

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, as amended.

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
7 Bell Yard
London
WC2A 2JR

20 May 2021

To ordinary shareholders

Dear Shareholder

Notice of General Meeting

I am pleased to send you details of a general meeting (“**GM**”) of the Company, which will be held at the offices of KWM Europe LLP, 11th Floor, 20 Fenchurch Street, London EC3M 3BY on Tuesday, 15 June 2021 at 2.00 p.m.

Overview of Notice of Meeting:

The formal notice of the GM, which is set out on pages 6 to 8 of this document (“**Notice**”), sets out the business to be considered at the GM and the resolutions (“**Resolutions**”) that the Company is asking its shareholders to pass in connection with the business to be considered. The purpose of this letter is to provide you with further details about those items of business.

This letter also explains why the Board considers that the Resolutions to be proposed at the GM are in the best interests of shareholders as a whole and why the Board unanimously recommends that shareholders vote in favour of the Resolutions (see the “Importance of your vote” section below).

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 GM is being held as a closed meeting, with the physical attendance of a minimum number of directors and shareholders for quorum purposes. Please note therefore that shareholders will not be permitted to attend the GM in person. Shareholders will, however, be able to follow proceedings on Tuesday, 15 June 2021 at 2.00 p.m. (via the details enclosed with this document). Shareholders will not be able to virtually vote on the Resolutions at the meeting, however, they can be represented by the Chair acting as their proxy. A password is enclosed with this document which allows shareholders to access the link to the meeting. Should there be any problems connecting via the link, please email IR@iconiclabs.co.uk.

Accordingly, shareholders are advised to vote on the Resolutions by proxy. Shareholders should appoint the “Chair of the meeting” as their proxy rather than a named person who will not be permitted to attend the meeting due to prevailing COVID-19 measures.

Consequently, given the restrictions on attendance and voting, and to reflect more accurately the views of 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.

Any shareholder has the right to ask questions in relation to the business to be transacted at the meeting. Ahead of the meeting, shareholders are encouraged to submit any questions by sending them to IR@iconiclabs.co.uk by Tuesday, 8 June 2021. Answers to shareholders' questions will be provided on the Company's website ahead of the proxy deadline.

The action to be taken by shareholders in respect of the GM is set out on page 5 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 2.00 p.m. on Friday, 11 June 2021 (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). Further details are set out in the explanatory notes on the Form of Proxy.

Word from the CEO:

As I set out in greater detail in the Chairman's Statement from the H2 Interim Accounts for 2020 released on 30 April 2021, we are now building the Company's future and assembling a new portfolio of cutting-edge media, data, information, internet, security, and technology companies.

Discussions are ongoing with numerous companies, but transactions will only be realised if the Company has sound financing plans in place. This is why we have convened this general meeting.

Prior to my arrival as CEO, the Company was financed by European High Growth Opportunities Securitization Fund (represented by its management company European High Growth Opportunities Manco SA, a company registered in Luxembourg whose registered office is at 18, Rue de Robert Stumper, 2557 Luxembourg, registered with the Luxembourg trade and companies register under number B 124207) (the "**Investor**") via convertible notes and warrants.

Since my arrival, the Investor has provided additional funds via a Settlement Agreement (defined below) and additional financing pursuant to the Amended 2020 Issuance Agreement (defined below). Today, there remains £2.5 million in additional financing that the Company can draw upon pursuant to those facility arrangements. However, each one of these financing arrangements require an increase in the Company's authorities so that convertible securities and shares, rather than cash, can be issued to the Investor pursuant to the terms of the Company's agreements with the Investor.

The Company also considers it prudent to have in place additional modest reserves of approximately £5,000,000 so as to provide flexible financing options. Such financing is likely to entail the issue of convertible securities ("**Flexible Facility**"). The Company is therefore asking shareholders to approve the shareholder resolutions relating to this.

Finally, our discussions with the Investor regarding a larger long term financing facility of up to £50 million are ongoing.

The Company has the potential to grow over the months and years to come. At present, that will only happen with the continued financial support of the Investor and for that to happen, we request that the shareholders approve the resolutions contained in this circular.

Importance of your vote:

Your attention is drawn to the fact that the existing financing arrangements with the Investor are conditional and dependent upon, amongst other things, the Resolutions in part. This is also expected to be the case for the Flexible Facility. In addition, the Resolutions are largely inter-conditional and therefore depend in part on the other Resolutions being passed at the GM.

