

**ARROWROOT ACQUISITION CORP.
SPECIAL MEETING OF STOCKHOLDERS**

Rules of Conduct and Procedures

April 1, 2024

We welcome you to the Special Meeting of Arrowroot Acquisition Corp. (“**Arrowroot**”). The meeting will be a completely virtual meeting, which will be conducted via live webcast. In order to conduct an informative and constructive meeting, we would appreciate your assistance in observing the following rules and procedures:

1. Only the matters set forth in the notice of special meeting of stockholders and described in the proxy statement/prospectus of Arrowroot dated February 2, 2024 will be transacted at the meeting:

- (a) **Proposal No. 1 — The “Business Combination Proposal”** — a proposal to consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger and Reorganization, dated as of April 27, 2023 (as may be amended from time to time, the “Merger Agreement”), by and among Arrowroot, ARAC Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Arrowroot (“Merger Sub”), and iLearningEngines, Inc., a Delaware corporation (“iLearningEngines”), pursuant to which Merger Sub will merge with and into iLearningEngines (the “Merger”), with iLearningEngines surviving the Merger as a wholly owned subsidiary of Arrowroot and approve the Merger and the other transactions contemplated by the Merger Agreement (the “Business Combination” and such proposal, the “Business Combination Proposal”). A copy of the Merger Agreement is attached to the accompanying proxy statement/prospectus as *Annex A*.
- (b) **Proposal No. 2 — The “Organizational Documents Proposal”** — a proposal to approve and adopt, assuming the Business Combination Proposal is approved and adopted, the proposed amended and restated Certificate of Incorporation (the “Proposed Charter”), a copy of which is attached to the accompanying proxy statement/prospectus as *Annex B*, and the proposed Amended and Restated Bylaws, a copy of which is attached to the accompanying proxy statement/prospectus as *Annex C* (the “Proposed Bylaws”), of New iLearningEngines (as defined in the accompanying proxy statement/prospectus) as the post-Business Combination company, which, if approved, would take effect substantially concurrently with the Effective Time (as defined in the accompanying proxy statement/prospectus).
- (c) **Proposals No. 3 — The “Advisory Organizational Documents Proposals”** — a proposal to approve, on a non-binding advisory basis, certain governance provisions in the Proposed Charter and the Proposed Bylaws, which are being presented separately in accordance with the U.S. Securities and Exchange Commission guidance to give stockholders the opportunity to present their separate views on important corporate governance provisions, as four sub-proposals:

Proposal No. 3A — a proposal to increase the authorized shares of New iLearningEngines Common Stock (as defined in the accompanying proxy statement/prospectus) to 700,000,000 shares and increase the authorized shares of preferred stock to 10,000,000 shares;

Proposal No. 3B — a proposal to require an affirmative vote of 66 2/3% of the outstanding shares of New iLearningEngines Common Stock to adopt, amend, or repeal the Proposed Bylaws (as defined in the accompanying proxy statement/prospectus);

Proposal No. 3C — a proposal to require an affirmative vote of 66 2/3% of the outstanding shares of New iLearningEngines Common Stock to alter, amend, or repeal ARTICLE V, ARTICLE VI, ARTICLE VII, ARTICLE VIII, and ARTICLE IX of the Proposed Charter;

Proposal No. 3D — a proposal to approve and adopt the Proposed Charter that includes the approval of Proposal No. 2, Proposals No. 3 and Proposal No. 4 and provides for certain additional changes, including changing Arrowroot’s name from “Arrowroot Acquisition Corp.” to “iLearningEngines, Inc.,” which the board of directors of Arrowroot believes are necessary to adequately address the needs of Arrowroot immediately following the consummation of the Business Combination;

- (d) **Proposal No. 4 — The “Election of Directors Proposal”** — a proposal to consider and vote upon a proposal to elect, effective at the Closing (as defined in the accompanying proxy statement/prospectus), five directors to serve staggered terms on the New iLearningEngines Board (as defined in the accompanying proxy statement/prospectus) until the 2024, 2025 and 2026 annual meetings of stockholders, respectively, and until their respective successors are duly elected and qualified;
 - (e) **Proposal No. 5 — The “Equity Incentive Plan Proposal”** — a proposal to consider and vote upon a proposal to approve and adopt the iLearningEngines 2024 Equity Incentive Plan, which is an incentive compensation plan for directors and employees of New iLearningEngines following the Business Combination;
 - (f) **Proposal No. 6 — The “Employee Stock Purchase Plan Proposal”** — a proposal to consider and vote upon a proposal to approve and adopt the iLearningEngines 2024 Employee Stock Purchase Plan, to assist New iLearningEngines in aligning the long-term financial interests of its employees with the financial interests of its stockholders, as well as attracting, retaining and motivating employees and encouraging them to devote their best efforts to the New iLearningEngines’ business and financial success;
 - (g) **Proposal No. 7 — The “Nasdaq Proposal”** — a proposal to consider and vote upon a proposal to approve, for purposes of complying with the applicable listing rules of The Nasdaq Stock Market LLC, the issuance of shares of Arrowroot Class A Common Stock to the iLearningEngines stockholders in the Merger pursuant to the Merger Agreement and to the Convertible Note Investors in the Convertible Note Investment (each as defined in this the accompanying proxy statement/prospectus) in connection with the Business Combination; and
 - (h) **Proposal No. 8 — The “Adjournment Proposal”** — a proposal to consider and vote upon a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the special meeting, there are not sufficient votes to approve one or more proposals presented to stockholders for vote.
2. If a stockholder has a question about one of the two matters to be voted on by the stockholders at the meeting, such question may be submitted in the field provided on the web portal at or prior to the time the matters before the meeting are presented for consideration or as otherwise requested by the Secretary during the meeting. We will answer questions on matters to be voted on by the stockholders at the meeting before voting is closed.
 3. It will help us if questions are succinct and cover only one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.

4. The Secretary, in his discretion, will not address questions that are repetitive, irrelevant to the business of the meeting, related to material non-public information of Arrowroot, derogatory or otherwise inappropriate.
5. The use of recording devices of any kind is prohibited during the meeting.
6. The Secretary of the meeting has sole authority to preside over the meeting and make any and all determinations with respect to the conduct of the meeting, including, without limitation, the administration and interpretation of these rules and procedures. The Secretary also has sole authority to create such additional rules and procedures and to waive full or partial compliance with any rules or procedure as he reasonably determines. Any action taken by the Secretary at the meeting will be final, conclusive and binding on all persons.

THANK YOU FOR YOUR COOPERATION AND FOR JOINING ARROWROOT AT THE MEETING.