

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if you are not, another appropriately authorised financial adviser. If you have sold or otherwise transferred all of your shares in Intelligent Ultrasound Group plc, please send this document, together with the accompanying documents 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 delivery to the purchaser or transferee.



Intelligent Ultrasound Group plc

(Incorporated in England and Wales under the Companies Act 1985 with registered no. 09028611)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Intelligent Ultrasound Group plc to be held at 11.00 a.m. on Wednesday, 22 June 2022 at Memery Crystal, 165 Fleet Street, London EC4A 2DY on 22 June 2022 is set out in Part II of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

PART I



Registered office

Floor 6A Hodge House
114-116 St Mary Street
Cardiff
CF10 1DY

27 May 2022

Notice of Annual General Meeting 2022

Dear Shareholder

I am pleased to provide you with details of our Annual General Meeting ("AGM") which we are holding at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY on 22 June 2022 at 11.00 a.m.

The formal Notice of AGM is set out on Part II of this document, detailing the resolutions that the shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM.

Important information regarding the AGM

The Board recognises the importance of holding the AGM in person and therefore it is our intention that this year's AGM will be an open meeting (subject to any social distancing measures that may be required). However, the Group remains committed to protecting the health and well-being of our shareholders, directors, and other stakeholders, and will therefore keep its AGM arrangements under review and will comply with any relevant Government guidance in place at the time of its AGM. The Board continues to encourage shareholders, where possible, to exercise their votes by submitting their proxy electronically or by post, as explained below.

Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the Resolutions will be posted on the Company's website as soon as practicable after the AGM.

Shareholders intending to attend the AGM are asked to register their intention as soon as possible by emailing IntelligentUltrasound@walbrookpr.com.

Changes to AGM arrangements

In the event that there is a change in Government guidelines that prevent or restrict the meeting being held as an open meeting, alternative arrangements will be put in place and shareholders will be updated accordingly. Any changes to the AGM arrangements will be communicated through our website (www.intelligentultrasound.com) and via a regulatory news service and shareholders are encouraged to monitor the Company's website for updates.

For the same reason of uncertainty, we strongly encourage all shareholders to exercise their votes by submitting their proxy by post in advance of the meeting and shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy. Details of how to do this are set out in the accompanying notes to the Notice. This will ensure that your votes are cast in accordance with your wishes.

Website

The Company's website at www.intelligentultrasound.com/reports-presentations/ provides more information about the Company including:

- a copy of the Notice (and other information required by section 311A of the Companies Act 2006);
- a copy of the full Annual Report and Accounts for the period ended 31 December 2021; and
- all of the Company's news and regulatory announcements

Questions

Shareholders will be able to ask questions either: (i) in person at the AGM; or (ii) by emailing us in advance of the AGM at IntelligentUltrasound@walbrookpr.com before 11am on Wednesday 15 June 2022

By Order of the Board,

Helen Jones

Company Secretary

27 May 2022

PART II

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of Intelligent Ultrasound Group plc (the “**Company**”) will be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY on 22 June 2022 at 11.00 a.m. (the “**Annual General Meeting**”) to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 and 14 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. TO RECEIVE AND ADOPT the Annual Report and Accounts for the year ended 31 December 2021 together with the reports of the directors of the Company (“**directors**”) and the auditor thereon.
2. THAT Deloitte LLP be re-appointed as the Company’s auditor to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Company Act 2006 (the “**2006 Act**”) are complied with and to authorise the directors to fix their remuneration.
3. THAT Helen Mary Kinsey Jones, who retires by rotation, is re-appointed as a director in accordance with the Company’s articles of association (“**Articles**”).
4. THAT Andrew Charles Barker, who retires by rotation, is re-appointed as a director in accordance with the Articles.
5. THAT Stuart Arthur Gall, who retires by rotation, is re-appointed as a director in accordance with the Articles.
6. THAT Riccardo Pigiucci, who retires by rotation, is re-appointed as a director in accordance with the Articles.
7. THAT Nicholas James Sleep, who retires by rotation, is re-appointed as a director in accordance with the Articles.
8. THAT Ian George Whittaker, who retires by rotation, is re-appointed as a director in accordance with the Articles.
9. THAT Nicholas John Avis, who retires by rotation, is re-appointed as a director in accordance with the Articles.
10. THAT Ingebord Øie, who retires by rotation, is re-appointed as a director in accordance with the Articles.
11. THAT Michele Lesieur, who was appointed as a director of the Company on 23 September 2021, be and is hereby re-appointed as a director in accordance with the Articles.
12. THAT the directors be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in note 8 to these resolutions) up to an aggregate nominal amount of £893,156.50 (representing approximately 33 per cent. of the issued share capital of the Company), provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier, at the conclusion of the annual general meeting of the Company in 2023, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTIONS

13. THAT, subject to the passing of resolution 12, the directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 12 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £135,326.74 representing 5 per cent. of the issued share capital of the Company,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company in 2023 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) 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 such offer or agreement notwithstanding that the power conferred by this resolution has expired.

14. THAT the Articles be amended by the deletion of Article 23 in its entirety which shall be replaced with the following words:

At each Annual General Meeting of the Company every director shall retire from office. A retiring director may offer themselves for re-appointment by the members and a director that is so re-appointed will be treated as continuing in office without a break.

