

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Shares, please forward this Circular together with the accompanying Proxy Form at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents and contact immediately the bank, stockbroker or other agent through whom the transfer or sale was effected.



Urban Exposure Plc

(a public limited company incorporated in England & Wales under the Companies Act 2006 with company no. 11302859)

Proposed members' voluntary liquidation Proposed cancellation of admission to trading on AIM Notice of General Meeting

The London Stock Exchange plc has not itself examined or approved the contents of this Circular. AIM is a market designed primarily for emerging or smaller companies to which a higher degree of investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules for Companies are less demanding than those of the Official List. A prospective investor should be aware of the risks of investing in AIM companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriate financial adviser.

A notice convening a General Meeting of the Company to be held at the offices of Hogan Lovells International LLP, Atlantic House, 50 Holborn Viaduct, London EC1A 2FG on 22 June 2021 at 10.00 a.m. to vote on the proposals to cancel the Company's admission to trading on AIM and to approve the liquidation of the Company is set out at the end of this Circular. Whether or not you plan to attend the General Meeting, you are encouraged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible. To be valid, completed Form of Proxy should be returned by post or by hand (during normal business hours only) to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible and in any event so as to be received no later than 10.00 a.m. on 18 June 2021 (or, in the event of an adjournment, no later than 48 hours before the time of the adjourned meeting). **PLEASE COMPLETE AND RETURN A FORM OF PROXY FOR THE GENERAL MEETING.** Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the General Meeting.

If the measures set out in the UK Government's roadmap to lifting COVID-19 restrictions in England are implemented as currently expected, physical attendance at the General Meeting should be possible as usual. However, given the uncertainty surrounding the COVID-19 situation, the Company urges Shareholders to vote by proxy and to appoint the chairman of the meeting as their proxy for that purpose. If COVID-19 restrictions remain in force at the time of the General Meeting and a Shareholder does not appoint a proxy, or appoints someone other than the chairman of the meeting as their proxy, that Shareholder, or its proxy, may not be able to attend the General Meeting in person to cast the Shareholder's vote. All votes on the resolutions contained in the Notice General Meeting will be held by poll, so that all proxy votes will be counted.

Liberum Capital Limited ("**Liberum**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as Nominated Adviser to the Company in connection with

the matters described in this Circular. Persons receiving this Circular should note that Liberum will not be responsible to anyone other than the Company for providing the protections afforded to customers of Liberum, or for advising any other person on the arrangements described in this Circular.

Your attention is drawn to the letter from the Chairman of the Company set out in Part I of this Circular, which sets out the background to and reasons for the Cancellation and the Liquidation, and includes a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting. The General Meeting has been convened by the Directors for the purpose of considering the Resolutions set out in this Circular.

EXPECTED TIMETABLE

Latest time and date for receipt of Form of Proxy for the General Meeting	10.00 a.m. on 18 June 2021
Record date in respect of the General Meeting	6.30 p.m. on 18 June 2021
Expected last day for dealings in the Shares on AIM	21 June 2021
Record Date for participation in the Initial Distribution	6.30 p.m. on 21 June 2021
Suspension of the Shares from trading on AIM	7.30 a.m. on 22 June 2021
General Meeting and appointment of Liquidators	10.00 a.m. on 22 June 2021
Expected time and date of the Cancellation of admission of the Shares to trading on AIM	7.00 a.m. on 23 June 2021
Anticipated date for Initial Distribution to Shareholders*	By 6 July 2021
Anticipated date for distribution of any remaining cash surplus to Shareholders*	By July 2022

* actual date to be determined by Liquidators

The dates set out in the expected timetable may be adjusted by the Company in which event details of the new dates will be notified to Shareholders via an announcement made by the Company through a regulatory information service.

DOCUMENTS ACCOMPANYING THIS CIRCULAR

Accompanying this Circular is a Form of Proxy for the General Meeting

YOU ARE ENCOURAGED TO VOTE AT THE GENERAL MEETING EITHER IN PERSON OR BY PROXY.

