

IQ-AI Limited
("the Company")

(Incorporated in Jersey with registered number 2044)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Forum 4, Grenville Street, St Helier, Jersey, JE2 4UF on 23rd May 2023 at 10:30am.

The purpose of the meeting is to consider and, if thought fit, to pass the following resolutions:-

ORDINARY RESOLUTIONS

1. To receive, approve and adopt the Company's audited financial statements, together with the reports of the directors and the auditor, for the year ended 31 December 2022.
2. To re-elect as a director of the Company, Michael Schmainda (who retires as a director in accordance with the Articles of Association of the Company) and who, being eligible, offers himself for re- election.
3. To appoint PKF Littlejohn LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company and to authorise the directors to fix their remuneration.

SPECIAL RESOLUTIONS:

4. That the Company be generally and unconditionally authorised pursuant to Article 57(2) of the Companies (Jersey) Law 1991 (as amended) to make one or more market purchases of its own shares, such purchases to be of ordinary shares of £0.01 each in the capital of the Company (**Ordinary Shares**) on the London Stock Exchange, provided that:
 - (a) no purchase of Ordinary Shares may be effected without the affirmative prior sanction by a majority of not less than three fourths of the holders (as to nominal value) of the Company's issued convertible loan notes; and
 - (b) subject to paragraph 4(a) above:
 - (i) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 27,393,209 Ordinary Shares, being approximately 15% of the issued share capital of the Company;
 - (ii) the minimum price which may be paid for any such Ordinary Shares shall be £0.01 per Ordinary Share (exclusive of expenses);
 - (iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share

shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased and (ii) the amount stipulated by the Regulatory Technical Standard adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) No. 596/2014 ;

- (iv) unless otherwise varied renewed or revoked the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company; and
 - (v) prior to expiry of the authority hereby conferred the Company may enter into a contract or contracts for the purchase of Ordinary Shares which may be executed in whole or part after such expiry and may purchase Ordinary Shares pursuant to such contract or contracts as if the authority hereby conferred had not so expired.
5. The Directors be and they are hereby generally and unconditionally authorised in accordance with Articles 4.14 and 14.6 of the Company's Articles of Association, to allot without rights of pre-emption under Article 4.6 of the Company's Articles of Association, up to 58,382,392 Ordinary Shares as they in their absolute discretion see fit in any number of tranches, such authority unless otherwise varied, renewed or revoked to expire at the conclusion of the next annual general meeting of the Company, except that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after the expiry of such power and the Directors of the Company may allot Ordinary Shares in pursuance of such an offer or agreement as if such power had not expired.

By order of the Board,

JM Buesnel

For and on behalf of
AST Secretaries Limited
Secretary

Forum 4, Grenville Street, St Helier, Jersey, JE2 4UF

Dated 26 April 2023