended 30 June 2019, together with the Strategic Report, the Directors' Report and the Auditors Report (the "**June 2019 Report and Accounts**").

Resolution 2

Ordinary Resolution

The Company's articles of association split the Board into a three tier retirement designation profile and require one third of the Company's board of directors (the "**Directors**" or the "**Board**") to retire each year on a rotational basis and, if they agree to do so, to offer themselves for re-election. In addition, any director appointed since the last annual general meeting must stand for re-election. Accordingly, and given the limited number of directors, Resolution 2 is to approve the re-election as a Director, of Colin Weinberg, who was appointed since the last annual general meeting and offers himself for re-election. Mr Weinberg does not have a service contract.

Resolution 3

Ordinary Resolution

The auditors of a company must be appointed or re-appointed at each AGM at which the financial statements are put before shareholders. This resolution is for the shareholders to formally approve the reappointment of Bright Graham Murray as auditors of the Company until the conclusion of the next AGM of the Company at which financial statements are laid. The resolution also authorises the Directors to agree the auditors' remuneration.

Resolution 4

Ordinary Resolution

This resolution is to grant the Directors authority to allot new ordinary shares. It is conditional on the passing of Resolution 7 (which reconstructs the Company's share capital).

Section 551 of the Companies Act 2006 (the "**Act**") requires that directors be authorised by shareholders before any share capital can be issued.

At this stage in its development the Company relies principally on raising funds, from time to time, through the issue of additional ordinary shares to investors and unless this resolution is put in place the Company will not be in a position to continue to raise funds to continue with the development of the Company.

If approved by shareholders, this resolution will allow the Directors to allot new ordinary shares and grant rights to subscribe for, or convert other securities into, shares up to approx-

URA HOLDINGS PLC

imately ten times the Company's current issued ordinary share capital. This new authority will expire at the conclusion of the Company's next Annual General Meeting in 2021.

Resolution 5

Special Resolution

This resolution will be proposed in the event that Resolution 4 is passed by shareholders and it is conditional on the passing of Resolution 7 (which reconstructs the Company's share capital).

If the Directors wish to allot new ordinary shares and other equity securities (or sell treasury shares) for cash, English law requires that these shares are offered first to shareholders in proportion to their existing holdings. Given the size of the Company and its current intentions, the Company needs to be able to allot new equity securities for cash other than on a pre-emptive basis. Resolution 5 will give the Directors authority to issue additional shares to the extent that the issued share capital could be increased by a factor of ten.

Resolution 6

Special Resolution

Resolution 6 is a procedural matter to ensure that the Company has the power to call a general meeting which is not an AGM on 14 days' notice rather than 21 days' notice. If approved, this authority will be effective until the conclusion of the Company's next AGM when it is intended that a similar resolution will be proposed. The Directors have no intention to use this ability to call any general meeting on less than 21 days' notice unless the matter is truly urgent and the Company might suffer detriment or loss if the notice period were not to be so shortened.

4. The Special Business of the AGM

The Special Business of the AGM (i.e., matters which are not routinely tabled as the business of an AGM) is to put proposals to shareholders which will enable the Company to be effectively relaunched and is as follows:

The Special Business includes a set of proposals designed to enable the Company to reach a position to be resuscitated through a refinancing, admission to an appropriate share trading market and acquisition of a company or project which in the judgment of the Directors, and shareholders, will enable it to recover some real value.

The sole investment asset of the Company is an investment in the shares of Ananda Developments plc ("Ananda"), a company which is quoted on the AQUIS Growth Market (previously, NEX Growth Market). Ananda itself is an investing company and invests in cannabis related enterprises. Ananda is an early stage company and, in the year ended 31 January 2020, reported no revenues.

We intend, as was stated some time ago, to distribute the holding of shares in Ananda (the "**Ananda Shares**") shares to shareholders of the Company who are on the shareholders' register on the Record Date. The accumulated deficit in the Company's retained earnings and other reserves prevents the payment of a dividend or other forms of distribution to shareholders. In order to do so, it is necessary to complete a share capital reorganisation with Court approval which will enable the Company to create distributable reserves for the purposes of distributing the Ananda Shares to shareholders on an in specie basis at their book value, and to eliminate the deficit in the Company's retained earnings reserves. The

URA HOLDINGS PLC

book value of the Ananda Shares is currently some £269,878 (as shown in the audited accounts of the Company which accompany this notice), the market value is currently materially less than this figure. Shareholders will receive the Ananda Shares on a pro rata basis to their holdings of URA Shares on the Record Date.

The Company is now in the process of completing a modest fundraise by way of convertible loan notes to enable it to carry out the Company's share capital reorganisation which will put it into a position to make the Ananda distribution and to undertake a larger refinancing to allow the Company to move forward. The Directors will contribute significantly to the sum being raised. It was not possible to secure additional funds without in principle support from major shareholders and the development of a plan to resuscitate the Company effectively. This has now been achieved and the Directors are therefore now in a position to hold the AGM and to put these preliminary proposals to shareholders.

The Company currently has 267,893,392 Ordinary Shares of 0.15 pence each in issue with voting rights.

The proposed Capital Reorganisation comprises a Sub-Division of the Ordinary Shares. This is achieved by the Sub-Division of each Ordinary Share into 1 Ordinary Share of 0.0001 pence each and 1 New Deferred Share of 0.1499 pence each. The resultant ordinary shares of 0.0001 will then be immediately consolidated on a 100 into 1 basis to create new ordinary shares of 0.01p each.

Resolution 7

Ordinary Resolution

Resolution 7 is an ordinary resolution to sub-divide the Ordinary Shares into ordinary shares of 0.0001p each and New Deferred Shares and immediately consolidate every 100 of the ordinary shares of 0.0001p each into New Ordinary Shares of 0.01p each.

Resolution 8

Ordinary Resolution

Resolution 8 is an ordinary resolution to buy-back the Deferred Shares and New Deferred Shares. The Deferred Shares were created due to the earlier losses of capital which had arisen on the Company's activities prior to it becoming an investment company. The New Deferred Shares will be created as a result of the further capital reorganisation now being undertaken. The Board can see no reason for the Deferred Shares or the New Deferred to remain on the balance sheet and recommends that the Deferred Shares are purchased by the Company and cancelled (the "Buy-Back"). Neither the Deferred nor the New Deferred Shares have any economic value.

Under the provisions of the Companies Act, a public limited company may not fund the purchase of its shares except out of its distributable reserves or the proceeds of a fresh issue of shares made solely for the purpose of such buy-back. The Company has no distributable reserves with which to fund the Buy-Back and therefore it is proposed that the Buy-Back is funded out of the proceeds of a new issue of one New Ordinary Share at a price of 1 pence.

Under the provisions of the Articles, the Company has the power to buy back all the existing and New Deferred Shares for 1p in aggregate. In addition, the Company has the power to appoint anyone to sign the Buy-Back Agreement on behalf of all the holders of the existing Deferred Shares and the Company proposes that any one of its Directors be authorised to carry out this function.

URA HOLDINGS PLC

Resolution 9

Special Resolution

Resolution 9, which is conditional upon the passing of resolutions 7 and 8, is a special resolution to approve a capital reduction.

The Board believes it is an appropriate time to carry out a rationalisation of certain capital and reserves accounts standing to the Company's balance sheet. Accordingly, approval is being sought to carry out a reduction of the Company's capital by way of the cancellation of the whole of the amount standing to the credit of the Company's share premium account and the capital redemption reserve (which will arise on the cancellation of all of the Deferred Shares (including the New Deferred Shares)), effected pursuant to Resolution 8 which will be applied, together with the contents of the share premium account in creating distributable reserves to allow for the distribution of the Ananda Shares. This has the overall effect of substantially simplifying the Company's balance sheet and, more importantly, allowing for the distribution of the Ananda Shares to shareholders.

As at 30 June 2019, there was US\$23,361,000 standing to the credit of the Company's share premium account. A capital redemption reserve on cancellation of the Deferred Shares and the New Deferred Shares will arise in the sum of approximately £1,208,721 on the cancellation of all of the Deferred Shares. Authority of shareholders is sought to cancel both the share premium account and the capital redemption reserve in full (including any increase since 30 June 2019).

