



URA HOLDINGS PLC

(Incorporated in England and Wales with Registered No. 05329401)

**FORM OF
PROXY**

**For use at the Annual General Meeting to be held at the offices of Shakespeare Martineau LLP,
6th Floor, 60 Gracechurch Street, London EC3V 0HR at 11a.m on 29 June 2022**

Before completing this form, please read the explanatory notes below and the notes to the notice of the Annual General Meeting.

I / WE, _____

being a member of URA Holdings plc (the “**Company**”), appoint the Chairman of the Annual General Meeting

or _____

(Please carefully complete using BLOCK CAPITALS and **black** ink)

as my/our proxy to exercise all or any of my rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 29 June 2022 and at any adjournment of the Annual General Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made (see note 3 below).

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your full entitlement.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To receive the Annual Report and Accounts.			
2. To approve Directors' Remuneration Policy.			
3. To approve the Remuneration Report.			
4. To re-elect Sam Mulligan as a director.			
5. To re-elect Edward Nealon as a director.			

6. To re-elect Bernard Olivier as a director.			
7. To re-elect Peter Redmond as a director.			
8. To re-elect John Treacy as a director.			
9. To re-appoint Bright Graham Murray as auditors.			
10. To authorize the directors to determine the auditors' remuneration.			
11. Grant of authority to the Directors to allot Ordinary Shares.			
12. Disapplication of statutory pre-emption rights on allotment of shares.			
13. To approve for calling of general meetings (other than AGMs) on 14 days' notice.			

Signed.....

Date.....

NOTES:

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. Please fill in your name and address in the space provided. Unless you wish to appoint the Chairman of the General Meeting as your proxy, please fill in your proxy's name and address in the space provided and strike out the words "the Chairman of the meeting". If you do not fill in the name and address of the proxy, the Chairman of the Annual General Meeting will be appointed as your proxy.
2. Please mark the appropriate box with an "X" to indicate how you wish your proxy to vote on each resolution. Unless otherwise instructed, the proxy may vote or abstain from voting at his discretion in respect of the resolutions specified. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each Resolution. Your proxy will vote or abstain from voting as he thinks fit on any other business (including amendments to resolutions) which may properly come before the Annual General Meeting.
3. This form allows you to specify the number of shares in respect of which the proxy is to be entitled to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. If you do not specify a number of shares on the form, the proxy will be deemed made in respect of your entire holding of ordinary shares in the Company. If you wish to appoint more than one proxy, you must fill in a separate proxy form for each appointment. You may photocopy this form for any additional appointments. You should tick the box provided to indicate that the proxy is one of multiple instructions being given and fill in the number of shares in relation to which the proxy appointed by this form is entitled to act.

4. The completed form of proxy should be returned by email to ben.harber@shma.co.uk or jss@uraholdingsplc.co.uk or by post to our Secretarial Agent, Shakespeare Martineau LLP (attention: Ben Harber) at 6th Floor, 60 Gracechurch Street, London EC3V 0HR, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 11 a.m. on 27 June 2022.
5. Appointment of a proxy does not preclude a member from attending the Annual General Meeting and voting using the online poll card system. If a member has appointed a proxy and votes in the poll at the Annual General Meeting, such proxy appointment will automatically be terminated.
6. Any alteration to this Form of Proxy must be initialled.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations Act 2001, those shareholders registered in the register of members of the Company at close of business on 27 June 2022 will be entitled to attend and vote (whether in person or by proxy) at the General Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the register after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. Any power of attorney or any other authority under which the form is signed (or a duly certified copy of such power of attorney or authority) must be included with this form. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.

