

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Iconic Labs plc ("**Company**"), please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Iconic Labs plc
Registered in England and Wales No. 10197256
27-28 Eastcastle Street
London
W1W 8DH

8th December 2020

To ordinary shareholders

Dear Shareholder

Annual General Meeting 2020

I am pleased to send you details of our 2020 annual general meeting ("**AGM**"), which will be held at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT on 31 December 2020 at 11.00 a.m. The formal notice of the AGM, which is set out on pages 4 to 6 of this document ("**Notice**"), sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

In light of the ongoing restrictions imposed as a result of the Covid-19 pandemic, and the Company's key priority to the health and safety of its employees, clients, business partners and shareholders, the AGM is being held as a closed meeting, with the attendance of a minimum number of directors and shareholders for quorum purposes. Please note therefore that shareholders will not be permitted to attend the AGM in person and the meeting will be a purely functional meeting.

Consequently, given the restrictions on attendance, and to more accurately reflect the views of the shareholders, all of the resolutions shall be decided by way of a poll so that the votes of shareholders who do not attend in person can be counted.

Shareholders are advised to appoint the "Chair of the meeting" as their proxy rather than a named person who will not be permitted to attend the meeting.

The action to be taken by shareholders in respect of the AGM is set out on page 3 of this document. You are encouraged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received at the offices of the Company's registrar, SLC Registrars, by no later than 11.00 a.m. on 29 December 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

This year, shareholders will be asked to approve 9 resolutions. Resolutions 1 to 7 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution.

Resolutions 8 and 9 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

Resolution 1: Annual report and accounts

The directors must present the Company's annual accounts and the strategic, directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30 June 2020, and are called the Annual Report 2020.

The Annual Report 2020 is available on the Company's website (www.iconiclabs.co.uk). If you have elected to receive correspondence in hard copy, then a copy of the Annual Report 2020 will accompany this document.

Resolution 2: Directors' remuneration report

The Company must seek shareholder approval at each AGM for the part of its directors' remuneration report which describes how the Company's directors' remuneration policy has been implemented during the previous financial year.

The relevant part of the directors' remuneration report is set out on pages 17 to 21 of the Annual Report 2020.

Resolutions 3 to 4: Reappointment of directors

Resolution 3 proposes the reappointment of Liam Harrington as a director. This is in accordance with the Company's articles of association, which require that one third of the directors (or the number nearest to but not exceeding one third) retire by rotation at each AGM, with each director also being subject to reappointment at intervals of not more than three years. As the three executive directors have been directors for the longest period of time since they were last appointed or reappointed by shareholders, the Company proposes the reappointment of Liam Harrington.

Resolution 4 proposes the reappointment of Katharine Lewis as a director. Under the Company's articles of association, any new director appointed by the board must retire and seek reappointment at the next AGM following their appointment. This gives shareholders the opportunity to confirm that appointment.

Biographies of each of these directors are set out on page 13 of the Annual Report 2020, together with a full explanation of the reasons why the board believes these directors should be reappointed to the board.

Resolutions 5 and 6: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. The Audit Committee, which has evaluated the effectiveness and independence of the external auditors, has recommended to the board that Crowe UK LLP be proposed for re appointment. Therefore, resolution 5 proposes the reappointment of Crowe UK LLP as auditors (to hold office until the next such meeting).

In accordance with normal practice, resolution 6 authorises the Audit Committee to determine the auditors' remuneration.

Resolution 7: Authority to allot shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 7 is in two parts.

In line with guidance issued by the Investment Association, if passed, part 7.1 of resolution 7 will authorise the directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £124,684.16. This amount represents approximately one third of the issued ordinary share capital of the Company as at 7 December 2020, being the last practicable date before the publication of this document.

In addition, if passed, part 7.2 of resolution 7 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to a further aggregate nominal amount of £124,684.16. This amount represents approximately one third of the issued ordinary share capital of the Company as at 7 December 2020, being the last practicable date before the publication of this document.

If given, these authorities will expire at the conclusion of the Company's next AGM or on the date which is 15 months after the date of the AGM (whichever is the earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

The directors have no current intention to exercise either of the authorities sought under resolution 7. However, the directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

Resolution 8: Disapplication of pre-emption rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Companies Act 2006 ("Act")) for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 8 which will be proposed as a special resolution, will enable the directors to allot equity securities up to a maximum aggregate nominal amount of £37,405.25 without having to comply with statutory pre-emption rights.

The powers proposed under resolution 8 will be limited to allotments:

- (a) up to an aggregate nominal amount of (i) £249,368.32 in connection with a rights issue or (ii) £124,684.16 in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £37,405.25 (which represents approximately ten per cent of the issued ordinary share capital of the Company as at 7 December 2020, being the last practicable date before the publication of this document). The board considers that in light of the current public health situation and consequent negative consequences for the UK and global economy it is prudent that the Company has increased flexibility to raise capital quickly on a non-pre-emptive basis, but at a level which is still consistent with the authorities sought by and granted to other smaller listed companies.

If given, this power will expire at the conclusion of the Company's next AGM or on the date which is 15 months after the date of the AGM (whichever is the earlier). It is the directors' intention to renew this power each year.