As at 30 June 2019, the retained earnings of the Company were negative to the extent of US\$21,718,000. The effect of the capital reduction will be to extinguish this negative amount and to create distributable reserves to allow for the distribution of the Ananda Shares.

In addition to the approval by the Shareholders of Resolution 9, the capital reduction requires the approval of the High Court. Accordingly, following approval of the capital reduction by Shareholders, an application will be made to the High Court in order to confirm and approve the capital reduction.

In seeking the High Court's approval of the capital reduction, the High Court may require protection for the creditors (including contingent creditors) of the Company whose debts remain outstanding on the relevant date, except in the case of creditors which have consented to the capital reduction. Any such creditor protection may include seeking the consent of the Company's creditors to the capital reduction, the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company or the giving of alternative undertakings to protect creditors. The Company currently owes minimal sums to its creditors, consisting of general trade creditors. Where appropriate the Company may seek consent or acquiescence from certain creditors and will seek to give appropriate undertakings to the High Court to protect all other remaining creditors.

It is anticipated that the capital reduction will become effective in the first quarter of 2021, following the necessary registration of the Court Order at Companies House.

Save in respect of the proposed in specie distribution of the Ananda Shares to shareholders, the capital reduction itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company. The Company has no current intention of distributing the reserves created by the capital reduction other than in the case of the Ananda Shares.

URA HOLDINGS PLC

The Board reserves the right to abandon or to discontinue (in whole or in part) any application to the High Court in the event that the Board considers that the terms on which the capital reduction would be (or would be likely to be) confirmed by the High Court would not be in the best interests of the Company and/or the Shareholders as a whole. The Directors have undertaken a review of the Company's liabilities (including contingent liabilities) and are not aware of any issue that might prevent the Company from being able to satisfy the High Court that, as at the date (if any) on which the court order relating to the capital reduction and the statement of capital in respect of the capital reduction have both been registered by the Registrar of Companies at Companies House and the capital reduction therefore becomes effective, the Company's creditors will either consent to the capital reduction or be sufficiently protected.

Following the implementation of the capital reduction, there will be no change in the number of New Ordinary Shares in issue. No new share certificates will be issued as a result of the capital reduction.

Resolution 10

Ordinary Resolution

Resolution 10 is to approve the distribution of the Company's holding of shares in Ananda Developments plc by way of in specie distribution at book value to shareholders such distribution to be conditional upon the Court confirming the capital reduction to be approved by shareholder pursuant to resolution 9.

5. Action to be taken

You will find accompanying this Document a Form of Proxy for use in connection with the General Meeting. Whether or not you intend to be present at the General Meeting, you are asked to complete the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's Registered Office as soon as possible but in any event not later than 11.00 a.m. on 31 December 2020. Completion of the Form of Proxy will not preclude you from attending and voting at the General Meeting should you so wish

6. Recommendation

The Directors consider that the Proposals are in the best interests of Shareholders and the Company as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as they intend to do in relation to the 23,222,222 Ordinary Shares (representing 8.67% of the issued share capital) which they hold; in addition, irrevocable undertakings to vote in favour of the Resolutions have been received in respect of a further 32,822,222 Ordinary Shares (representing 12.25% of the issued share capital).

Yours faithfully

Peter Redmond

Peter Redmond

URA HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of the Company will be held on 5 January 2021 at 11:00 am. to pass the following resolutions:

ORDINARY RESOLUTION

1. To receive the December 2019 Report and Accounts.

ORDINARY RESOLUTION

2. To re-elect as a Director, Colin Weinberg, who offers himself for re-election and who was appointed since the date of the last annual general meeting.

ORDINARY RESOLUTION

3. To reappoint Bright Graham Murray as auditors of the Company and to authorise the Directors to agree their remuneration.

ORDINARY RESOLUTION

4. THAT, subject to the passing of resolution 7, the Directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £2,680 (which will then be equivalent to 26,800,000 new ordinary shares of 0.0001 pence each, and such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the at the conclusion of the next AGM of the Company, to be held in 2021, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require ordinary shares to be allotted or rights to subscribe for or to convert any security into ordinary shares after the authority ends.

