

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in URA Holdings plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of URA Holdings plc is 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN. Registered in England and Wales No. 05329401.



URA Holdings plc Notice of Annual General Meeting 30 June 2023 at 10.00 a.m.

This year's Annual General Meeting ("AGM") will be held at the office Orrick, Herrington, Sutcliffe (UK) LLP ("Scrutineer") at 107 Cheapside, London, EC2V 6DN, United Kingdom. Further details of the AGM are explained in the letter from the chairman of the Company ("Chairman") set out on pages 5 to 9 of this notice of AGM ("Notice").

All voting on the resolutions ("Resolutions" and each, a "Resolution") at the AGM will be conducted on a poll, which means that you should submit your form of proxy ("Form of Proxy") as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the AGM formally concludes.

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Key times and dates

Dispatch of this document	2 June 2023
Annual General Meeting	10.00 a.m. on 30 June 2023
Latest time for receipt of proxies	10.00 a.m. on 30 June 2023

How to vote

Your votes matter. If you cannot attend the AGM, please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the Form of Proxy that you received with this document.

All voting at the AGM will be held as a poll in accordance with the provisions of the articles of association of the Company ("**Articles**") 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 votes contained in your completed Form of Proxy or have not voted prior to the AGM) in a short window after the meeting has formally closed. Instructions on how to do this will be given by the Chairman at the AGM.

As a shareholder of the Company ("**Shareholder**"), you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares in the capital of the Company ("**Ordinary Share**" or "**Ordinary Shares**") held by that Shareholder. A proxy need not be a member of the Company.

You can register your vote(s) for the AGM by returning your Form of Proxy by email to the Scrutineer at URA@orrick.com.

How to speak

If you wish to raise a question at the AGM, we ask that you submit your question in advance. We would politely remind you that the board of directors of the Company ("**Directors**" or the "**Board**") will not answer questions relating to the individual rights of Shareholders at the AGM itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you choose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the AGM and identify you by name as the person who has put the question. Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Shareholders will be invited to ask their questions by the AGM host on the day.

Please submit any questions by email to info@uraholdingsplc.co.uk with the subject line "AGM Question".

Chairman's letter

Dear Shareholder,

I look forward to welcoming you at the AGM of URA Holdings plc ("**URA**" or the "**Company**") which will be held at 10.00 a.m. on 30 June 2023 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, the Scrutineer, at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN.

Your votes do matter. Information about how to vote and attend the AGM is given on pages 10 and 11 of this Notice. If you cannot attend the AGM, please vote your shares by voting remotely by appointing the Chairman as your proxy, utilising one of the remote methods detailed in this Notice.

The results of the meeting will be announced by RNS and posted to the Company's website www.uraholdingsplc.co.uk on the day of the meeting. The full poll results will also be published on this website at the same time. The business of the AGM comprises Resolutions that public companies regularly bring to shareholders.

With this Notice you will receive a proxy card as an ordinary Shareholder. However, online voting is quicker and more secure than paper voting, and saves URA time and resources in processing the votes.

The Board is recommending that Shareholders support all of the Resolutions before the AGM by returning their Form of Proxy by email to the Scrutineer at URA@orrick.com, as soon as possible but in any event so as to arrive not later than 10.00 a.m. on 30 June 2023.

Your votes do matter. Information about how to vote at the AGM is given on pages 10 - 11 of this Notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to hearing from you at the AGM.

Ed Nealon

Chairman

2 June 2023

Notice of meeting and Resolutions to be proposed

Notice is hereby given that the AGM of URA Holdings plc will be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN on 30 June 2023, commencing at 10.00 a.m., for the transaction of the following business.

The Board considers that Resolutions 1 to 12 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10, 11 and 12 will be proposed as special Resolutions.

Resolution 1

To receive the report of the Directors and the financial statements of the Company for the year ended 31st December 2022 ("**2022 Accounts**").

Resolution 2

To re-elect, as a Director, Peter Redmond, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Resolution 3

To re-elect, as a Director, John Treacy, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Resolution 4

To re-elect, as a Director, Sam Mulligan, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Resolution 5

To re-elect, as a Director, Edward Nealon, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Resolution 6

To re-elect, as a Director, Bernard Olivier, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Resolution 7

To re-appoint Gerald Edelman LLC of 73 Cornhill London, EC3V 3QQ, as auditors of the Company ("**Auditors**") from the conclusion of the AGM until the conclusion of the next AGM before which accounts are laid.

Resolution 8

To authorise the Directors to determine the Auditor's remuneration.

Resolution 9

Directors' authority to allot shares

THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006, as amended (the "**Act**"), in substitution for all previous and existing powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) or grant rights to subscribe for or convert any securities into shares in the Company ("**Rights**") up to an aggregate nominal amount of £10,640 representing; (a)

the aggregate nominal value of approximately two thirds of the Ordinary Shares prior to the exercise of the convertible loan note issued to Austin Acquisitions 1 Limited (the "CLN"); and (b) aggregate nominal value of the Ordinary Shares to be issued in connection with the CLN, provided that in relation to any allotment of relevant securities in excess of £5,195 representing the aggregate nominal value of approximately one third of the Ordinary Shares (excluding the Ordinary Shares to be issued in connection with the CLN), such authority shall, unless previously revoked or varied by the Company in a general meeting, expire on the conclusion of the next AGM of the Company to be held in 2024 or 15 months after the passing of this resolution, whichever is the earlier, provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted or Rights granted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Resolution 10

Special resolution: Directors' authority to allot Ordinary Shares on exercise of conversion rights under the CLN

THAT conditional on the passing of Resolution 9 above, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities arising from the conversion of a convertible loan note with Austin Acquisitions I Limited dated 19 May 2023 (the "CLN") into Ordinary Shares (the "Conversion Shares").

Resolution 11

Special resolution: authority for disapplication of pre-emption rights (Section 561 of the Act)

THAT conditional on the passing of Resolution 9 above, and in addition to the specific Section 570 authority set out in Resolution 10, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an issue in favour of Shareholders where the equity securities respectively attributable to the interests of all such Shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
- (b) the allotment of equity securities arising from the conversion of any other convertible securities outstanding at the date of this resolution; and
- (c) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £3,117;

provided that this power shall, unless previously revoked or varied by special resolution of the Company in a general meeting, expire at the conclusion of the next AGM of the Company to be held in 2024 or 15 months after the passing of this resolution, whichever occurs first. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

Resolution 12

Special Resolution - meetings on short notice

THAT a general meeting of the Company (other than an AGM) may be called on not less than 14 clear days' notice.

By order of the Board.

OHS Secretaries Limited
Company Secretary

Notes to Resolutions

Notes to Resolution 1 **Reports and accounts**

The Board will present the 2022 Accounts for the year ended 31 December 2022, as contained in the Annual Report.

Notes to Resolution 2

To re-elect, as a Director of the Company, Peter Redmond, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Peter Redmond is a corporate financier with over 35 years' experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years on the Unlisted Securities Market, the Main Market of the London Stock Exchange and AIM, whether by IPO or in many cases via reverse takeovers, across a wide range of sectors, ranging from technology through financial services to natural resources and, in recent years has done so as a director of the companies concerned. He is also a director of Hemogenyx plc (where he was involved in creating the precursor vehicle) and was formerly a director of Ananda Developments plc.

Notes to Resolution 3

To re-elect, as a Director of the Company, John Treacy, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

John Treacy is an experienced London-based financier who specialises in working with growing companies. He qualified as a solicitor in the London office of a major international law firm where he specialised in Capital Markets and Mergers & Acquisitions. From there he moved on to practice corporate finance in the advisory teams of several prominent UK brokerages where he acted as an adviser to a number of AIM companies and advised on numerous initial public offerings, acquisitions, debt restructurings and placings.

Notes to Resolution 4

To re-elect, as a Director, Sam Mulligan, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Sam Mulligan, founder of Malaika Exploration (Zambia) Limited, has developed several successful businesses across China and Asia. He now resides in Zambia. Based in Lusaka, Mr. Sam Mulligan is the managing director and founder of Africa Prospect Development Zambia (APDZ). APDZ focusses on identifying potential new sources of critical metals. These metals are in short supply and will fuel the fourth industrial revolution. The company commenced operations in Zambia in 2016. Prior to APDZ, Sam Mulligan spent 25 years working in the market intelligence sector across Asia. During his time in Asia, Sam has worked across Japan, Korea, Australia, Singapore and China. In 2001, Sam founded a strategic market research company called Data Driven Marketing Asia (DDMA). DDMA specialized in market entry and opportunity appraisal for large scale multinationals to the China market and worked directly with many leading companies including Brown Forman, Anheuser Busch, Walmart, The Australian Wool Board, The Chinese Sports Lottery, Standard Chartered Bank, The Norwegian Seafood Council as well as a selection of other government and foreign investment groups.