Resolution 9: Purchase by the Company of its own shares

Resolution 9, which will be proposed as a special resolution, if passed, it will allow the Company to purchase up to 3,740,524,804 ordinary shares in the market (which represents approximately 10 per cent of the issued ordinary share capital of the Company as at 7 December 2020, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next AGM or on the date which is 15 months after the date of the AGM (whichever is the earlier). It is the directors' intention to renew this authority each year.

The directors have no current intention to exercise the authority sought under resolution 9 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the directors will only exercise this authority if they believe that to do so would be a prudent use of the company's cash resources and would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

The directors intend to cancel any shares purchased under this authority. No shares will be held as treasury shares.

Recommendation

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Those directors who hold shares in the Company will be voting in favour of all of the resolutions, and unanimously recommend that you do so as well.

Action to be taken

If you would like to vote on the resolutions set out in the Notice, please appoint a proxy or proxies by completing the Form of Proxy sent to you with this document to be sent to you on, and returning it to our registrars.

Your proxy appointment must be received by 11.00 a.m. on 29 December 2020. Further details relating to voting by proxy are set out in the notes to the Notice on page 7 of this document and in the Proxy Form.

Yours sincerely



John Quinlan
Chief Executive Officer

ICONIC LABS PLC

(Registered in England and Wales with no: 10197256)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2020 annual general meeting of Iconic Labs plc ("**Company**") will be held at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT on 31 December 2020 at 11.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions and special resolutions as appropriate.

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

1. To receive the Company's annual accounts and the strategic, directors' and auditors' reports for the year ended 30 June 2020.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 30 June 2020.
3. To reappoint Liam Harrington as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
4. To reappoint Katharine Lewis, who has been appointed by the board since the last annual general meeting, as a director of the Company.
5. To reappoint Crowe UK LLP as auditors of the Company.
6. To authorise the Audit Committee to determine the remuneration of the auditors.
7. **THAT**, pursuant to section 551 of the Companies Act 2006 ("**Act**"), the directors be generally and unconditionally authorised to allot Relevant Securities:
 - 7.1 up to an aggregate nominal amount of £124,684.16; and
 - 7.2 comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £124,684.16 in connection with an offer by way of a rights issue:
 - (a) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months after the date of the passing of this resolution (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "**Relevant Securities**" means ordinary shares in the Company or rights to subscribe for or to convert any security into ordinary shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in addition to all existing authorities under section 551 of the Act.

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

8. **THAT**, subject to the passing of resolution 7 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 7 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:
- 8.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 7.2 of resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):
- (c) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (d) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 8.2 otherwise than pursuant to paragraph 8.1 of this resolution, up to an aggregate nominal amount of £37,405.25,
- and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months after the date of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under sections 570 of the Act.

9. **THAT**, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares, provided that:
- 9.1 the maximum aggregate number of ordinary shares which may be purchased is 3,740,524,804;
- 9.2 the minimum price (excluding expenses) which may be paid for an ordinary share is £0.00001;
- 9.3 the maximum price (excluding expenses) which may be paid for an ordinary share is the higher of:
- 9.3.1 an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and
 - 9.3.2 an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months after the date of the passing of this resolution (whichever is the earlier), save that the Company may enter into a contract to purchase ordinary shares before

this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired.

By order of the board



John Quinlan
Chief Executive Chairman

Dated: 8 December 2020

Registered office
27-28 Eastcastle Street
London
W1W 8DH

NOTES

1. Under normal circumstances, a member is entitled to attend and vote at the meeting and is entitled to appoint one or more than one proxy to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. However, given the restrictions on attendance at the meeting, members should appoint the Chair of the meeting as their proxy, rather than appointing one or more named persons who will not be permitted to attend the meeting. A form of proxy is enclosed and members are strongly encouraged to complete and return the form of proxy appointing the 'Chair of the meeting' as their proxy to ensure their votes are included in the poll vote conducted on the resolutions.
2. To be valid, the form of proxy must be completed, signed and sent or delivered during normal business hours only, to the Company's registrar, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13-0TS or by scanning a signed copy and emailing this to office@slcregistrars.com by no later than 11.00 a.m. on 29 December 2020, or not less than 48 hours before the time appointed for any adjournment thereof (not including weekends or public holidays).
3. Any power of attorney or any such other authority under which the form of proxy is signed (or a duly certified copy of such power of attorney) must be included with the form of proxy.
4. In the case of joint holders, any one holder may sign the form of proxy. The vote of the senior holder (first named registered shareholder) who tenders a vote whether in person or by proxy will be accepted to the exclusion of votes from other joint holders.
5. Any 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 shares. As no additional members or their representatives will be able to attend the meeting at 11.00 a.m. on 31 December 2020, corporate members are strongly encouraged to complete and return a form of proxy appointing the 'Chair of the meeting' as their proxy to ensure their votes are included in the poll vote.
6. To abstain from voting on the resolution, select the "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting on his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any matter which is put to the annual general meeting.
7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at 6.30 p.m. on 29 December 2020 or, if the meeting is adjourned, as at 48 hours before the time appointed for any adjournment thereof (not including weekends or public holidays) (as the case may be). In each case, changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote (and the number of votes they may cast) at the meeting.
8. Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands.
9. Subject to any Government Public Health restrictions concerning Covid-19, the following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the end of the meeting:
 - a. Copies of the service contracts of the executive directors;
 - b. Copies of the letter of appointment of the non-executive director.
10. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on page 13 of the enclosed annual report and accounts.
11. The information required by section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders is available at www.iconiclabs.co.uk.