UCP PLC

(the ''Company'')
Form of Proxy for use at 2019 Annual General Meeting
11 a.m. on 27th September 2019

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We (see note 1)

.....

of.....

being a shareholder of the Company hereby appoint the Chairman of the meeting or (see note 2)

……

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 11 a.m. on 27th September 2019 and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as I/we have indicated below by marking the appropriate box with an 'X'.

If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Annual General Meeting or any adjournment thereof.

Please clearly mark the box below to instruct your proxy how to vote.

Ordinary Business	**For**	**Against**	**Withheld**
1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2019 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			
7. To amend the Company's Articles of Association to extend the life of the Company to 31 December 2021 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 2021".			

Signature(s) …….

Print Name ……..

Date ……..

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.

2. If you wish to appoint a person other than the Chairman of the meeting, you should insert their full name in the box. Such proxy need not also be a member of the Company.

3. This form must (a) in the case of an individual be signed by the appointor or his attorney duly authorised in writing; and (b) in the case of a corporation, be executed under its common seal or signed by an officer or attorney so authorised.

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

5. To be effective, completed forms of proxy must be returned to the Company's registered office, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, either by personal delivery, post, facsimile transmission (+44 (0)1624 604790) or email (lcain@fim.co.im), as soon as possible but, in any event, by no later than 11 a.m. on 25th September 2019. Completion and return of a form of proxy will not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person if he or she wishes to do so.

6. To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. The "Withheld" option is provided to enable you to withhold your vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote "For" or "Against" a resolution.

7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, additional proxy form(s) may be obtained from the Company Secretary at the address set out in note 5.

8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.