Notes to Resolution 5

To re-elect, as a Director, Edward Nealon, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Edward Nealon is a geologist with 47 years' experience in the mining and exploration industry. After graduating in 1974, he commenced his career in South Africa with Anglo American Corporation, before moving to Australia in 1980 where he spent two years in exploration with Rio Tinto. He founded his own

consulting company in 1983 and has practiced in most of the world's major mining centres. Mr Nealon was co-founder and former Chairman of Aquarius Platinum Ltd dual listed on AIM and ASX, co-founder of Sylvania Platinum Ltd (AIM and ASX), co-founder of Tanzanite One (AIM). He holds a Masters degree in Geology and is a member of the Australian Institute of Mining and Metallurgy. Mr Nealon currently also serves as the Non-Executive Chairman for Lexington Gold Ltd.

Notes to Resolution 6

To re-elect, as a Director, Bernard Olivier, who retires in accordance with Article 25.2 of the Articles and offers himself for re-election.

Dr Bernard Olivier is a qualified geologist and has been involved with the mining and exploration industry for the past 23 years. Dr Olivier has over 14 years' experience as a public company director of ASX-listed and AIM-quoted mining and exploration companies. Dr Olivier was previously the CEO of Richland (formerly Tanzanite One Limited) and was credited with restructuring and returning the group to profitability in 2010. As CEO he also led the team which established a maiden JORC Resource estimate of 3.9 million gold ounces for Bezzant Resources plc's Mankayan project and achieved an 8 pence per share return of capital to its shareholders. Dr Olivier is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Dr Olivier currently serves as a Director and Chief Executive Officer of Lexington Gold Ltd.

Notes to Resolution 7

To re-appoint Gerald Edelman LLC as the Auditor from the conclusion of the AGM until the conclusion of the next general meeting before which accounts are laid.

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an Auditor to serve until the next such meeting. It is proposed that Gerald Edelman LLC be reappointed as the Auditor.

Notes to Resolution 8

To authorise the Directors to determine the Auditor's remuneration.

As a matter of law Shareholders are required to approve the delegation to the Directors for the setting of Auditor remuneration.

Notes to Resolutions 9, 10 and 11

Directors' authority to allot shares

Resolutions 9, 10 and 11 seek limited authority from Shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing Shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been URA's approach to seek authority to allot shares at its AGM in order to allow as much flexibility as possible in the interests of the Company and its Shareholders as a whole.

Authority to allot – Resolution 9

The Investment Association share capital management guidelines (the "**IA Guidelines**") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine. **The Directors of the Company are seeking authority to allot shares of up to a maximum nominal amount £10,640 (which includes £250 of nominal capital needed to convert the CLN).. This is the 'Section 551 Amount' referred to in the Articles and the General Authority is equal to approximately 66.66% (i.e., two-**

thirds) of the Company's issued share capital of Ordinary Shares. In accordance with the IA Guidelines, one half of this Section 551 Amount, that is 33.33% (i.e., one-third) of the Company's issued Ordinary Share capital, (excluding treasury shares), can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in sub-paragraph (a) of Resolution 6. The Resolution also allows for the Ordinary Shares to be issued on conversion of the CN to be allotted by the Directors pursuant to Section 551 of the Act. For information, as at 2 June 2023, the Company had 155,845,590 ordinary shares with voting rights in issue and held no treasury shares. The authority conferred pursuant to Resolution 9 will expire on the date of the Company's AGM in 2024 or, if earlier, at the close of business of 6 September 2024 (being 15 months after the date of the forthcoming AGM).

Authority to allot Ordinary Shares on exercise of conversion rights under the CLN – Resolution 10

The CLN for Austin Acquisitions I Limited issued by the Company ahead of this year's AGM will automatically convert following the AGM, subject to the approval of this Resolution 10. Resolution 9 allows for the Ordinary Shares to be issued on conversion of the CLN to be allotted by the Directors pursuant to Section 551 of the Act, and this Resolution specifically disapplies statutory pre-emption rights for that specific allotment of equity securities. The disapplication of statutory pre-emption rights authority in this Resolution is limited to the allotment of equity securities granted pursuant to the conversion of the CLN and issuance of the Ordinary Shares so arising in the nominal amount of £250.

