

UCP plc
(the "Company")
(incorporated in the Isle of Man with registered no. 010231V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 55, Athol Street, Douglas, Isle of Man IM1 1LA at 11 a.m. on 20 October 2021 for the following purposes:

IMPORTANT: COVID-19 IMPLICATIONS – PARTICIPATING IN THE ANNUAL GENERAL MEETING

In accordance with current guidance regarding Covid-19 and the travel restrictions into the Isle of Man, we recommend that you should not attempt to physically attend the Annual General Meeting. Instead, we recommend that you vote by proxy, in accordance with the instructions below, so as to arrive not later than 11.00am on 18 October 2021, being 48 hours before the time of the meeting.

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2021 together with the Directors' report and Auditors' report on those accounts
2. To re-appoint KPMG Audit LLC as auditors and to authorise the Directors to determine the auditors' remuneration
3. To re-elect Donald Lake as a Director
4. To re-elect Nicholas Sallnow-Smith as a Director
5. To re-elect John Sleeman as a Director
6. To re-elect Mohammad Khan as a Director

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

1. To amend the Company's Articles of Association to extend the life of the Company to 31 December 2023 by the adoption of the following new Article 156 in substitution for and to the exclusion of the existing Article 156:

"The Company shall commence its winding up and dissolution not later than 31 December 2023".

By order of the Board
Graham Smith
Company Secretary
13 September 2021

Notes:

1. The Company, pursuant to regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, specifies that only those shareholders registered in the register of members of the Company as at 11 a.m. on 20 October 2021 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the aforesaid annual general meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members of the Company after 11 a.m. on 18 October 2021 or, in the event that the meeting is adjourned, in the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to FIM Capital Limited, 55, Athol Street, Douglas, Isle of Man IM1 1LA or by facsimile to +44 (1) 1624 604790 or by email to noxley@fim.co.im so as to arrive not later than 11 a.m. on 18 October 2021 being 48 hours before the time of the meeting.
5. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.