If the Resolutions are not passed at the GM, the Company will have insufficient authorities in place to issue the Ordinary Shares to the Investor on conversion of the notes and warrants under any of the 2019 Issuance Agreement, the Amended 2020 Issuance Agreement and the Settlement Agreement. Under the terms of each of those agreements, the Company's failure to issue such Ordinary Shares will constitute an event of default and the Investor will have a right to terminate the relevant agreement. Under the Amended 2020 Issuance Agreement, there is also a termination fee which may be payable by the Company to the Investor in the event of termination. In addition, under the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement, the Company will also be obliged to pay the Investor a cash sum in respect of such notes and warrants where the Company is unable to issue Ordinary Shares due to insufficient authorities being in place.

Given the financial state of the Company, the Board believes that the support of the Investor is crucial to its continued survival and success.

Accordingly, if the Resolutions are not passed, then the Board expects that:

- the Company will be unable to comply with its obligations under the existing financing arrangements with the Investor which may lead to such arrangements being terminated by the Investor;
- the Company risks being unable to fund its short-term working capital needs;
- consequently, the Board may be required to take advice, consider any alternative options and, if appropriate, implement restructuring action and cease near-term investment;
- despite the above restructuring action, the Company may not be considered a ‘going concern’, and may not receive a clean viability statement from its auditors; and
- as a result of the above, the Company could face risks which would result in a substantial loss of shareholder value.

Consequently, the Company is exposed to significant liquidity risks over the near, medium and long terms in the absence of the proceeds of the existing financing arrangements with the Investor and the Flexible Facility which, without such proceeds, could result in the loss by shareholders of all or part of their investment in the Company.

Accordingly, the Board considers that the Resolutions to be proposed at the GM are in the best interests of shareholders as a whole in light of the current circumstances and unanimously recommends that shareholders vote in favour of the Resolutions.

Background:

On 26 March 2021, the Company signed a settlement agreement (“**Settlement Agreement**”) with the Investor with respect to claims made by the Investor in connection with alleged breaches of various finance agreements that the Company had entered into with the Investor. Pursuant to the terms of the Settlement Agreement (I) the Company agreed inter alia, to (a) be bound by the agreements previously entered into with the Investor; (b) issue an additional 80 convertible notes (equivalent to an aggregate amount of £800,000) together with an appropriate number of warrants under the terms of the finance agreements shortly after the signing of the Settlement Agreement; (c) issue a prospectus within three months of the date of the Settlement Agreement and convene a general meeting of shareholders to obtain relevant corporate approvals relating to the issuance of shares under the agreements entered into with the Investor; (d) buy back any warrants where the Company has insufficient corporate authorities to issue shares; (e) a right of first offer in favour of the Investor with respect to any future variable rate equity financing that the Company may undertake; and (f) make certain corporate governance changes (such as the changes to the board of directors as have been recently announced by the Company); (II) the Investor provided the Company with an interim loan of £310,000 in order to fund the Company’s issuance of a prospectus and to pay certain other amounts (and such loan is to be refinanced through the issuance of 31 convertible notes to the Investor; (III) the exercise price of the previously issued warrants (with an exercise price higher than £0.0001) was amended to £0.0001; and (IV) all warrants issued prior to the date of the Settlement Agreement were amended such that the end of the warrant exercise period with respect to all such warrants is extended to the date which falls five years from the date of the Settlement Agreement. The Investor retained certain rights against the Company if it breached the Settlement Agreement, including the right to commence proceedings to enforce all claims against the Company.

On 15 April 2021, the Company and the Investor entered into a deed of variation to amend the deed of issuance and subscription in respect of notes convertible into new shares with share subscription warrants attached dated 7 February 2020 (the “**Amended 2020 Issuance Agreement**”). The amendments reflect the terms of the Settlement Agreement referred to above. The issuances under the Amended 2020 Issuance Agreement are each subject to a number of conditions, including the Resolutions being passed. To date, the Company has drawn down net monies amounting to £2,500,000 in aggregate under the Amended 2020 Issuance Agreement. Each time the Company draws down a tranche it issues the Investor with a number of notes with warrants attached. These notes and warrants are capable of being converted into ordinary shares of £0.00001 each in the capital of the Company (“**Ordinary Shares**”).

The Company has also issued a number of convertible notes to the Investor under a deed of issuance and subscription entered into between the Company and the Investor on 5 August 2019 in respect of notes which, on the satisfaction of a number of conditions, were convertible into Ordinary Shares and to which share subscription warrants were to be attached, once the same conditions had been satisfied, and which was subsequently amended by way of a deed of variation dated 7 February 2020 (as amended, the “**2019 Issuance Agreement**”).