The General Meeting is being convened to vote on and approve the members' voluntary liquidation of the Company and the cancellation of the admission of the Shares to trading on AIM. Whether or not you plan to attend the General Meeting, you should complete, sign and return the Form of Proxy for use at the General Meeting, or alternatively, if you hold your Shares in CREST, appoint a proxy through the CREST electronic proxy appointment service, so as to be received no later than 10.00 a.m. on 18 June 2021. If the Form of Proxy is not returned so as to be received by the date and time mentioned above and/or are not completed in accordance with the instructions on it, it will be invalid.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

More detailed instructions on how to complete and return the Form of Proxy or to make a CREST electronic proxy appointment are contained in the notes to the Notice of General Meeting.

PART I

LETTER FROM THE CHAIRMAN

Urban Exposure plc

(a public limited company incorporated in England & Wales under the Companies Act 2006 with company no. 11302859)

Directors

Graham Warner* (Chairman)
Sam Dobbyn
Andrew Martin Baddeley*
Nigel Peter Greenaway*

Registered Office

6 Duke Street St James's
London
SW1Y 6BN

* *Non-Executive Director*

21 May 2021

Dear Shareholder

Proposed members' voluntary liquidation of the Company Proposed cancellation of admission to trading on AIM Notice of General Meeting

Introduction

Further to the Company's announcement on 20 April 2021, in light of the continued progress made in realising the Group's loan portfolio and the ongoing costs of remaining as an AIM quoted company, the Board believes it is now in the best interests of Shareholders to appoint liquidators to implement a solvent members' voluntary liquidation of the Company (the "**Liquidation**") and to cancel the admission of the Company's Shares to AIM (the "**Cancellation**").

The purpose of this Circular and the accompanying notice is to convene a general meeting (the "**General Meeting**") of the Company to be held at the offices of Hogan Lovells International LLP, Atlantic House, 50 Holborn Viaduct, London EC1A 2FG at 10.00 a.m. on 22 June 2021, to consider, and if considered appropriate, approve the Liquidation and the Cancellation. A notice of the General Meeting is set out at the end of this Circular.

If the measures set out in the UK Government's roadmap to lifting COVID-19 restrictions in England are implemented as currently expected, physical attendance at the General Meeting should be possible as usual. However, given the uncertainty surrounding the COVID-19 situation, the Company urges Shareholders to vote by proxy and to appoint the chairman of the meeting as their proxy for that purpose. The Company will continue to monitor developments, including any regulatory changes in relation to COVID-19. If it becomes necessary or appropriate to revise the arrangements for the General Meeting, further announcements will be made and information will be made available on our website at www.urbanexposureplc.com.

Background

Since 5 May 2020, the Company has been focused solely on completing an orderly wind-down of its assets and operations in order to maximise the return of capital to its Shareholders. In December 2020, the Company returned approximately £65 million to Shareholders via an own-share tender offer at a price of 75 pence per Share. Since then, despite the continuation of the COVID-19 pandemic, the Company has continued to make significant progress in liquidating the Group's remaining loan book.

As at 30 April 2021, being the latest practicable date prior to the date of this Circular, the Group had a cash balance of £31.3 million, and a loan and investment receivables balance of £22.5 million. After considering a range of options, the Directors have concluded that the most appropriate method of returning value to Shareholders is through the Liquidation and the Cancellation.

The Board is seeking the approval of Shareholders to enter into Liquidation at the present time because it believes that the costs of continuing to operate as an AIM listed company, including the requirement to produce public audited accounts, now outweigh the benefits of doing so and would reduce the cash available for distribution to Shareholders. Shareholders should be aware that, if the Resolutions are passed at the General Meeting, the Company will not publish an annual report and audited financial statements for the financial year ending 31 December 2020.

As announced on 20 April 2021, the Board estimates that returns to Shareholders via the Liquidation should be within a range of 72 pence to 75 pence per Share.

The Initial Distribution

Taking into account the Company's current cash balances, and following preliminary discussions with the Liquidators, the Board currently expects that (based on certain assumptions set out in more detail below) an Initial Distribution equal to approximately 31.6 pence per Share should be made to those Shareholders appearing on the Register as at the Record Date, within 10 business days of the Company entering into Liquidation. Shareholders should note that the precise timing and amount of any such Initial Distribution is a matter for the Liquidators and will depend upon the circumstances of the Company at the time.

Shareholders who hold their Shares in CREST will receive the Initial Distribution through the CREST system. Shareholders who hold their Shares in certificated form will be paid the Initial Distribution by way of cheques drawn upon a UK clearing bank posted to the registered addresses of such Shareholders as at the Record Date. Such payments will be made at the sole risk of the Shareholder concerned.

Subsequent distributions

It is anticipated that, subject to the continued review of the Company's financial position by the Liquidators and the circumstances prevailing at the relevant time, there will be further distributions to Shareholders subsequent to the Initial Distribution, if, as and when the Group realises its remaining portfolio of loans. It is currently expected that the Liquidation of the Company will be completed, and the final distribution to Shareholders (if any) will be made, within twelve months of the date on which the Liquidators are appointed. However, the final distribution will not be made until the Liquidators have completed their statutory duties to seek out, adjudicate and pay creditors' claims and HMRC has confirmed its agreement to the Company's tax returns and that it has no objection to the closure of the Liquidation; there can be no guarantee that the Liquidation process will not be delayed.

The Board currently estimates that the total value returned to Shareholders via distributions made subsequent to the Initial Distribution will be within a range of approximately 40 pence to 43 pence per Share, making total distributions of 72 pence to 75 pence per Share. It should be noted, however, that these figures represent the Company's best estimate on the basis of information currently available to it, and there can be no guarantee of the size of any subsequent distributions or that any such distributions will be made. The precise timing and amount of any subsequent distributions will be a matter for the Liquidators and will depend on the financial condition of the Company at the relevant time.

Shareholders should note that the Board's estimate of the total returns to Shareholders via the Liquidation and, in particular, the estimated amounts and timing of any distributions to Shareholders made subsequent to the Initial Distribution, are subject to the outcome of a number of matters currently affecting the Company. The outcome and speed of resolution of these matters, which are summarised below, will determine the precise timing and amount of capital that can be returned to Shareholders subsequent to the Initial Distribution:

- The Company anticipates that it will be required to utilise all of its legal rights to recover the full amount due to it under one of its remaining loans. The loan has an outstanding balance of £10.7 million (as at 30 April 2021).
- An early release is being sought by the Company from its lease obligations in relation to its office space, with the current contractual release date being November 2023.

- The Company is continuing in its claim for damages against Honeycomb Holdings Limited for breach of contract in relation to the share purchase agreement dated 10 March 2020 (the “SPA”). In addition, the Company intends to seek relief from other entities within or connected to the Pollen Street Capital group, including Honeycomb Investment Trust plc, Pollen Street Capital Limited and Pollen Street Capital Holdings Limited, for procuring or inducing the breach by Honeycomb Holdings Limited of the SPA.
- Two subsidiaries of the Company have received a letter before claim from a defaulting borrower regarding a purported breach of loan documentation by the Company in relation to that borrower. External legal counsel has advised that the claim is entirely without merit and the Company intends to robustly defend its position.

Prior to making the Initial Distribution, the Liquidators will retain from the Company’s cash balances an amount required to cover these and the Company’s other known and contingent liabilities, the VAT inclusive costs of the Liquidation and an additional retention for known contingencies (the “**Liquidation Fund**”). The Liquidators will not make any subsequent distributions unless they are satisfied that sufficient cash has been retained to provide for the actual and contingent liabilities of the Company at the relevant time, and the final distribution (if any) will not be paid until the Liquidators are satisfied that all actual and contingent liabilities of the Company have been discharged.

Each subsequent distribution, including any final distribution, will be paid by way of cheques drawn upon a UK clearing bank posted to the registered addresses for each Shareholder held by the Company. Such payments will be made at the sole risk of the Shareholder concerned.

