

Company No: 10197256

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**COPY RESOLUTION**

**of**

**ICONIC LABS PLC**

**("Company")**

**PASSED ON 31 DECEMBER 2020**



At the annual general meeting of the Company duly convened and held at 11.00 a.m. on 31 December 2020 at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London, EC1A 4HT, the following resolution was duly passed as an ordinary resolution:

**ORDINARY RESOLUTION**

- 1. THAT**, pursuant to section 551 of the Companies Act 2006 ("Act"), the directors be generally and unconditionally authorised to allot Relevant Securities:
  - 1.1** up to an aggregate nominal amount of £124,684.16; and
  - 1.2** 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.



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Director