

**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 IFC5, St Helier, Jersey, JE1 1ST on 22<sup>th</sup> May 2025 at 10:00am.

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 2024.
2. That the Company's name be changed to Imaging Biometrics Ltd.
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 37,006,468 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 4.16 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 98,683,916 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,

*G Buesnel*

For and on behalf of  
AST Secretaries Limited  
Secretary

IFC5, St Helier, Jersey, JE1 1ST

Dated 28 April 2025

## Notes to the Notice of Annual General Meeting

### 1. Right to attend, speak and vote

If you want to attend, speak and vote at the AGM you must be on the Company's register of members by 10:00 a.m. on 20 May 2025. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, if the AGM is adjourned, 48 hours before the time of any adjourned meeting (excluding non-business days), shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.

### 2. Appointment of proxies

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form or alternatively you may contact the Company's registrars, Share Registrars Limited on +44 (0) 125 282 1390.

### 3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. 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 you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) at they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed, signed and received by Share Registrars Limited no later than 48 hours (excluding non-business days) before the meeting that is 10:00 a.m. on 22 May 2025. Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- posted or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; and
- received by the Registrar no later than 10:00 a.m. on 20 May 2025.

If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### 4. Electronic voting

You may submit your proxy vote electronically by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions. To be valid, your proxy appointment and instructions should reach Share Registrars by no later than 10.00 a.m. on 20 May 2025.

### 5. Appointment of proxy by joint members

In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## **6. Appointment of proxies through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Share Registrars (CREST Participation ID 7RA36), by 10.00 am. on 20 May 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 is 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 providers 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 (SI 2001/3755).

## **7. Changing your instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The amended instructions must be received by the registrars by the same cut-off time noted above. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited on +44 (0) 125 282 1390. If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

## **8. Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.

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 either case, your revocation notice must be received by Share Registrars Limited no later than 48 hours before the meeting. If your revocation is received after the deadline, your proxy appointment will remain valid.

However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

## **9. Communications with the Company**

Except as provided above, members who have general queries about the meeting should telephone Share Registrars on +44 (0) 125 282 1390 or email them at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

## **10. Issued shares and total voting rights**

As at 6.00pm on the business day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 246,709,789 ordinary shares of 1p 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 at that time was 246,709,789.