SPECIAL RESOLUTION

5. THAT subject to the passing of Resolutions 4 and 7, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
 - (a) to allotments for rights issues and other pre-emptive issues; and
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £2,680 (consisting of 26,800,000 ordinary shares of 0.1 pence).

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the at the conclusion of the next AGM of the Company, to be held in 2021, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be al-

URA HOLDINGS PLC

lotted (and treasury shares to be sold) after the authority ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

ORDINARY RESOLUTION

6. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

ORDINARY RESOLUTION

7. THAT (i) every Ordinary Share of 0.15 pence each in the capital of the Company in issue at close of business on 7 January 2021 ("Existing Ordinary Shares") be subdivided into one ordinary share of 0.0001 pence each in the capital of the Company and one new deferred share of 0.1499p ("New Deferred Shares"); and (ii) that every 100 of the ordinary shares thereby created be consolidated into one new ordinary share of 0.01p ("New Ordinary Shares") and that the New Ordinary Shares shall have the same rights and be subject to the same restrictions as the Existing Ordinary Shares that are currently in issue and as set out in the Articles and that the New Deferred Shares shall have the same rights and be subject to the same restrictions as the existing Deferred Shares of 0.9 pence in the capital of the Company as set out in Article 4A of the Articles of Association of the Company.

ORDINARY RESOLUTION

8. That the terms of the Buy-Back Agreement (as available for inspection on the Company's website and at its Registered Office) be and is hereby approved.

SPECIAL RESOLUTION

9. That, conditional upon resolutions 7 and 8, the share premium account and the capital redemption reserve be cancelled.

ORDINARY RESOLUTION

10. That the distribution of the Company's holding of shares in Ananda Developments plc by way of in specie distribution at book value to shareholders be approved subject to the Court confirming the capital reduction approved by resolution 9.

BY ORDER OF THE BOARD

Peter Redmond

10 December 2020

Registered Office:
6th Floor,
60 Gracechurch Street
London EC3V 0HR

URA HOLDINGS PLC

IMPORTANT NOTES:

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint the Chairman or someone else to vote on your behalf.

1. To be entitled to participate in and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 31 December 2020 (or, in the event of any adjournment, at close of business on the date which is 48 hours before the time of the adjourned meeting).

Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to participate in and vote at the AGM. In alignment with best practice for Listed Companies, and as required by the articles of association of the Company, voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

2. In the light of the Coronavirus pandemic, shareholders are encouraged to vote by proxy. The AGM will commence at 11:00 am on 5 January 2021. In order to safeguard the health of shareholders, the AGM will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.
3. Members are entitled to appoint a proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. Shareholders are encouraged to appoint the Chairman as their proxy, but a third party may be appointed instead.

A Form of Proxy which may be used to make such appointment and give the proxy voting instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact The Company secretary at shaun.zulafgar@shma.co.uk

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

URA HOLDINGS PLC

6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 (below) do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes “For” or “Against” the resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the AGM, as he or she thinks fit.
8. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company’s registered office shown on the Form of Proxy. Proxy appointments to be valid, they must be received by no later than **11:00 am** on **31 December 2020**. If you return more than one proxy appointment, either by paper or electronic communication, that received last by the Company before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed Form of Proxy will not prevent a shareholder attending the AGM and submitting a poll card following the meeting to change his or her vote if he/she wishes to do so.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.

URA HOLDINGS PLC

OTHER INFORMATION

A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR and www.uraholdingsplc.co.uk

1. Information rights

Under the Companies Act 2006, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (“Nominated Persons”) do not include the right to appoint a proxy. However, Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act 2006 and writes to you directly for a response.

2. Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the meeting; and (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

3. Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Companies Act 2006 can require the Company:

URA HOLDINGS PLC

a. to give to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and

b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

4. Total voting rights and share capital

The Company has one class of authorised ordinary shares. The holders of ordinary shares are entitled to one vote per share and are entitled to one vote per share on all matters that are subject to shareholder vote.

As at 10 December 2020 (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of has 267,893,392 Ordinary Shares of 0.15p in issue. The Company holds no ordinary shares in Treasury.