A number of notes worth in aggregate £1,865,000 are outstanding under the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement.

As (i) the Company is likely to draw down further tranches under the Amended 2020 Issuance Agreement; and (ii) the Investor holds a number of notes and warrants issued under the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement that are convertible into Ordinary Shares, shareholders are being asked to approve certain resolutions in order to enable the Company to continue to draw down funds under the Amended 2020 Issuance Agreement and convert the notes and warrants that have been issued.

As noted above, the Company also considers it prudent to have in place additional modest reserves of approximately £5,000,000 by way of the Flexible Facility to provide it with flexible financing options which is likely to entail the issue of convertible securities.

The Resolutions:

At the GM shareholders will be asked to approve five resolutions:

- Resolutions 1 and 2 are each proposed as ordinary resolutions. This means that, for the relevant resolution to be passed, more than 50 per cent of the votes cast must be in favour of the resolution.
- Resolutions 3, 4 and 5 are each proposed as special resolutions. This means that, for the relevant resolution to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

Resolution 1: Authority to allot relevant securities in respect of the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement

The directors will need authority under the Companies Act 2006 (the “**Act**”) in order for the Company to be able to convert the notes and/or warrants issued under the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement and issue further notes and/or warrants under such agreements, including in respect of subsequent drawdowns under the Amended 2020 Issuance Agreement.

If passed, this resolution will authorise the directors to issue Ordinary Shares on the conversion of any notes and/or warrants issued under these agreements and also to issue further notes and/or warrants under these agreements (which grant rights to subscribe for Ordinary Shares). If given, this authority, which is in addition to any existing other authorities to allot relevant securities, will expire on 14 June 2026.

Resolution 2: Authority to allot relevant securities in respect of any Flexible Facility

The directors will need authority under the Act in order for the Company to be able to issue convertible securities and subsequently issue Ordinary Shares on conversion of such convertible securities to the Investor in connection with any Flexible Facility.

If passed, this resolution will authorise the directors to issue convertible securities (which grant rights to subscribe for Ordinary Shares) and Ordinary Shares on conversion of such convertible securities to the Investor in connection with any Flexible Facility. If given, this authority, which is in addition to any existing other authorities to allot relevant securities, will expire on 14 June 2026.

Resolution 3: Disapplication of pre-emption rights in respect of the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement

The Company will need authority to disapply the pre-emption rights conferred by the Act in connection with the issue of (i) Ordinary Shares pursuant to the conversion of notes and/or warrants issued under the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement; and (ii) notes and/or warrants

issued under the Amended 2020 Issuance Agreement as contemplated by the allotment authority conferred by Resolution 1 above.

This Resolution will be proposed as a special resolution and is in addition to any existing powers conferred on the Company. If given, this authority will expire on 14 June 2026.

Resolution 4: Disapplication of pre-emption rights in respect of any Flexible Facility

The Company will need authority to disapply the pre-emption rights conferred by the Act in connection with the issue of convertible securities and Ordinary Shares on conversion of such convertible securities to the Investor in connection with any Flexible Facility, as contemplated by the allotment authority conferred by Resolution 2 above.

This Resolution will be proposed as a special resolution and is in addition to any existing powers conferred on the Company. If given, this authority will expire on 14 June 2026.

Resolution 5: Disapplication of pre-emption rights in respect of the allotment authorities from the Company's AGM

This Resolution will be proposed as a special resolution and will enable the directors to allot the relevant equity securities pursuant to the authority conferred at the Company's Annual General Meeting on 31 December 2020 without having to comply with statutory pre-emption rights.

By way of background, at the Company's Annual General Meeting on 31 December 2020, the shareholders passed a resolution authorising 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 as well as up to a further aggregate nominal amount of £124,684.16 in connection with a rights issue. An aggregate nominal amount of £124,684.16 represents approximately one third of the issued ordinary share capital of the Company as at 19 May 2021, 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 GM (whichever is the earlier).

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. The directors unanimously recommend that you vote in favour of all of the resolutions.

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 and returning it to our registrars. As noted above, given the restrictions on attendance and voting at the meeting, shareholders should appoint the "Chair of the meeting" as their proxy rather than a named person who will not be permitted to attend the meeting due to prevailing COVID-19 measures.

Your proxy appointment must be received by **2.00 p.m. on Friday, 11 June 2021**. Further details relating to voting by proxy are set out in the notes to the Notice on pages 9 to 10 of this document and in the Form of Proxy.

