THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, 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 your shares in the Company, please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Full details of how to vote are set out in Notes 2 to 5 in the Notes to the Notice of Annual General Meeting (AGM). Please submit your proxy vote so as to reach the Company's registrar as soon as possible and in any event no later than 11.00 a.m. on 18 December 2026, or if you are a CREST member, by using the service provided by Euroclear, or for Institutional Investors via the Proxymity Platform.

Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

ICONIC LABS PLC

(Incorporated under the Companies Act 2006 and registered in England and Wales
with registered number 10197256)

Notice of Annual General Meeting

Notice is hereby given that the AGM of Iconic Labs Plc will be held at the offices of AMBA Company Secretarial Services Limited, c/o Regus, 4th Floor, One Kingdom Street, Paddington Central, London W2 6BD on Tuesday, 22 December 2026 at 11.00 a.m. for the purposes of considering and, if thought fit, passing the following Resolutions 1 to 7 as ordinary resolutions and Resolution 8 as a special resolution:

ORDINARY RESOLUTIONS

Resolution 1

To receive the accounts for the financial year ended 30 June 2026 together with the report of the Directors of the Company, the Strategic Report, the Directors' Remuneration Report and the Auditor's Report for the financial year.

Resolution 2

THAT Royce Peeling Green Limited be re-appointed as Auditor of the Company, to hold office from the conclusion of this AGM to the conclusion of the next annual general meeting of the Company.

Resolution 3

THAT the Directors be authorised to determine the remuneration of the Auditor.

Resolution 4

THAT Bertalan Jászkuti, who retires in accordance with Article 95 of the Company's Articles of Association and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

Resolution 5

THAT Béla Lendvai-Lintner, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.

Resolution 6

THAT John Farquharson, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.

Resolution 7

THAT the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to exercise all of the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares in the Company as follows:

a) up to an aggregate nominal amount of £52.60 to European High Growth Opportunities Securitization Fund ("**EHGO**") or as EHGO directs pursuant to the £3 million financing facility dated 28 September 2022. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £52.60 and is in addition to any existing other authorities to allot relevant securities;

b) up to an aggregate nominal amount of £75 to EHGO or as EHGO directs pursuant to the Deed of Issuance and Subscription dated 23 August 2022. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £75 and is in addition to any existing other authorities to allot relevant securities;

c) up to an aggregate nominal amount of £68 to Maximum Media Network Limited ("**MMN**") pursuant to the Deed of Issuance and Subscription dated 23 August 2022. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £68 and is in addition to any existing other authorities to allot relevant securities;

d) up to an aggregate nominal amount of £2.50 to David Sefton and £7.50 to MMN pursuant to a proposed Settlement and Deed of Issuance between the Company, DS and MMN. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £10 and is in addition to any existing other authorities to allot relevant securities;

e) up to an aggregate nominal amount of £10 to EHGO or as EHGO directs pursuant to a proposed Settlement and Deed of Issuance between the Company and EHGO. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £10 and is in addition to any existing other authorities to allot relevant securities;

f) up to an aggregate nominal amount of £49.29 to EHGO or as EHGO directs pursuant to promissory notes issued to EHGO and interest payable thereon. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £49.29 and is in addition to any existing other authorities to allot relevant securities;

g) up to an aggregate nominal amount of £32.07 to WGTO Securitisation Fund ("**WGTO**") or as WGTO directs pursuant to cost sharing promissory notes issued to WGTO and interest payable thereon. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £32.07 and is in addition to any existing other authorities to allot relevant securities;

h) up to an aggregate nominal amount of £34.69 to WGTO or as WGTO directs pursuant to promissory notes issued to WGTO and interest payable thereon. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £34.69 and is in addition to any existing other authorities to allot relevant securities;

i) up to an aggregate nominal amount of £13.29 to Hanover Square Investments 1 ("HSI1") or as HSI1 directs pursuant to promissory notes issued to HSI1 and interest payable thereon. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £13.29 and is in addition to any existing other authorities to allot relevant securities;

j) up to an aggregate nominal amount of £21.70 to Hanover Square Investment LLC ("HSIL") or as HSIL directs pursuant to promissory notes issued to HSIL and interest payable thereon. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £21.70 and is in addition to any existing other authorities to allot relevant securities;