The Liquidation

Shareholders will be able to realise their investment in the Company through the Liquidation, which is conditional upon Shareholder approval of the Liquidation Resolutions which, in turn, are conditional upon Shareholder approval of the Cancellation Resolution. If the Liquidation Resolutions are passed, the Company intends that Geoffrey Paul Rowley and David Frederick Shambrook, both of FRP Advisory Trading Limited, should be appointed as the joint liquidators of the Company and the other remaining members of the Group (the “**Liquidators**”). Upon the appointment of the Liquidators, all powers of the Board will cease (except so far as the Shareholders or the Liquidators sanction their continuance) and the Liquidators will be responsible for the affairs of the Company until it is wound up.

The Liquidators will retain the services of the Company’s Chief Executive Officer, Sam Dobbyn, its Chief Operating Officer, Robert Pritchard and its Chief Risk Officer, Michael McMahon until the wind-down and realisation of the Company’s loan book is substantially complete. The Company’s Registrar, Equiniti, will be retained by the Company during the liquidation period until the final distribution has been paid.

The Board has agreed that the Liquidators will be remunerated by reference to the time properly incurred by them and their staff in attending to matters prior to and during the winding-up of the Company. The Liquidators’ fees in respect of the liquidation of the Group will be fixed at £120,000 (exclusive of VAT and disbursements), any increase to which would require further approval from Shareholders. The Board estimates that the total costs and expenses of the Liquidation will amount to approximately £790,000. This figure includes the fees of the Liquidators and those of the Company’s advisers in connection with the Liquidation, as well as the salaries to be paid to retained staff in respect of the services to be provided by them.

Following their appointment at the General Meeting, the Liquidators will take control of the Company, take custody of all of the Company’s assets, invite creditors to submit particulars of debt and consider and settle each liability of the Company. Within approximately 10 business days of being appointed, having discharged or reserved for the liabilities and satisfied or reserved for all the creditors of the Company, the Liquidators have indicated that they intend to make an initial cash distribution to Shareholders (the “**Initial Distribution**”) equal to approximately 31.6 pence per Share. The expected timing and amount of the Initial Distribution are based on the following assumptions:

- (a) the Group has aggregate cash balances of £27.5 million immediately following the appointment of the Liquidators;
- (b) the number of Shares in issue at the time of the Initial Distribution (excluding Shares held in treasury) is 72,155,955; and

- (c) the Liquidation Fund set aside by the Liquidators in respect of, amongst other things, the Company's known and contingent liabilities and the VAT inclusive costs of the Liquidation is equal to £4.72 million.

Before the Initial Distribution and each subsequent distribution (if any) can be made to Shareholders, the Liquidators must be satisfied that either all liabilities of the Company have been settled, or that sufficient cash has been retained to discharge or provide for all of the Company's actual and contingent liabilities.

Once the Liquidators are satisfied that all actual and contingent liabilities of the Company have been settled, any surplus will be distributed to the Shareholders at the Liquidators' discretion as a final distribution. Any such final distribution is expected to be made at the conclusion of the Liquidation and, once this is completed, the Company will be dissolved. The precise timing and amount of the final distribution is uncertain, and the Liquidators' remuneration and any expenses will be deducted prior to any final distribution to Shareholders.

A copy of the proposed final account must be sent to the Shareholders, giving a minimum of eight weeks' notice of the date upon which the Liquidators intend to deliver the final account to the Registrar of Companies. Once finalised, the final account will be sent to the Shareholders and to the Registrar of Companies within 14 days of the date of the final account. The Company will be dissolved on expiry of three months following the filing of the final account with the Registrar of Companies.

The Cancellation

As the commencement of the Liquidation will render the Company inappropriate for admission to trading on AIM, the Directors propose to seek cancellation of the Shares from trading at the General Meeting.

Rule 41 of the AIM Rules for Companies requires an AIM company that wishes to cancel admission of its securities to trading on AIM to notify such intended cancellation to the public and separately to inform the London Stock Exchange of its preferred cancellation date. That rule also requires that, unless the London Stock Exchange otherwise agrees, such cancellation must be conditional upon the consent of not less than 75 per cent. of votes cast by the Shareholders, given in a general meeting.