Yours sincerely

Brad Taylor
Chief Executive Officer

ICONIC LABS PLC

NOTICE OF GENERAL MEETING

(Incorporated and registered in England and Wales with registered number 10197256)

Notice is given that a General Meeting of Iconic Labs plc (“**Company**”) will be held at the offices of KWM Europe LLP, 11th Floor, 20 Fenchurch Street, London EC3M 3BY on Tuesday, 15 June 2021 at 2.00 p.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.

ORDINARY RESOLUTION

1. THAT, pursuant to section 551 of the Companies Act 2006 (“**Act**”), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of £0.00001 each in the capital of the Company (“**Ordinary Shares**”), or grant rights to subscribe for or to convert any security into Ordinary Shares (“**Rights**”), (such Ordinary Shares and Rights being “**Relevant Securities**”) up to an aggregate nominal amount of £743,708 as required pursuant to or as contemplated by:
 - (a) a deed of issuance entered into on 7 February 2020 (as amended on 15 April 2021) with European High Growth Opportunities Securitization Fund (represented by its management company European High Growth Opportunities Manco SA, a joint stock company registered in Luxembourg whose registered office is at 18, Rue de Robert Stumper, 2557 Luxembourg, registered with the Luxembourg trade and companies register under number B124207) (the “**Investor**”) (the “**Amended 2020 Issuance Agreement**”); and
 - (b) a deed of issuance and subscription entered into between the Company and the Investor on 5 August 2019 in respect of notes which, on the satisfaction of a number of conditions, are convertible into Ordinary Shares and to which share subscription warrants were to be attached, once the same conditions had been satisfied, and which was subsequently amended by way of a deed of variation dated 7 February 2020 (as amended, the “**2019 Issuance Agreement**”),

provided that (unless previously revoked, varied or renewed) this authority shall expire on 14 June 2026, save that the Company may make an offer or agreement before this authority expires which would or might require Relevant Securities to be allotted or granted after this authority expires and the directors may allot or grant Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act, and does not revoke, any such existing authorities previously granted to the directors.

2. THAT, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot or grant Relevant Securities up to an aggregate nominal amount of £1,679,894 as required pursuant to or as contemplated by any flexible finance facility (“**Flexible Facility**”), provided that (unless previously revoked, varied or renewed) this authority shall expire on 14 June 2026, save that the Company may make an offer or agreement before this authority expires which would or might require Relevant Securities to be allotted or granted after this authority expires and the directors may allot or grant Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act, and does not revoke, any such existing authorities previously granted to the directors.

SPECIAL RESOLUTION

3. THAT, subject to the passing of Resolution 1 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) pursuant to the authority granted by Resolution 1 being the directors' authority to allot or grant Relevant Securities in connection with the 2019 Issuance Agreement and the Amended 2020 Issuance Agreement, up to an aggregate nominal amount of £743,708 as if section 561 of the Act did not apply to any such allotments and (unless previously revoked, varied or renewed) this power shall expire on 14 June 2026, save that the Company may make an offer or agreement before this authority expires which would or might require Relevant Securities to be allotted or granted after this authority expires and the directors may allot or grant Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 570 of the Act, and does not revoke, any such existing authorities previously granted to the directors.

4. THAT, subject to the passing of Resolution 2 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) pursuant to the authority granted by Resolution 2 being the directors' authority to allot or grant Relevant Securities in connection with any Flexible Facility, up to an aggregate nominal amount of £1,679,894 as if section 561 of the Act did not apply to any such allotments and (unless previously revoked, varied or renewed) this power shall expire on 14 June 2026, save that the Company may make an offer or agreement before this authority expires which would or might require Relevant Securities to be allotted or granted after this authority expires and the directors may allot or grant Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 570 of the Act, and does not revoke, any such existing authorities previously granted to the directors.

5. THAT, 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 authority granted by resolution 7 at the Company's Annual General Meeting held on 31 December 2020 as if section 561 of the Act did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities 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 of the Company's Annual General Meeting held on 31 December 2020, such power shall be limited to the allotment of equity securities 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, 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 make an offer or agreement before this power expires which would or might require equity securities to be allotted after this power expires and the directors may allot equity securities pursuant to any such offer or agreement as if this power had not expired.

This authority is in addition to all existing authorities under section 570 of the Act, and does not revoke, any such existing authorities previously granted to the directors.

