

ICONIC LABS PLC (“COMPANY”)

(Registered in England and Wales with no: 10197256)

ANNUAL GENERAL MEETING FORM OF PROXY

I/We
(FULL NAME(S) IN BLOCK CAPITALS)

of
(ADDRESS IN BLOCK CAPITALS)

.....
being (a) member(s) of the above named Company, appoint the ‘Chair of the meeting’ as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the annual general meeting of the Company to 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. and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made.
(For the appointment of more than one proxy, please refer to Explanatory Note 3.)

I/We would like my/our proxy to vote on the resolutions to be proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy can vote as he or she chooses or can decide not to vote at all in relation to any business of the meeting.

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive the annual accounts and strategic, directors’ and auditor’s reports for the financial year ended 30 June 2020.			
2. To approve the director’s 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.			
4. To reappoint Katharine Lewis as a director of the Company.			
5. To reappoint Crowe UK LLP as auditors of the Company.			
6. To authorise the Audit Committee to fix the remuneration of the auditors.			
7. To authorise the directors to generally allot relevant equity securities.			
SPECIAL RESOLUTION			
8. To empower the directors to allot relevant equity securities on a non-pre-emptive basis in connection with the general authority to allot relevant equity securities.			
9. To authorise the Company to make market purchases of ordinary shares.			

Signature

Date December 2020

Notes

- 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.
- 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, 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).
- 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.
- 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.
- 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.
- 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.
- 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.
- Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands.