

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your ordinary shares in Iofina plc (the "**Company**"), please send this document 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 of shares in the Company, please contact your stockbroker, bank or other agent through whom the sale was effected immediately.



Iofina plc

(Registered in England and Wales with registered no. 5393357)

Notice of Annual General Meeting

on 18 June 2021 at 2:00 p.m.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on pages 2 and 3 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting ("**AGM**").

Notice of the AGM is set out at the end of this document. A Form of Proxy is also enclosed. As set out in the letter from the Chairman of the Company, the AGM will be 'closed' other than the minimum required attendance to form a quorum. Accordingly, shareholders are advised that they will not be able to attend the meeting in person. Shareholders are advised to submit proxy votes again this year.

It is important that you submit your proxy vote. To be valid, proxy appointments must be submitted in hard copy to Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, and be received by no later than 2:00 p.m. on 16 June 2021 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting. Completion and return of a Form of Proxy would ordinarily not preclude shareholders from attending and voting at the AGM should they so wish. **However, due to the UK Government's COVID-19 measures as in force at the date of this document, which are anticipated to be in force at the date of the AGM, shareholders will not be allowed to attend the AGM in person.**

If you require an additional Form of Proxy (or assistance with how to complete, sign and return it), please call Link Group on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by Link Group (under CREST Participation ID RA10) by no later than 2:00 p.m. on 16 June 2021. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.



Directors

Lance Baller (*Chairman*)
Dr Thomas Becker
Malcolm Lewin
Dr William Bellamy
J. Frank Mermoud
Mary Fallin

Registered Office

48 Chancery Lane
London
WC2A 1JF

25 May 2021

Dear Shareholder

1. Annual General Meeting 2021

I am pleased to let you know that this year's annual general meeting ("**AGM**") will be held at 2:00 p.m. on 18 June 2021 at 4-6 Russell Street, London WC2B 5HZ. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting.

The Notice of AGM is set out on pages 5 and 6 of this document. Copies of the Annual Report and Accounts for the year ended 31 December 2020 are enclosed, together with a Form of Proxy.

2. Resolutions

In addition to the routine business, we are asking shareholders to approve one item of special business at the AGM. An explanation of all items of ordinary and special business is set out in the Appendix to this letter.

Please see the important notice set out in section 3 below concerning the implications that COVID-19 will have on attendance at the AGM and the measures that the Company is putting in place in respect of attendance at the AGM.

3. Attendance at AGM

Whilst our preference is always to welcome shareholders in person to the AGM, for reasons of public safety and in accordance with ongoing Government restrictions on public gatherings, the AGM will be held in a 'closed' format save for the physical attendance of two shareholders, one of whom will be a director, to form a quorum. Accordingly, we respectfully ask shareholders not to attend the AGM in person and appoint the Chairman of the AGM as their proxy. Shareholders who do attend in person will not be permitted entry to ensure that the Company and those shareholders who are present fully comply with prevailing Government guidelines.

4. Voting will be by way of a poll

The Board has decided that the fairest way for the AGM to proceed would be by way of poll. This means that every shareholder present in person or by proxy has one vote for every ordinary share held.

Conducting a meeting by way of a poll ensures that all shareholders are given the opportunity to participate in the decision-making of the Company and have their votes recorded despite not being

able to attend the meeting in person.

5. Action to be taken

Please submit your vote by completing the enclosed Form of Proxy. To be valid, proxy appointments must be received by Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, by no later than 2:00 p.m. on 16 June 2021 or 48 hours (excluding any part of a day that is not a working day) before the time fixed for any adjourned meeting.

If you require an additional Form of Proxy (or assistance with how to complete, sign and return it), please call Link Group on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by the Registrars (under CREST Participation ID RA10) by no later than 2:00 p.m. on 16 June 2021. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

You are encouraged to appoint the Chairman of the AGM as your proxy. If you appoint any person other than the Chairman of the AGM as your proxy, that person shall not be allowed to attend the AGM.

6. Recommendation

The Directors are of the opinion that all resolutions which are to be proposed at the AGM are in the best interests of the Company and shareholders and are most likely to promote the success of the Company and therefore unanimously recommend that you vote in favour of the proposed resolutions.

7. Questions

There will be no live Q&A session. We invite shareholders to submit any questions they may have by email prior to the AGM. Shareholders may submit questions by emailing AGM2021@iofina.com. The Board shall endeavour to answer as many questions as possible, provided questions are submitted by 12:00 p.m. on 16 June 2021. Answers will be put on the Company's website as soon as practicable following completion of the AGM. The Board reserves the right not to answer all the questions submitted and to aggregate and provide a single answer to multiple questions in respect of a similar topic.