The Shares will be suspended from trading at 7.30 a.m. on 22 June 2021 in advance of the General Meeting. Subject to Shareholder approval at the General Meeting, it is expected that the admission of the Shares to trading on AIM will be cancelled with effect from 7.00 a.m. on 23 June 2021, following the appointment of the Liquidators at the General Meeting.

Under the AIM Rules, cancellation requires the expiration of a period of not less than 20 clear business days from the date on which notice of the intended cancellation is given to the London Stock Exchange. The Company has notified the London Stock Exchange of the proposed cancellation.

If the Cancellation Resolution is approved, there will be no formal market mechanism enabling Shareholders to trade their Shares on AIM or any other recognised market or trading facility. In addition, Shareholders will no longer be afforded the protections given by the AIM Rules. If Shareholders wish to buy or sell Shares on AIM, they should do so prior to the Cancellation becoming effective.

It is the Company's intention to cancel the CREST facility following the passing of the Cancellation Resolution and arrangements will be made to send share certificates to those Shareholders (at their risk) currently using CREST. The Shares will remain capable of being transferred in paper form until the Liquidation is completed, however, such transfers will be permitted only in the absolute discretion of the Liquidators. **Shareholders should not expect to be able to transfer their Shares following the Cancellation.**

Upon cancellation of the Shares to trading on AIM, Liberum will cease to be the Company's nominated adviser and broker and the Company will no longer be required to comply with the AIM Rules.

Inter-conditionality of the Resolutions

The Cancellation Resolution is not conditional upon the Liquidation Resolutions being approved. If Shareholders approve the Cancellation Resolution but do not approve the Liquidation Resolutions, the admission of the Shares to trading on AIM would be cancelled with effect from 23 June 2021, but the Company would not enter into Liquidation. In such circumstances, the Company would continue its operations until other proposals can be put forward and approved, but, amongst other things:

- (a) the Initial Distribution would not be paid to Shareholders;
- (b) there would no longer be a formal market mechanism for Shareholders to trade in the Shares, and no price would be publicly quoted for the Shares. The liquidity and marketability of the Shares would be very limited and the value of the Shares may be consequently adversely affected; and
- (c) Shareholders would no longer be afforded the protections given by the AIM Rules such as the requirement to be notified of certain events, including substantial transactions, financing transactions, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals.

The Liquidation Resolutions are conditional upon the Cancellation Resolution being passed. If the Cancellation Resolution is not passed at the General Meeting the Liquidation Resolutions cannot pass. In these circumstances:

- (a) the Shares would not be cancelled from trading on AIM and the Company would not enter into Liquidation; and
- (b) the Company would continue in operation until alternative proposals can be put forward and approved by Shareholders, but the increased cost base of operating as an AIM listed company would reduce the cash available for distribution to Shareholders. The Company estimates that, if the Liquidation Resolutions are not passed and the Company maintains its listing on AIM, its operating expenses would be equal to approximately £200,000 per month.

The Liquidation and the Cancellation may have personal tax consequences for Shareholders who, if they are in any doubt, should consult their professional independent tax adviser. The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact on them of the Liquidation and the Cancellation.

General Meeting

The completion of the Cancellation and the Liquidation requires the approval of Shareholders.

A notice convening a general meeting of the Company for 10.00 a.m. on 22 June 2021 at the offices of Hogan Lovells International LLP, Atlantic House, 50 Holborn Viaduct, London EC1A 2FG, at which the Cancellation Resolution and the Liquidation Resolutions will be proposed, is attached to this Circular.

The Cancellation Resolution is a special resolution, which require three-quarters of the votes cast in person or by proxy on a show of hands or a poll to be in favour.

The Liquidation Resolutions include special resolutions to wind up the Company voluntarily and to authorise the Liquidators (once they have been appointed) to divide and distribute the Company's assets amongst the Shareholders, and ordinary resolutions to appoint and appropriately authorise the Liquidators as joint liquidators of the Company and to approve their remuneration and recovery of any disbursements. The ordinary resolutions require a simple majority of the votes cast in person or by proxy on a show of hands or a poll to be in favour and the special resolutions require three-quarters of the votes cast in person or by proxy on a show of hands or a poll to be in favour.

The quorum for the General Meeting is two Shareholders present in person or by proxy.

