

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. When considering what action to take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your Ordinary Shares in Igraine plc, you should forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding in Ordinary Shares, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

To: the holders of Ordinary Shares and, for information only, holders of Warrants and Options

IGRAINE PLC

(Registered in England No. 06400833)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of the Company will be held at the offices of Peterhouse Capital Limited at 3rd Floor, 80 Cheapside, London, EC2V 6EE, at 10:30 a.m. on 10 November 2022 for the following purposes:

Ordinary Business

To consider and, if thought appropriate, to pass the following resolutions (all as ordinary resolutions):

- 1 To receive the Directors' report and accounts for the year ended 31 December 2021.
- 2 To receive the Directors' report and accounts for the year ended 31 December 2020.
- 3 To appoint Edwards Veerder Limited as the Company's auditors.
- 4 To authorise the Directors to set the auditors' remuneration.
- 5 To re-appoint Simon Grant-Rennick as a Director of the Company.
- 6 To re-appoint Stephen Winfield as a Director of the Company.

Special Business

To consider, and if thought appropriate, to pass the following resolutions, which will be proposed as to resolution 7 as an ordinary resolution and as to resolution 8 as a special resolution:

- 7 THAT the directors be authorised generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Companies Act 2006) up to an aggregate nominal amount of £7,500 (equating to 375,000,000 Ordinary Shares of 0.002p each) provided

that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire fifteen months after the passing of this resolution or, if earlier the date of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

- 8 THAT, subject to resolution 7 above being duly passed, the directors be empowered, pursuant to section 570 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 5 above, or by way of sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of such securities by way of rights, open offer or other preemptive issue or offer to holders of equity securities in the Company where the new equity securities are offered in proportion to their respective holdings of such securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, treasury shares or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;
 - (b) other than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £7,500 (equating to 375,000,000 Ordinary Shares of 0.002p each),

and such power shall, unless renewed, varied or revoked by the Company in general meeting, expire fifteen months after the passing of this resolution or , if earlier the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

Dated: 13 October 2022

Registered Office:
Hill Dickinson LLP
8th Floor The Broadgate Tower
20 Primrose Street
London, EC2A 2EW

By Order of the Board
Stephen Winfield
Executive Director

Notes

1. Holders of Ordinary Shares in the Company are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Meeting and should have received a proxy form with this notice of meeting. A proxy can only be appointed using the procedures set out in these notes and the notes to the proxy form. Holders of Warrants and Options are not entitled to attend or vote at the Meeting, save in certain limited circumstances.
2. 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 to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the enclosed proxy form.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. You can register your vote(s) for the Annual General Meeting either:
 - (a) by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
 - (b) by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 9 to 12 below.
 - (d) In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:30 a.m. on 8 November 2022.

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

- (a) completed and signed;
- (b) sent or delivered to the Company's Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and
- (c) received by no later than 10:30 a.m. on 8 November 2022 (or in the case of adjournment 48 hours (excluding non-business days) before the time of the adjourned meeting).

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.

7. To change your proxy appointment, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see

above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, you may photocopy the enclosed proxy form.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. In order to revoke a proxy appointment you will need to inform the Company by sending a signed hard copy notice clearly stating that you revoke your proxy appointment to Share Registrars Limited, 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.

The revocation notice must be received by no later than 10:30 a.m. on 8 November 2022 (or in the case of adjournment 48 hours (excluding non-business days) before the time of the adjourned meeting).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person.

9. 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) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.
10. 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 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 (ID: 7RA36) by 10:30 a.m. on 8 November 2022. 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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.
13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company as at 10:30 a.m. on 8 November 2022 (or in the case of adjournment 48 hours (excluding non-business days) before the time of the adjourned meeting) shall be entitled to attend and vote at this Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after such time shall be disregarded in determining the rights of any person to attend or vote at this Meeting.