

Wrap Technologies, Inc.

2022 (VIRTUAL) ANNUAL MEETING OF STOCKHOLDERS

June 23, 2022

Transcript of Meeting

Paul Manley: Ladies and gentlemen good morning and welcome to the 2022 Wrap Technologies Annual Virtual-Only Meeting of Stockholders. My name is Paul Manley and I am Vice President of Investor Relations at Wrap Technologies. We are pleased to host today's meeting through a virtual meeting webinar platform accessible to all our stockholders irrespective of physical location. The Board of Directors and management appreciate your interest in attending today's virtual meeting and we hope you have weathered the pandemic by staying safe and healthy. We are holding this meeting virtually to protect the health and wellbeing of our community, stockholders, employees, partners, and others participating in and attending today's stockholder meeting.

Before we begin the formal meeting, I would like to review a few preliminary matters. Today's meeting will consist of three parts. First, the call to order and formal portion of the meeting that will be conducted by Wayne R. Walker, Chairman of our Board of Directors. Following the termination of the formal portion of the meeting, TJ Kennedy, our Chief Executive Officer, will make a brief presentation focusing on Wrap Technologies current activities. Following the presentation there will be a question-and-answer period hosted by TJ Kennedy, Kevin Mullins our President, Glenn Hickman our Chief Operating Officer and James Barnes, our CFO, Secretary and Treasurer. I would like to remind you that while we have many guests attending today's meeting, the question period is for stockholders or proxy holders only who must be on the Webinar page at www.colonialstock.com/vm/wrap.htm. To post a question simply type your question in the "Chat" section located in the lower left portion of the Webinar page.

Registered shareholders are those holding Wrap stock in their name at our transfer agent, Colonial Stock Transfer. Registered stockholders and any stockholder whose shares are held in street name through a bank or broker voted as instructed on the proxy card previously received by email or mail.

Any questions related to a specific item of business should be posted to the web portal during the formal part of the meeting. General questions regarding the business may be posted any time throughout the formal meeting or during the presentation and will be part of the question-and-answer period.

The question period following the presentation will be limited to 15 minutes and we ask that posted questions be simple and concise to assist in effective responding. We will address as many questions as possible during the allotted time.

The rules for this meeting are posted on our website and on the sign in portion of the web portal for this meeting.

Please note that this meeting is being recorded. However, no one attending is permitted to use any audio recording device or otherwise record and distribute a recording of this meeting or parts thereof in any fashion whatsoever.

Please be aware that some of the comments made during this meeting may include forward-looking statements within the meaning of the Federal securities laws. Statements about the company's beliefs and expectations, containing words such as may, will, could, believe, expect, anticipate, and similar expressions constitute forward-looking statements. These statements involve risk and uncertainties regarding the company's operations and future results that could cause Wrap Technologies results to differ materially from the management's current expectations.

The company encourages you to review the safe harbor statements and risk factors contained in the company's filings with the Securities and Exchange Commission, including without limitation, the company's most recent annual report on Form 10-K, quarterly reports on Form 10-Q and other periodic reports which identify specific risk factors that may cause actual results or events to differ materially from those described and forward-looking statements. The company does not undertake to publicly update or revise any forward-looking statements after the date of this meeting.

We will play a short video highlighting just a few of the many recent new stories about Wrap this year.

[Click This Link to Play Video](#)

Now to commence with the formal part of the meeting please welcome our Chairman of the Board of Directors, Wayne Walker.

1. Call to Order

Wayne Walker: Good morning, ladies and gentlemen. It is my pleasure to welcome all of you to our virtual 2022 Annual Meeting of Stockholders. My name is Wayne Walker, and I am the Chairman of the Board of Directors of Wrap Technologies, Inc. and, in accordance with our bylaws, I am presiding over this meeting. As a result, you may access a copy of the agenda online at www.colonialstock.com/wrap2022 or simply click on the WRAP logo at the top right hand corner of your Webinar page. A copy of our proxy and annual report is also available online at that location.

As indicated in the agenda, the items for the meeting include my introduction of directors; of certain officers of the Company who are in virtual attendance; confirmation of a quorum; review of the proposals outlined in the Company's proxy statement; tabulation of the votes by our designated Inspector of Election; and adjournment of the meeting. After the formal meeting and as customary, TJ Kennedy, our CEO, will present a brief management presentation. Also, after the formal meeting we will, during the time allotted, answer stockholder questions you have submitted online and those submitted by stockholders during the meeting through the virtual meeting web portal. To submit a question during this meeting please type your question in the chat portion located in the lower left corner of the Webinar page.

Jessica Sudweeks, with Disclosure Law Group, our corporate counsel, has been appointed to serve as the Inspector of Election for the meeting. Mr. James Barnes, our Chief Financial Officer and Corporate Secretary will act as Secretary of the meeting.

2. Announcements and Introductions

a. Introduce officers in attendance.

I would like to introduce those members of our Board, management and independent auditors and identify those who are in attendance albeit virtually today.

In addition to myself as a candidate for the board, members of the current Board standing for reelection include TJ Kennedy, Scot Cohen, Michael Parris, Kimberly Sentovich and Kevin Sherman.

Members of executive management include Kevin Mullins, our President, James Barnes, our CFO, Corporate Secretary and Treasurer, and Glenn Hickman, our Chief Operating Officer.

Lastly, Christopher Stout, from Rosenberg Rich Baker Berman, our independent auditors, is also in virtual attendance.

3. Notice of Quorum

Proxies to vote more than a majority of the shares entitled to vote on all matters have been received from our stockholders, constituting a quorum. A list of all stockholders as of the record date of April 25, 2022, has been compiled and certified by the company's Inspector of Election. A copy of the notice of the Annual Meeting was mailed to stockholders on or about May 5, 2022, as well as copies of the company's proxy statement and annual report on Form 10-K for the year ended December 31, 2021, each of which are also available online at www.colonialstock.com/wrap2022, or if you are logged into the virtual meeting platform by clicking the WRAP logo in the top right corner. This Annual Meeting is now declared lawfully and properly convened.

Stockholders have already voted at this virtual meeting by way of proxy, and the voting cutoff was June 22, 2022, at 5 pm PST.

At the end of the voting, the Inspector of Election will tabulate the vote. The votes will not be officially tabulated until all of the proposals on the agenda have been introduced.

Lastly, if you have any technical difficulties during the meeting or trouble accessing the materials, please call (877) 285-8605.

Mr. Kennedy, I recognize you to nominate candidates for our Board of Directors.

4. Election of Directors

TJ Kennedy: *Thank you, Mr. Chairman. The first item on the agenda is the election of directors, each of whom, if elected, will serve for a one-year term, or until a successor is duly elected and qualified. Please note that the Company's Certificate of Incorporation prohibits cumulative voting; therefore, balloting will take place without cumulative voting. The six director nominees who receive the highest number of votes will be elected as directors of the Company.*

I nominate the following persons to serve as directors, each for a one-year term ending at the conclusion of the Company's 2023 Annual Meeting of Stockholders, or until a successor is duly elected and qualified: Wayne Walker, Scot Cohen, TJ Kennedy, Michael Parris, Kimberly Sentovich, and Kevin Sherman."

Wayne Walker: *Is there a second to these nominations?*

Glenn Hickman: *"I second the motion."*

TJ Kennedy: *Mr. Chairman, the following persons have been nominated for election as directors, each to serve for a one-year term, which expire at the conclusion of the 2023 Annual Meeting of Stockholders, or until a successor is duly elected and qualified: Wayne Walker, Scot Cohen, TJ Kennedy, Michael Parris, Kimberly Sentovich, and Kevin Sherman.*

Wayne Walker: Thank you, Mr. Kennedy. Mr. Secretary are there any questions from our shareholders pertinent to this item of Business?

James Barnes: *None*

Wayne Walker: *The election of directors will now be put to a vote.*

Registered stockholders and any stockholder whose shares are held in street name through a bank or broker should have voted as instructed on the proxy card previously received by email or mail by yesterday's voting deadline.

Mr. Kennedy, I recognize you regarding the Company's Compensation Plan.

5. Approval of the Company's 2017 Equity Compensation Plan

TJ Kennedy: *The next item on the agenda is the proposal to approve an amendment to the company's 2017 Equity Compensation Plan to increase the number of shares of common stock available for issuance thereunder from 7.5 million shares to 9.0 million shares, and to ratify all issuances thereunder to date. Approval of this proposal will also ratify all issuances thereunder.*

Mr. Secretary are there any questions from our shareholders pertinent to this item of business?

James Barnes: None

TJ Kennedy: I move that the company's amendment to the 2017 Equity Compensation Plan be approved and that all issuances made thereunder to date be ratified.

Wayne Walker: Is there a second to this motion?

Glenn Hickman: I second the motion.

TJ Kennedy: Mr. Chairman, it has been moved and seconded that the amendment to the Company's 2017 Equity Compensation Plan be approved and that all issuances made thereunder be ratified. Registered stockholders and any stockholder whose shares are held in street name through a bank or broker should have voted as instructed on the proxy card previously received by email or mail by the voting deadline.

Wayne Walker: Thank you, Mr. Kennedy. I further recognize you regarding the retention of auditors.

6. Ratification of the Appointment of Independent Auditors

TJ Kennedy: The next item on the agenda is the proposal to ratify the appointment of Rosenberg Rich Baker Berman, P.A. to serve as the company's independent certified public accountant for the fiscal year ending December 31, 2022. It is important to note that the Audit Committee or the Board of Directors may terminate the appointment of Rosenberg Rich Baker Berman, P.A. without the approval of the company's stockholders whenever the Audit Committee or the Board of Directors deems it to be necessary or appropriate.

Mr. Secretary are there any questions from our shareholders pertinent to this item of business?

James Barnes: None

TJ Kennedy: Thank you. I now move that the appointment of Rosenberg Rich Baker Berman, P.A. as the company's independent certified public accountants for the current fiscal year ending December 31, 2022, be ratified.

Wayne Walker: Is there a second to this motion?

Glenn Hickman: *I second the motion.*

TJ Kennedy: Mr. Chairman, it has been moved and seconded that the appointment of Rosenberg Rich Baker Berman, P.A. as our independent certified public accountants for the current fiscal year be ratified. This motion will now be put to a vote.

As a reminder, registered stockholders and any stockholder whose shares are held in street name through a bank or broker should have voted as instructed on the proxy card previously received by email or mail by the voting deadline.

Wayne Walker: *Thank you, Mr. Kennedy. There being no other items on the agenda, the voting polls are now closed. I ask Jessica Sudweeks, the Inspector of Election, to tally the votes.*

Wayne Walker: *I have received a preliminary report of the votes cast and approved by the Inspector of Election. Mr. TJ Kennedy, will you deliver the results of the election please?*

TJ Kennedy: *The preliminary report of the Inspector of Election shows that the following director nominees have received the necessary number of votes for election as directors of the Company: Wayne Walker, Scot Cohen, TJ Kennedy, Michael Parris, Kimberly Sentovich, and Kevin Sherman. As such, these individuals are hereby declared elected to serve as directors of the company, each for a one-year term until the conclusion of the company's 2023 Annual Meeting of Stockholders, or until a successor is duly elected and qualified.*

According to the Inspector's preliminary report, Item 2 (approval of the amendment to the company's 2017 Equity Compensation Plan and ratification of all issuances thereunder), and Item 3 (ratification of Rosenberg Rich Baker Berman, P.A. as the Company's independent certified public accountants for the current fiscal year) received in excess of a majority of the shares represented in person or by proxy at this meeting. As a result, Items 2 and 3 are hereby approved.

The results of the final tabulation of the Inspector of Election shall be reported on a Form 8-K to be filed with the Securities and Exchange Commission within four business days of the adjournment of this meeting.

7. Adjournment

Wayne Walker: *Thank you, Mr. Kennedy. There are no more Items on the agenda and further business before this meeting. I would like to extend my sincere appreciation to the stockholders who were in virtual attendance today as well as those who submitted their proxies but were unable to attend. In addition, I would like to express gratitude all including management, directors, and Company advisors for their contributions. This meeting is now adjourned.*

Mr. Kennedy, as our Chief Executive Officer, I recognize you for a post meeting presentation.

8. Presentation and Questions

As Chief Executive Officer, I will now make some brief remarks, after which, members of management, including myself, will be happy to respond to any questions by stockholders. To ask a question, simply type your question in the chat section of the Webinar page located in the lower left corner. We ask that posted questions be simple and concise to assist in effective responding. If you wish to make a comment concerning the general business of the company, please feel free to contact either me or one of the other officers of the company, and we will be happy to speak with you at a mutually convenient time.

Since joining the Wrap team two months ago it has been encouraging and insightful to talk to many police departments on their perspective on our BolaWrap and Wrap Reality solutions. I have been impressed and feel the opportunity for Wrap is even larger than before. The desire by law enforcement leaders to prevent and avoid escalation and to leverage safe tools to de-escalate situations is more prevalent than ever. We are ramping our efforts to get field videos of BolaWrap usage and to invite the media to key department training events as more agencies roll out. We believe that law enforcement agencies and the citizens they serve both see BolaWrap and Wrap Reality as technologies that drive safer outcomes, that can assist in saving lives in our greatest time of need and in assisting law enforcement on some of the most difficult calls they will ever go on. I am proud to say that this mission is what drives the team at Wrap to innovate and support

law enforcement around the world to leverage our technology. Our team is obsessed in supporting our agencies to ensure they have a tremendous experience from purchasing, to training, to ongoing growth of BolaWrap and Wrap Reality across their agency.

As mentioned before, we are focused internally on building our strategic roadmap which will be released in Q3 to drive the future of the company. This roadmap includes assessing our entire company and looking at what is working really well and continuing to drive success and what elements could be improved to drive increased expansion of our technologies. We are looking at our key priorities and driving the focus on cost effective solutions that can reduce expenses while driving future growth. We are building repeatability into our processes and looking at every aspect of the business. We are putting specific focus on repeatable sales and marketing efforts that can drive long term results. Our strategic roadmap process requires us to dig deep into the details and focus on the timeline to drive key results. I look forward to discussing this more in Q3 with all of you.

As you know, any forward-looking statements contained in my remarks or in the answers to your questions are subject to a variety of risks and uncertainties, including those set forth in the company's reports filed with the Securities and Exchange Commission.

With that I will open to the call to any questions?

As there are no further questions I would like to thank each of you for attending this meeting today and wish you all safety and good health.