Action to be taken

You will find enclosed a Form of Proxy for use at the General Meeting.

Whether or not you intend to attend the General Meeting, you are urged to complete the Form of Proxy as soon as possible and return it, together with any power of attorney or other authority under which it is signed (or a notarially certified or office copy thereof) to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 48 hours before the time of the General Meeting. Alternatively, you may submit your vote electronically via the Registrar's web portal, www.sharevote.co.uk or, if you hold your shares in uncertificated form, you may use the CREST electronic proxy appointment service as described in note 9 to the notices of the General Meeting.

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of either Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so. **Your attention is drawn to the notes to the Form of Proxy.**

If the measures set out in the UK Government's roadmap to lifting COVID-19 restrictions in England are implemented as currently expected, physical attendance at the General Meeting should be possible as usual. However, given the uncertainty surrounding the COVID-19 situation, the Company urges Shareholders to vote by proxy and to appoint the chairman of the meeting as their proxy for that purpose. If COVID-19 restrictions remain in force at the time of the General Meeting and a Shareholder does not appoint a proxy, or appoints someone other than the chairman of the meeting as their proxy, that Shareholder, or its proxy, may not be able to attend the General Meeting in person to cast the Shareholder's vote. All votes on the resolutions contained in the Notice General Meeting will be held by poll, so that all proxy votes will be counted.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Recommendation

The Board of Directors consider that the Liquidation and the Cancellation are in the best interests of Shareholders as a whole, and unanimously recommend that Shareholders vote in favour of the Resolutions at the General Meeting

The Board intends to vote in favour of each of the Resolutions in respect of their respective direct and indirect shareholdings in the Company which, in aggregate, amount to 75,000 Shares representing 0.01 per cent. of the issued share capital of the Company on a fully diluted basis.

You are requested to complete and return the enclosed Form of Proxy without delay, whether or not you intend to attend the General Meeting.

IF SHAREHOLDERS DO NOT VOTE IN FAVOUR OF THE CANCELLATION RESOLUTION AND THE LIQUIDATION RESOLUTIONS, THE COMPANY WILL NOT BE ABLE TO ENTER INTO A MEMBERS' VOLUNTARY LIQUIDATION AND CANCEL ITS ADMISSION TO TRADING ON AIM. IN THESE CIRCUMSTANCES, THE BOARD WOULD SEEK TO PUT FORWARD ALTERNATIVE PROPOSALS BUT, IN THE MEANTIME, THE COMPANY WOULD BE SUBJECT TO THE ONGOING COSTS OF RETAINING ITS AIM LISTING AND WOULD CONTINUE TO BE REQUIRED TO PRODUCE PUBLIC ACCOUNTS. THESE AND OTHER ONGOING COSTS WOULD CONTINUE TO REDUCE THE CASH AVAILABLE TO RETURN TO SHAREHOLDERS.

IF SHAREHOLDERS ONLY APPROVE THE CANCELLATION RESOLUTION AND NOT THE LIQUIDATION RESOLUTIONS, THE COMPANY WILL CONTINUE ITS OPERATIONS BUT ITS SHARES WILL CEASE TO BE ADMITTED TO TRADING ON AIM. ALTHOUGH THE BOARD WOULD SEEK TO PUT FORWARD ALTERNATIVE PROPOSALS, SHAREHOLDERS WOULD NO LONGER BE AFFORDED THE PROTECTIONS GIVEN BY THE AIM RULES AND THE LIQUIDITY AND MARKETABILITY OF THE SHARES WOULD BE VERY LIMITED AND THE VALUE OF THE SHARES MAY BE ADVERSELY AFFECTED.

Yours faithfully,

Graham Warner
Chairman

DEFINITIONS

“Act”	The Companies Act 2006, as amended
“AIM”	AIM, the market operated by the London Stock Exchange
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by the London Stock Exchange, as amended from time to time
“Board” or “Directors”	the board of directors of the Company
“Business Day”	any day other than a Saturday, Sunday or public holiday in England and Wales
“Companies Act”	the Companies Act 2006, as amended
“Company”	Urban Exposure Plc
“Cancellation”	the proposed cancellation of admission of the Shares to trading on AIM
“Cancellation Resolution”	the resolution to be proposed at the General Meeting to approve the Cancellation
“Circular”	this document
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations)
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the Regulations)
“CREST participant”	a person who has been admitted by Euroclear as a participant (as defined in the Regulations)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system participant (as defined in the Regulations)
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored Member
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on 22 June 2021 and any adjournment thereof, notice of which is set out at the end of this Circular
“Form of Proxy”	the Form of Proxy accompanying this Circular
“Group”	the Company and its subsidiary undertakings (as defined in the Act) at the relevant time
“Liberum”	Liberum Capital Limited
“Liquidation”	the members’ voluntary liquidation of the Company
“Liquidation Resolutions”	the resolutions to be proposed at the General Meeting for approval of the Liquidation
“Liquidators”	Geoffrey Paul Rowley and David Frederick Shambrook, both of FRP Advisory Trading Limited, 2nd Floor, 110 Cannon Street, London, EC4N 6EU
“London Stock Exchange”	London Stock Exchange plc
“Record Date”	6.30 p.m. on 21 June 2021
“Register”	the register of members of the Company
“Registrar”	Equiniti Limited

“Shareholders”	holders of Shares
“Shares”	the ordinary shares of £0.01 each in the capital of the Company
“Sterling” or “£” or “GBP”	the lawful currency of the United Kingdom

NOTICE OF GENERAL MEETING

Urban Exposure plc

(a public limited company incorporated in England & Wales under the Companies Act 2006 with company no. 11302859)

NOTICE is hereby given that a general meeting of Urban Exposure plc (the “**Company**”) will be held at 10.00 a.m. on 22 June 2021 at the offices of Hogan Lovells International LLP, Atlantic House, 50 Holborn Viaduct, London EC1A 2FG for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the admission of the ordinary shares of £0.01 each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the directors of the Company be authorised to take all steps which they consider to be necessary or desirable in order to effect such cancellation.
2. **THAT** conditional upon the passing of Resolution 1, the Company be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986.

ORDINARY RESOLUTION

3. **THAT** conditional upon the passing of Resolution 2, Geoffrey Paul Rowley and David Frederick Shambrook, both of FRP Advisory Trading Limited, 2nd Floor, 110 Cannon Street, London, EC4N 6EU, be and are hereby appointed as joint liquidators of the Company (the “**Joint Liquidators**”).

SPECIAL RESOLUTION

4. **THAT** conditional upon the passing of Resolution 2, the Joint Liquidators be and are hereby authorised to divide and distribute among the members of the Company all or part of the assets of the Company in accordance with the Company’s articles of association.

ORDINARY RESOLUTIONS

5. **THAT** conditional upon the passing of Resolution 2, anything required or authorised to be done by the Joint Liquidators be and are hereby authorised to be done by both or either of them.
6. **THAT** conditional upon the passing of Resolution 2, the remuneration of the Joint Liquidators for dealing with matters arising prior to and in the liquidation (including the liquidations of subsidiary companies) will be charged on a time cost basis, fixed at £120,000 plus VAT and disbursements, without further resolution of the shareholders of the Company and that the Joint Liquidators be authorised to draw such remuneration on account as and when funds permit.
7. **THAT** conditional upon the passing of Resolution 2, disbursements for any mileage can be recharged at the HMRC approved mileage rate prevailing at the time the mileage was incurred by the Joint Liquidators, to be reimbursed as and when funds permit.
8. **THAT** conditional upon the passing of Resolution 2, the Company’s books and records be held by the Joint Liquidators and may not be destroyed until two years after the dissolution of the Company.

By order of the Board

Link Company Matters
Company Secretary

21 May 2021

6 Duke Street St James’s
London SW1Y 6BN

Notes:

Attendance of Meeting and Proxy Appointments

1. The Company specifies that only those shareholders registered in the register of members of the Company as at 6.30 p.m. on 18 June 2021 or, if the General Meeting is adjourned, close of business on the day two days prior to the adjourned meeting shall be entitled to attend or vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. If the General Meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 6.30 pm on the day two days prior (not counting days that are not business days) to the reconvened General Meeting shall be entitled to attend and vote at the General Meeting . Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
2. A member entitled to attend and vote at the General Meeting may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member may only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attaching to different ordinary shares held by him. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a duly certified copy of the authority) must be returned by one of the following methods and in each case must be received by the Company's registrars not less than 48 hours before the time of the General Meeting:
 - (a) in hard copy form by post, by courier or by hand to the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or
 - (b) alternatively, you can submit your vote electronically via the Registrar's web portal, www.sharevote.co.uk; or in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
3. Completion and return of the form of proxy, or completion of the online voting process, will not, subject to any COVID-19 related restrictions which may be in place at the time, preclude shareholders from attending and voting at the General Meeting. The form of proxy includes a vote withheld option. Please note 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 any particular resolution.
4. Each shareholder entitled to attend the General Meeting, and each duly appointed proxy, has one vote for each resolution voted on by a show of hands. If a proxy has been appointed by more than one member entitled to vote, and one of those members has instructed the proxy to vote for the resolution and one or more other of those members has instructed the proxy to vote against it, the proxy has one vote for and one vote against the resolution on a show of hands. In the event of a poll the proxy can exercise the respective voting rights of each appointing member.
5. Under section 324A of the Act, a proxy must vote in accordance with any instructions given by the member by whom they are appointed.
6. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act (each a "**Nominated Person**"). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. Shareholders entitled to attend and vote as above, have a right to ask questions related to the business put to the General Meeting as set out in this Circular. The Directors will endeavour to answer all such questions as fully as possible, however, they are not required to answer if to do so would interfere unduly with the preparation for the General Meeting or would involve the

disclosure of confidential information, if the answer has already been given on a website in the form of an answer to a question or it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

8. A corporation which is a member may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Documents available for inspection

13. Copies of the contracts of service of the directors employed by the Company and the letters of appointment of the non-executive directors are available for inspection by members of the Company at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the close of the General Meeting.
14. The documents mentioned above will also be available for inspection at the place of the General Meeting where they will be made available from at least 15 minutes prior to the General Meeting until the close of the General Meeting.

Share capital

15. As at 20 May 2021 (being the latest practicable date prior to publication of this Circular), the Company’s issued share capital comprised 78,333,334 ordinary shares of 1 penny each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company has 6,177,379 ordinary shares in treasury and is not permitted to exercise voting rights in respect of these shares. Accordingly, the total number of voting rights in the Company as at 20 May 2021 is 72,155,955.

Members' further rights

16. Members of the Company have the right, under section 338 of the Act, to require, subject to certain conditions, the Company to give its members notice of a resolution which the shareholders wish to be moved at the General Meeting . Additionally, members of the Company have the right under section 338A of the Companies Act to require, subject to certain conditions (including that the matter is not defamatory of any person, frivolous or vexatious) the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the General Meeting . The Company is required to give such notice of a resolution or include such matter once it has received requests from members representing at least 5% of the total voting rights of all the members who have a right to vote at the General Meeting or from at least 100 members with the same right to vote who hold ordinary shares in the Company on which there has been paid up an average sum, per member, of at least £100. This request must (1) be received by the Company not later than six weeks before the General Meeting or, if later, the time at which notice is given of the General Meeting, identify the resolution of which notice is to be given or the matter of business by either setting it out in full or, if supporting a resolution or statement sent by another member, clearly identify the resolution or matter of business which is being supported, be authenticated by the person or persons making it, and be sent either in hard copy form to the Company's registered office marked for the attention of the Directors (and signed), or by email to robert@urbanexposureplc.com marked for the attention of the Company Secretary. In the case of a request relating to section 338A of the Act, the request must be accompanied by a statement setting out the grounds for the request.

Website

17. A copy of this Notice can be found at www.urbanexposureplc.com.

Communication

18. Except as provided above, members who have general queries about the general meeting should contact the Company at robert@urbanexposureplc.com (no other methods of communication will be accepted).
19. You should not use any electronic address provided either in this Notice or any related documents (including the Circular and/or Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