By Order of the Board

Helen Jones

Company Secretary

Registered Office

Floor 6A, Hodge House
114-116 St Mary Street
Cardiff
CF10 1DY

27 May 2022

Registered in England and Wales No. 09028611

PART III

The following notes remain subject to Government restrictions that may be in place at the time of the Annual General Meeting ("AGM") arising from the COVID-19 pandemic. The Company will keep the AGM arrangements under review and will update members via the Regulatory News Service as appropriate, including with any changes to the above arrangements, with any such announcements also uploaded to the Company's website www.intelligentultrasound.com.

1. "Relevant Securities" means:
 - (a) shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the 2006 Act); or
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
 - (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolutions include the grant of such rights.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001/3755, the Company specifies that only those members registered on the Company's register of members at 11.00 am on 22 June 2022 shall be entitled to attend and vote at the Annual General Meeting.
3. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but if shareholders appoint another party, they must attend the Annual General Meeting. **We strongly suggest that shareholders appoint the chairman of the meeting as their proxy.**
5. Shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Shareholders may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 11(c).
6. In line with our ongoing paperless strategy we ask that shareholders vote in one of the following ways:
 - (a) in the case of members holding share certificates, by utilising the shareholder portal as set out in note 8; or
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7 below; or
 - (c) by requesting a hard copy of the form of proxy from the Company's registrar, Links Asset Services on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8:30am – 5:30pm Monday – Friday) and returning it to Link Asset Services at the address shown on the form of proxy. Please note that delivery using this service can take up to five business days,

and in each case the appointment of proxy must be received by the Company's registrar by no later than 11.00 a.m. on 20 June 2022 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (www.euroclear.com), 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 & Ireland'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 Link Asset Services, (ID:RA10), by 11.00 a.m. on 20 June 2022 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting, excluding days that are not business days). 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 Euroclear UK & Ireland 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 2001 (as amended).
8. Shareholders holding share certificates can submit their proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. Shareholders will require their username and password in order to log in and vote. If shareholders have forgotten their username or password, they can request a reminder via the shareholder portal. If shareholders have not previously registered to use the portal they will require their investor code ('IVC') which can be found on their share certificate.
9. To change your proxy instructions you may return a new proxy appointment using the methods set out in note 6 above. The deadline for receipt of proxy appointments (see note 6 above) also applies in relation to amended instructions. 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 sent shall be treated as replacing and revoking the other or others.
10. 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).

11. Except as provided above, members who have general queries about the Annual General Meeting should contact the Company's registrars:

- (a) By phone – UK – 0871 664 0300, from overseas call +44 (0) 371 664 0300. Calls cost 12p plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Phone lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
- (b) By email – enquiries@linkgroup.co.uk; or
- (c) By post – Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

12. Shareholders may not use any electronic address provided either:

- (a) in this notice of Annual General Meeting; or
- (b) any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

13. As at 5.00 pm on the trading day immediately prior to the date of posting of this notice of Annual General Meeting, the Company's issued share capital comprised 270,653,485 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 as at 5.00 pm on the trading day immediately prior to the date of posting of this notice of Annual General Meeting is 270,653,485.

PART IV

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast in person or by proxy must be in favour of the resolution. Resolutions 13 and 14 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast in person or by proxy must be in favour of the resolution.

Resolution 1

This resolution is to receive and adopt the directors' Reports and Accounts for the year ended 31 December 2021, which accompany this document.

Resolution 2

This is a resolution to approve the appointment of Deloitte LLP as auditor of the Company and to authorise the directors to fix their remuneration.

Resolutions 3 to 10

At this year's Annual General Meeting all directors will retire. The biographical details of the directors who are offering themselves for re-election at the meeting are set out in the enclosed annual report and accounts and appear on the Company's website.

Professor Nazar Amso and David Baynes, who have been Directors within the Group respectively for 17 and 12 years, will be retiring from the Board and not standing for re-election. The Board would like to take this opportunity to thank each of Professor Nazar Amso, the founder of the original Company, and David Baynes, the representative of the original major investor, for their significant contribution to the Company over the past years.

Resolution 11

Michele Lesieur who was appointed as a director of the Company on 23 September 2021, is retiring as director at the Annual General Meeting in accordance with the provisions of the Company's articles of association and is standing for re-appointment.

Resolution 12

This resolution, if passed, would authorise the directors to allot ordinary shares of 1 penny each in the capital of the Company or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount of £893,156.50, representing approximately 33 per cent of the current issued share capital as at 27 May 2022, being the latest practical date prior to the publication of the Notice of the Annual General Meeting).

The authority being sought in resolution 12 replaces all previous authority granted to the directors.

The authority will expire on the earlier of 15 months from the date the resolution is passed or the conclusion of the Company's Annual General Meeting in 2023.

Resolution 13

This resolution, which is conditional upon resolution 12 being passed, would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholding.

This authority would be limited to an aggregate nominal amount of £135,326.74 (representing approximately 5 per cent. of the issued ordinary share capital of the Company as at 27 May 2022, being the latest practical date prior to the publication of the Notice of the Annual General Meeting).

As with resolution 12, the authority being sought pursuant to resolution 13 replaces all previous authority granted to the directors.

The authority and power pursuant to resolution 13 will expire on the earlier of 15 months from the date of resolution 13 being passed or the conclusion of the Company's Annual General Meeting in 2023.

Resolution 14

The Company has historically adopted a standard of governance which recommends all directors offer themselves for re-election annually. In order to ensure that this standard of governance is not in conflict with the Articles, the Company is proposing to amend the Articles to require all directors to retire prior to offering themselves for re-election annually.