

**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 and 3 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 3.00 p.m. on 23 August 2023, or if you are a CREST member, by using the service provided by Euroclear.

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 RWK Goodman, 69 Carter Lane, London, EC4V 5EQ on 25 August 2023 at 3.00 p.m. for the purposes of considering and, if thought fit, passing the following Resolutions 1 to 10 as ordinary resolutions and Resolutions 11 and 12 as special resolutions:

#### **ORDINARY RESOLUTIONS**

##### **Resolution 1**

To receive and adopt the accounts for the financial year ended 30 June 2021 together with the report of the Directors of the Company, the Directors' Remuneration Report and the Auditor's Report for the financial year.

##### **Resolution 2**

To receive and adopt the accounts for the financial year ended 30 June 2022 together with the report of the Directors of the Company, the Directors' Remuneration Report and the Auditor's Report for the financial year.

##### **Resolution 3**

THAT Norden Audit Limited be re-appointed as Auditors of the Company, to hold office from the conclusion of this annual general meeting to the conclusion of the next general meeting of the Company.

##### **Resolution 4**

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

### **Resolution 5**

THAT Bradley Tyler Taylor be re-appointed a Director of the Company in accordance with Article 95 of the Company's Articles of Association.

### **Resolution 6**

THAT David Štýbr be re-appointed a Director of the Company in accordance with Article 95 of the Company's Articles of Association.

### **Resolution 7**

THAT Marija Hrebac be re-appointed a Director of the Company in accordance with Article 95 of the Company's Articles of Association.

### **Resolution 8**

THAT Emmanuel Blouin be re-appointed a Director of the Company in accordance with Article 95 of the Company's Articles of Association.

### **Resolution 9**

THAT, in accordance with section 618 of the Act, the 46,306,916,660 ordinary shares of £0.00001 each in the issued share capital of the Company be consolidated and divided into 4,630,691.66 ordinary shares of £0.1 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.00001 each in the capital of the Company as set out in the Company's Articles of Association for the time being.

### **Resolution 10**

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 value of £16,741.31 to the unsecured creditors in accordance with the Creditors Voluntary Arrangement (CVA) dated 22 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 £16,741.31 and is in addition to any existing other authorities to allot relevant securities;
- b) up to an aggregate nominal value of £220,270.27 to the management for outstanding fees pursuant to the Management Services Agreement dated 1 April 2021. 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 £220,270.27 and is in addition to any existing other authorities to allot relevant securities;
- c) up to an aggregate nominal amount of £1,162,187.06 to European High Growth Opportunities Securitization Fund pursuant to the £3 million financing facility dated 28 September 2022 (the 'Financing Facility'). 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 £1,162,187.06 and is in addition to any existing other authorities to allot relevant securities;
- d) up to an aggregate nominal amount of £225,225.23 to European High Growth Opportunities Securitization Fund pursuant to the Deed of Issuance and Subscription dated 23 August 2022 (the "Deed"). 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 £225,225.23 and is in addition to any existing other authorities to allot relevant securities;

- e) up to an aggregate nominal amount of £225,225.23 to Linton Capital LLP pursuant to the Deed of Issuance and Subscription dated 23 August 2022 (the “Deed”). 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 £225,225.23 and is in addition to any existing other authorities to allot relevant securities; and
- f) up to an aggregate nominal amount of £55,568.29 for the purposes 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 interest of the Company and its shareholders, up to an aggregate nominal amount of £55,568.29 representing approximately twelve per cent (12%) of the issued ordinary share capital of the Company as at 28 July 2023;

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 2024 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 RESOLUTIONS**

### **Resolution 11**

THAT subject to the passing of Resolution 10 as set out in the notice of this annual general meeting, the Directors be empowered pursuant to sections 570(1) and 573 of the Act to:

- (a) allot equity securities of the Company (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 10 of the notice of this annual general meeting; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

in each case as if section 561 of the Act did not apply to such allotment or sale, provided that this power shall be limited to the allotment of equity securities and sale of treasury shares for cash:

- i. in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority granted under Resolution 10(f), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, record dates or legal or practical difficulties which may arise under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory or any other matter whatsoever; and

- ii. in the case of the authorisation granted under Resolution 10(f) above (or in the case of any sale of treasury shares) and otherwise than pursuant to sub-paragraph (i) of this Resolution, up to an aggregate nominal amount of £55,568.29.

The power granted by this resolution shall expire on the conclusion of the Company's next annual general meeting or on 31 July 2024 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.

### **Resolution 12**

THAT the Company be generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.00001 (to be consolidated and divided into ordinary shares of £0.1 subject to the passing of Resolution 9) each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) The maximum aggregate nominal value of ordinary shares which may be purchased is £55,568.29 (being approximately 12% of the issued ordinary share capital as at 28 July 2023).
- (b) The minimum price (excluding expenses) which may be paid for each ordinary share is £0.00001 (to be consolidated and divided into ordinary shares of £0.1 subject to the passing of Resolution 9).
- (c) The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
  - i. an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made; and
  - ii. 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.
- (d) The authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or on 31 July 2024, whichever is the earlier, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

By order of the Board

**AMBA Secretaries Limited**

Company Secretary 2 August 2023

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 close of business 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 this meeting.

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 post or by hand at The Manor Farm (Rear Barn), 124 Manor Road North, Thames Ditton, Surrey, KT7 0BH (during normal business hours only) or at the electronic address provided in the form of the proxy by our registrar, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG, no later than 48 hours business hours before the time for the holding of the meeting or any adjournment of it. If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy 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](http://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: 7RA01) 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 his 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. 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.
5. 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 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.
6. As at 28 July 2023 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 46,306,916,660 ordinary shares of 0.00001 each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 46,306,916,660.
7. 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 2021.
2. **Resolution 2.** 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 2022.
3. **Resolution 3.** This resolution concerns the re-appointment of Norden Audit Limited as the Auditor until the conclusion of the next general meeting at which accounts are laid, that is, the next AGM.
4. **Resolution 4.** This resolution authorises the Directors to fix the Auditor's remuneration.
5. **Resolution 5.** This resolution is to approve the re-appointment of Bradley Tyler Taylor who was appointed by the Board since the last annual general meeting and stands for re-election in

accordance with the requirements of appointment under Article 95 of the Company's Articles of Association.

6. **Resolution 6.** This resolution is to approve the re-appointment of David Štýbr who was appointed by the Board since the last annual general meeting and stands for re-election in accordance with the requirements of appointment under Article 95 of the Company's Articles of Association.
7. **Resolution 7.** This resolution is to approve the re-appointment of Marija Hrebac who was appointed by the Board since the last annual general meeting and stands for re-election in accordance with the requirements of appointment under Article 95 of the Company's Articles of Association.
8. **Resolution 8.** This resolution is to approve the re-appointment of Emmanuel Blouin who was appointed by the Board since the last annual general meeting and stands for re-election in accordance with the requirements of appointment under Article 95 of the Company's Articles of Association.
9. **Resolution 9.** The primary objective of the consolidation is to reduce the number of ordinary shares, with the intention of creating a higher share price per ordinary share in the capital of the Company, which the Board believes will make the Company and the ordinary shares more attractive to a broader range of investors.
10. **Resolution 10.** These are ordinary resolutions authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up to an aggregate nominal value as follows:
  - (a) £16,741.31 to permit the issue of new ordinary shares to the unsecured creditors in connection with the CVA pursuant to the decisions approved during the Creditors' Meeting of 22 September 2022;
  - (b) £220,270.27 to permit the issue of new ordinary shares to management in connection with the outstanding amount on the Management Services Agreement dated 1 April 2021 as set forth in the Audited Annual Report and Accounts for the year ended 30 June 2022 and approved by the Board of Directors on 23 February 2023;
  - (c) £1,162,187.06 to permit the issue of new ordinary shares to European High Growth Opportunities Securitization Fund in connection with the £3 million financing facility dated 28 September 2022;
  - (d) £225,225.23 to permit the issue of new ordinary shares to European High Growth Opportunities Securitization Fund in connection with the Deed of Issuance and Subscription dated 23 August 2022;
  - (e) £225,225.23 to permit the issue of new ordinary shares to Linton Capital LLP in connection with the Deed of Issuance and Subscription dated 23 August 2022; and
  - (f) £55,568.29 being approximately 12 per cent of the share capital of the Company as a general authority upon which further authority will be sought from Shareholders as per Resolution 11 to enable these equity securities to be issued for cash and on a non-pre-emptive basis;

The authorities conveyed by Resolutions 10 will expire at the commencement of the next Annual General Meeting following this meeting or on 31 July 2024 whichever is the earlier to occur.

11. **Resolution 11.** 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 10(f) 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 2024, whichever is the earlier to occur.

**Resolution 12.** This resolution seeks authority for the Company to make market purchases of its own ordinary shares as permitted by the Act and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to an aggregate nominal value of £55,568.29 of ordinary shares, representing approximately 12% of the Company's issued ordinary share capital (excluding treasury shares) as at 28 July 2023. The authority specifies the minimum and maximum prices that may be paid for any ordinary shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or on 31 July 2024, whichever is the earlier. The directors intend to seek renewal of the authority at each annual general meeting of the Company.

Although the directors do not currently have any intention of exercising the authority granted by this resolution, this resolution provides the flexibility to allow them to do so in the future. In considering whether to use this authority, the directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.