By order of the board

Brad Taylor
Chief Executive Officer

Dated: 20 May 2021

Registered office
7 Bell Yard
London
WC2A 2JR

Notes

1. The right to vote at the meeting is determined by reference to the register of members. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), those shareholders registered in the register of members of the Company as 6.30 p.m. on Friday, 11 June 2021 (or, if the meeting is adjourned, close of business on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend the meeting and vote by proxy in respect of the number of shares registered in his or her name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend the meeting or vote (and the number of votes he or she may cast).
2. In light of the ongoing restrictions imposed as a result of the COVID-19 pandemic, shareholders will not be permitted to attend the GM in person. Shareholders will, however, be able to follow proceedings on Tuesday, 15 June 2021 at 2.00 p.m. (via the details enclosed with this document). Shareholders will not be able to virtually vote on the Resolutions at the meeting, however, they can be represented by the Chair acting as their proxy. A password is enclosed with this document which allows shareholders to access the link to the meeting. Should there be any problems connecting via the link, please email IR@iconiclabs.co.uk.
3. Under normal circumstances, a shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend, speak and vote in his or her 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 shareholder of the Company. However, given the restrictions on attendance and voting at the meeting, shareholders 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 due to prevailing COVID-19 measures. A Form of Proxy is enclosed, and shareholders 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.
4. A proxy may only be appointed in accordance with the procedures set out in these notes and the notes to the Form of Proxy.
5. The appointment of a proxy will not preclude a Shareholder from following proceedings at the meeting or asking questions ahead of the meeting.
6. The Form of Proxy is enclosed. Additional proxy forms may be obtained by contacting the Company’s registrar, SLC Registrars, on +44 (0)203 890 2122 or the Form of Proxy may be photocopied. State clearly on the Form of Proxy the number of shares in relation to which the proxy is appointed.
7. To be valid, the Form of Proxy must be completed, signed and received by the Company’s registrar, SLC Registrars, either:
 - a. by post to PO Box 5222, Lancing BN99 9FG;
 - b. (during normal business hours only) by hand to Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13-0TS; or
 - c. by scanning a signed copy and emailing to proxy@slcregistrars.com,in each case, no later than 2.00 p.m. on Friday, 11 June 2021 (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).
8. 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.
9. 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.
10. A shareholder may terminate a proxy instruction but to do so you will need to send a signed notice clearly stating your intention to revoke your proxy appointment to:
 - a. the Company’s registrar, SLC Registrars, either:
 - i. by post to PO Box 5222, Lancing BN99 9FG;
 - ii. (during normal business hours only) by hand to Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13-0TS; or
 - iii. by scanning a signed copy and emailing to proxy@slcregistrars.com; or
 - b. in the case of a shareholder which is a company, to the registered office of the Company. In such case, the revocation notice must be executed under the corporate shareholder’s common seal or signed on its behalf by an officer of the corporate shareholder or an attorney for the corporate shareholder. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice,in each case, the revocation notice must be received by the Company’s registrar, SLC Registrars, or the Company (as applicable) no later than 2.00 p.m. on Friday, 11 June 2021 (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).
11. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

12. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that where there is more than one representative, they do not exercise such powers in relation to the same shares. However, given the restrictions on attendance and voting at the meeting, corporate shareholders 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 due to prevailing COVID-19 measures.
13. To abstain from voting on a resolution, mark 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 or if you select the “Discretionary” option, your proxy will vote (or abstain from voting) in his or her discretion. This means that your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any matter which is put to the general meeting. However, given the restrictions on attendance and voting at the meeting, shareholders 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 due to prevailing COVID-19 measures.
14. As at 6.30 p.m. on 19 May 2021 (the latest practicable date before publication of this notice), the Company’s issued share capital consists of 37,405,248,039 ordinary shares of £0.00001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.30 p.m. on 19 May 2021 is 37,405,248,039.
15. It is proposed that all votes on the resolutions at the meeting will be taken by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.
16. Any shareholder has the right to ask questions in relation to the business to be transacted at the meeting. Ahead of the meeting, shareholders are encouraged to submit any questions by sending them to IR@iconiclabs.co.uk by Tuesday, 8 June 2021. Answers to shareholders’ questions will be provided on the Company’s website ahead of the proxy deadline. The Company must cause to be answered any question relating to the business to be dealt with at the meeting put by a shareholder but no such answer need be given if: (a) to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
17. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company’s website.
18. Except as provided above, shareholders who have general queries about the meeting should contact the Company via IR@iconiclabs.co.uk (no other methods of communication will be accepted).
19. You may not use any electronic address provided either:
 - a. in this notice; or
 - b. any related documents Form of Proxyto communicate with the Company for any purposes other than those expressly stated.
20. 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.

