

# IQ-AI LIMITED

## FORM OF PROXY

### ANNUAL GENERAL MEETING

I/We the undersigned, .....of .....  
....., being the holder(s) of ordinary shares of the Company,  
HEREBY APPOINT the Chairman of the Meeting or (see Note 1 in the notice of the meeting) .....  
..... of ..... as my/our Proxy to attend and to vote for  
me/us and on my/our behalf at the AGM of the Company to be held at Forum 4, Grenville Street, St Helier, Jersey, JE2 4UF  
at 11:00am on Monday 15<sup>th</sup> June 2020 and at any adjournment thereof.

I/We direct that my/our votes be cast as indicated by an "X" in the appropriate box, resolutions numbered 1 to 4 being  
proposed as special resolutions and resolution numbered 5 and 6 being proposed as special resolutions. If no indication is  
given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or  
abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

	DESCRIPTION OF RESOLUTION	For	Against	Withheld
1.	To approve audited financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-elect Michael Schmainda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-elect Trevor Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To appoint PKF Littlejohn LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Authority to make market purchases of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Authority to issue shares & disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this ..... day of .....2020

Signature ..... (see Note  
3 in the notice of the meeting)

Full name(s) in which Ordinary Shares are registered .....

PLEASE USE BLOCK LETTERS

Notes:

**Please note that in the interests of public health, an appointed proxy may only attend this meeting by telephone. Please refer to the Annual General Meeting Notice for further details.**

1. Only holders of ordinary shares entered on the register of members of the Company at 11:00am on Thursday 11<sup>th</sup> June 2020 being not more than 48 hours (excluding non-working days) before the time fixed for the meeting, are entitled to vote at this meeting in respect of the number of shares registered in their name. Changes to entries in the Register after Thursday 11<sup>th</sup> June 2020 shall be disregarded in determining the right to attend or vote at the meeting.

2. A member entitled to vote at the meeting may appoint one or more proxies to attend by telephone and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company.

3. To be valid for the meeting, the form of proxy should be completed and signed and returned (together with a letter or power of attorney or other written authority, if any, under which it is signed or a notarially certified or office copy of such power or written authority):

- (a) by hand or by post to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; or
- (b) by attachment to an email sent to enquiries@shareregistrars.uk.com,

So as to be received no later than 11:00am on Thursday 11<sup>th</sup> June 2020 being 48 hours (excluding non-working days) before the time fixed for holding the meeting, or any adjournment thereof.

4. To abstain from voting on a resolution, tick the box "Votes withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.

5. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of your proxy in the space provided. A proxy will act in his or her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).

6. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.

7. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.

8. Completion and return of this form of proxy will not preclude you from attending by telephone and voting in person at the meeting should you so wish.

9. You may not use any electronic address provided either in the Notice of General Meeting or any related documents (including this form of proxy) to communicate with the Company for any purposes other than those expressly stated.

10. A copy of this notice and any other information relating to this notice can be found at [www.imagingbiometrics.com](http://www.imagingbiometrics.com).

11. As at the date of this Notice of General Meeting there are 145,955,982 Ordinary Shares of £0.1 each in issue and the total voting rights of the Company are therefore 145,955,982.

12. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that the representative does not do so in relation to the same shares.

13. If you have any queries about your shareholding please contact Share Registrars Limited on +44 (0)1252 821390.

14. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Any change must be received by the Company's registrar prior to the proxy deadline above. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others