k) up to an aggregate nominal amount of £66.50 to Vannguard Americas Corp. ("**Vannguard**") or as Vannguard directs pursuant to management invoices payable by the Company. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £66.50 and is in addition to any existing other authorities to allot relevant securities;

l) up to an aggregate nominal amount of £114.59 to EHGO representing 1,145,895 unexercised warrants held by EHGO and convertible on a one warrant for one share basis;

m) up to an aggregate nominal amount of £32.07 to Baaj Investments Ltd ("**Baaj**") or as Baaj directs pursuant to cost sharing promissory notes issued to Baaj and interest payable thereon. This authority is for relevant securities up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £32.07 and is in addition to any existing other authorities to allot relevant securities; and

n) up to an aggregate nominal amount of £1,456.90 for such purposes that the Directors may deem necessary or expedient in promoting the success of the Company, and for those general commercial purposes that are in the best interests of the Company and its shareholders, up to an aggregate nominal amount of £1,456.90 representing approximately seventy-five per cent (75%) of the issued ordinary share capital of the Company as at 25 November 2026,

but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, provided that such authorities shall expire at the conclusion of the Company's next annual general meeting or on 31 July 2028 whichever is the earlier, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

SPECIAL RESOLUTION

Resolution 8

THAT subject to the passing of Resolution 7 as set out in the notice of this AGM, the Directors be empowered pursuant to sections 570(1) and 573 of the Act to allot equity securities of the Company (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 7 of the notice of this AGM as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,036.70.

The power granted by this resolution shall expire on the conclusion of the Company's next annual general meeting or on 31 July 2028 whichever is the earlier, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

AMBA Secretaries Limited

Company Secretary
25 November 2026

Registered Office

7 Bell Yard
London
WC2A 2JR
United Kingdom

NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the AGM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than 6.30 p.m. on the day that is two days before the time for holding the meeting or any adjournment of it. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Only holders of ordinary shares are entitled to attend and vote at the AGM.

   A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the AGM. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.

   To be valid any proxy form or other instrument appointing a proxy must be received by our registrars, Equiniti, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, no later than 48 hours before the time for the holding of the AGM or any adjournment of it. If you are a CREST member, see note 3 below. Institutional Investors may be able to appoint via the Proxymity Platform, see note 4 below.

   Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction or Proxymity voting instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

   CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK and International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. If you are an institutional investor you may be able to appoint a proxy for the AGM, and any adjournment thereof, electronically via the Proxymity Platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by the latest time(s) for receipt of proxy appointments specified in the notice of the AGM in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with 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.

7. As at 25 November 2026, the Company's issued ordinary share capital consists of 19,425,302 ordinary shares of £0.0001 each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 19,425,302.

8. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES:

1. **Resolution 1.** At the AGM, the Directors will present the Annual Accounts, together with the Directors' report, the Strategic Report and the Auditor's report on the accounts, to the shareholders for the financial year ended 30 June 2026.

2. **Resolution 2.** This resolution concerns the re-appointment of Royce Peeling Green Limited as the Auditor until the conclusion of the next general meeting at which accounts are laid, that is, the next annual general meeting.

3. **Resolution 3.** This resolution authorises the Directors to fix the Auditor's remuneration.

4. **Resolution 4.** This resolution is to approve the re-election of Bertalan Jászkuti who retires and, being eligible, stands for re-election under Article 95 of the Company's Articles of Association.

5. **Resolution 5.** This resolution is to approve the re-election of Béla Lendvai-Lintner, who being eligible and having offered himself for re-election, be re-elected as a Director of the Company.

6. **Resolution 6.** This resolution is to approve the re-election of John Farquharson who being eligible, and having offered himself for re-election, be re-elected as a Director of the Company.

7. **Resolution 7.** This resolution authorises the Directors to allot and issue ordinary shares and grant rights to subscribe for shares in respect of debts owed by the Company.

   The authorities conveyed by Resolution 7 will expire at the commencement of the next annual general meeting following this meeting or on 31 July 2028 whichever is the earlier to occur.

8. **Resolution 8.** This is a Special Resolution authorising the Directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 7 above. This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next annual general meeting following this meeting or on 31 July 2028, whichever is the earlier to occur.