Disapplication of pre-emption rights – Resolution 11

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing Shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 9 and 10 and as noted therein, the proposed Resolution 11 provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £5,195 (representing approximately one third of the Company's share capital), provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues. Further, the Directors of the Company believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 9 and 10, the Directors of the Company should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £3,117 representing approximately 20 per cent. of the Company's share capital. The broadening of the proposed Resolution 9 to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA Guidelines which is limited to rights issues, which the Directors regard as too restrictive. The above departures in Resolutions 9 and 11 from the strict wording of the IA Guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions 9 and 11 are designed to provide greater flexibility for the Directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed. The authority conferred pursuant to Resolution 11 will expire on the date of the Company's AGM in 2024 or, if earlier, at the close of business of 6 September 2024 (being 15 months after the date of the forthcoming AGM).

Notes to Resolution 12 **Meetings on short notice**

Under the provisions in the Act, listed companies must call general meetings (other than an AGM) on at least 21 clear days' notice unless the company: (a) has obtained Shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at its most recent AGM; and (b) offers the facility for Shareholders to vote by electronic means accessible to all Shareholders.

To enable the Company to utilise the shorter notice period of 14 days for calling such general meetings, Shareholders are asked to approve this resolution. The shorter notice period would not be used as a

matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

If granted, this authority will be effective until the Company's next AGM.

Shareholder notes

Voting

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at 5.00 p.m. on 29 May 2023. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions by completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

If you own shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

Shareholders are encouraged to vote by proxy. The AGM will commence at 10.00 a.m. on 30 June 2023.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Scrutineer by email at URA@orrick.com by 10.00 a.m. on 29 June 2023. If you miss this

deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction by email at any time before the time and date above.

The voting instruction received last will be the one that is followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the Form of Proxy provided it is in relation to different shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares via email.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

In this case, no. The Company has not currently enabled CREST proxy voting.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited by email to the Scrutineer at URA@orrick.com by 10.00 a.m. on 29 June 2023.

The meeting

Where and when will the meeting be held?

The meeting is being held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN.

The meeting will start at 10:00 a.m. so please allow plenty of time to travel to the meeting. The meeting room will be available from 9:30 a.m.

Is the meeting at the same location as last year?

No, this year the AGM is at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on page 10. Any voting instructions you have validly given in advance will be counted at the meeting.

What documents do I need?

Please bring your attendance card, if you have one. If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a printout.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that Shareholder, including their attendance card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Scrutineer by the appropriate deadline (see notes on page 10). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to provide this letter to the Registrars in advance of the AGM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.

Please note that proxies and corporate representatives may not invite guests to the meeting.

May I bring a guest?

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the meeting as of right, but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like to bring a guest: info@uraholdingsplc.co.uk

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

May I ask a question at the meeting?

The Chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question, please raise your hand. Please endeavour to keep your questions short.

It is planned that certain members of the Board and senior executives of the Company will make themselves available to shareholders after the AGM.

How can I vote at the meeting?

Your Form of Proxy includes a poll card; please bring this with you if you intend to attend and vote in person at the AGM. Poll cards will also be available at registration. After opening the AGM, the Chairman will put all the Resolutions to the AGM and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close 10 minutes after the AGM ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting by a show of hands. On a poll, each member present in person or by authorised representative or by proxy, has a vote for every share of which he is the holder. Ordinary resolutions require the approval of a simple majority of the votes cast; special resolutions require three-quarters of the votes cast. We have included a 'vote withheld' option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a Resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on www.uraholdingsplc.co.uk by midday on 30 June 2023.

A copy of this Notice and other information required by section 311A of the 2006 Act can be found at www.uraholdingsplc.co.uk All voting at the AGM will be held on a poll.

Information rights

Under the 2006 Act, there are a number of rights that may now be available to indirect investors of URA, 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 Act (“**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 URA, 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 URA is exercising one of its powers under the 2006 Act and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in Section 527 of the Act 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;
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, 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.

Shareholder requisition rights

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

- a. to give, to members of the Company entitled to receive notice of the AGM, 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.

Total voting rights and share capital

As at 2 June 2023, (being the latest practicable date prior to the publication of this Notice) the issued share capital of the Company consisted of 155,845,590 Ordinary Shares of 0.01 pence each in the capital of the Company. Each share carries one vote.

The Company held no shares in treasury, therefore the total voting rights in the Company as at 2 June 2023 were 155,845,590.

Updates to this number are released via the Regulatory News Service on the last day of each month and can be viewed online at www.uraholdingsplc.co.uk.