Yours faithfully

Lance Baller
Chairman

APPENDIX

The following notes summarise the purpose of each resolution being proposed. Resolutions 1 to 5 comprise the ordinary business of the AGM and will be proposed as ordinary resolutions:

Report and Accounts (Resolution 1)

The Directors are required to lay the Strategic Report, the Directors' Report, the audited accounts and the Auditor's Report before the Company in general meeting. The shareholders are therefore requested to receive and adopt the Report and Accounts for the year ended 31 December 2020.

Re-appointment of Directors (Resolutions 2 and 3)

The Company's Articles of Association requires that, at the AGM, one-third of the Directors shall retire. The Articles also require that any Director who shall have been a Director at each of the preceding two AGMs retire from office and, if appropriate, seek re-appointment. This year, Thomas Becker and William Bellamy retire. Resolutions 2 and 3 propose their re-appointment.

Re-appointment of Auditor (Resolution 4)

At each general meeting at which the accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such meeting. Resolution 4 proposes the re-appointment of UHY Hacker Young LLP as the Company's auditor and that the Directors be authorised to fix its remuneration.

Authority to allot shares (Resolution 5)

By an ordinary resolution of the Company passed on 30 June 2020 at the 2020 AGM, shareholders authorised the Directors under section 551 of the Companies Act 2006 to issue equity securities without the prior consent of shareholders for a period from 30 June 2020 until the conclusion of the 2021 AGM. Resolution 5 proposes to authorise the Directors to allot equity securities up to a maximum nominal amount of £959,292.04, being approximately 50 per cent. of the nominal value of the issued shares in the capital of the Company 24 May 2021.

Other than pursuant to the exercise of share options, the Directors have no present intent to issue any ordinary shares. This authority will expire on the earlier of 30 June 2022 and the conclusion of the 2022 AGM.

Special Business

The following note explains the item of special business, which will be proposed as a special resolution.

Disapplication of pre-emption rights (Resolution 6)

By a special resolution of the Company passed on 30 June 2020, shareholders authorised the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders in proportion to their existing holdings for a period from 30 June 2020 until the conclusion of the 2021 AGM. It is proposed that this authority also be renewed. The authority relates to pre-emptive issues and 57,557,522 shares, which represents approximately 30 per cent. of the issued ordinary share capital of the Company at 24 May 2021. This authority will expire on the earlier of 30 June 2022 and the conclusion of the 2022 AGM.



IOFINA PLC

(Registered in England and Wales with registered no. 5393357)

Notice of Annual General Meeting

The ongoing Government restrictions on public gatherings in relation to COVID-19 are likely to impact the ability of shareholders to attend the AGM. Based on current restrictions, the Board has concluded that it is appropriate to strongly urge shareholders not to attend the AGM in person this year.

We encourage all shareholders to exercise their votes by submitting their proxy and appoint the Chairman of the meeting as their proxy. To be valid an appointment of proxy must be submitted in hard copy to Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, by no later than 2:00 p.m. on 16 June 2021 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting.

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting ("**AGM**") of Iofina plc (the "**Company**") will be held at 4-6 Russell Street, London WC2B 5HZ on 18 June 2021 at 2:00 p.m. to transact the following business:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions, all of which will be proposed as ordinary resolutions:

1. To receive and adopt the audited accounts of the Company for the year ended 31 December 2020, together with the Strategic, Directors' and Auditor's reports in respect of such accounts.
2. To re-appoint Thomas Becker as a Director, who, being eligible, offers himself for re-appointment.
3. To re-appoint William Bellamy as a Director, who, being eligible, offers himself for re-appointment.
4. To re-appoint UHY Hacker Young LLP as the Company's auditors to hold office from the conclusion of the AGM to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to determine its remuneration.
5. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**CA 2006**") to allot equity securities (within the meaning of section 560 of the CA 2006) up to an aggregate nominal amount of £959,292.04. This authority shall expire on the earlier of 30 June 2022 and the conclusion of the 2022 Annual General Meeting of the Company save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Directors may allot equity securities pursuant to that offer or agreement as if this authority had not expired; and this authority shall be in substitution for any other authority pursuant to section 551 of the CA 2006 to allot equity securities but without prejudice to the continuing authority of the Directors to allot equity securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

Special Business

As special business, to consider and if thought fit, to pass the following resolution, which will be proposed as a special resolution:

6. That, subject to and conditional upon Resolution 5 above being passed, the Directors be and they are hereby empowered pursuant to section 570 of the CA 2006 to allot equity securities (within the meaning of section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 5 and to allot equity securities (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the CA 2006) in each case as if section 561(1) of the CA 2006 did not apply to such allotment provided that this power shall be limited to:
- (i) the allotment of equity securities, whether by way of rights issue, open offer or otherwise, to holders of ordinary shares and to holders of other securities in the Company that by their terms are entitled to participate in such rights issue, open offer or otherwise in such a manner that the number of equity securities allotted to them is in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto and the Directors may deal as they see fit with fractional entitlements, overseas shareholders and with the legal or practical problems or requirements of any regulatory body or stock exchange in any territory; and
 - (ii) (other than pursuant to sub-paragraph (i) above) the allotment or sale of equity securities up to an aggregate nominal amount of £575,575.22 (representing approximately 30 per cent. of the nominal value of the issued share capital of the Company at 24 May 2021),

and this power shall be in substitution for all such powers previously given but without prejudice to the continuing power of Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed and unless previously renewed, varied or revoked by the Company in general meeting shall expire on the earlier of 30 June 2022 and the conclusion of the Annual General Meeting of the Company to be held in 2022 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 (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the CA 2006) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

25 May 2021

Registered office:
48 Chancery Lane
London
WC2A 1JF

By order of the Board:

Simon Holden
Company Secretary

EXPLANATORY NOTES

Entitlement to vote

1. To be entitled to vote at the meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 16 June 2021 (or, if the meeting is adjourned, at the close of business on the day two business days prior to the adjourned meeting) shall be entitled to vote at the meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. **Due to the ongoing COVID-19 pandemic and the applicable Government restrictions relating to indoor gatherings (i.e. no more than six individuals being permitted to meet), shareholders cannot attend the meeting in person.**

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to the form of proxy. However, please note the following provisions.
3. A proxy does not need to be a member of the Company but in ordinary circumstances would need to attend the meeting to represent you. **However, please remember that, given the Government's current restrictions relating to indoor gatherings will remain in force at the date of the AGM, if you appoint your own choice of proxy (not the Chairman of the meeting) then that person will not be permitted to attend the AGM.**
4. 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, please indicate on your proxy submission how many shares it relates to. **However, please remember that, given the current guidelines will still be in force at the date of the AGM, if you appoint more than one proxy (and any of those persons are not the Chairman of the meeting) then those persons will not be permitted to attend the AGM.**
5. 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 no voting indication is given, 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.

Appointment of proxy using hard copy form of proxy

6. A hard copy form of proxy has been sent to you. You can also request one from the Registrars. Link Group's general helpline is +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can request a hard copy via email at shareholderenquiries@linkgroup.co.uk or via postal address at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

Appointment of proxies through CREST

7. 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. 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 & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the

CREST Manual. The message must be transmitted to be received by the issuer's agent (ID: RA10) by no later than 2:00 p.m. on 16 June 2021. 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 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. 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.

Appointment of Proxy by Joint Holders

8. In the case of joint holders, where more than one of the joint holders 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.

Changing Proxy Instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times 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 a hard copy form of proxy and would like to change the instructions using another hard copy form of proxy, please contact Link Group as per the communication methods shown in note 6. 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.

Termination of Proxy Appointments

10. 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 Link Group, at the address shown in note 6. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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 Link Group no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the remainder of this paragraph, your proxy appointment will remain valid. Ordinarily, completion of a proxy would not preclude you from attending the AGM and voting in person if you so wish. **However, this is subject to the Government's current COVID-19 guidelines, which will remain in force at the time of the AGM, which mean shareholders will not be allowed to attend the AGM in person.**

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. **However, given that the current COVID-19 guidelines will still be in force at the date of the AGM, if a corporation which is a member appoints one or more corporate representatives then that person/those persons will not be permitted to attend the AGM.**

Issued shares and total voting rights

12. At close of business on the day immediately prior to the date of posting of this Notice of AGM, the Company's issued share capital comprised 191,858,408 ordinary shares. 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 close of business on the day immediately prior to the date of posting of this Notice of AGM is 191,858,408.

Electronic address

13. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of AGM (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

COVID-19

14. **The ongoing Government COVID-19 restrictions on public gatherings will likely impact the ability of shareholders to attend the AGM. Based on current restrictions, which will likely be in force at the date of the AGM, the Board has concluded that it is appropriate to strongly urge shareholders not to attend the AGM in person this year. Given that shareholders will not be able to attend the AGM, we recommend that all shareholders appoint the Chairman of the meeting to vote on your behalf. Your attention is drawn to the letter from the Chairman of the Company dated 25 May 2021.**