

NOTICE OF AVAILABILITY

The Notice of General Meeting and Tender Offer Circular to which this Proxy Form relates are available on the Company's website at [www.nanocotechnologies.com](http://www.nanocotechnologies.com)

NOTES TO THE FORM OF PROXY

- 1 Please read the Notice of General Meeting (set out at page 53 of the Tender Offer Circular dated 11 March 2024) and the below Notes before completing this Form of Proxy in black ink.
- 2 As a member of the Company, you are entitled to appoint a proxy or proxies of your own choice to exercise all or any of your rights to attend, speak and vote on your behalf at the General Meeting. A proxy does not need to be a member of the Company.
- 3 To appoint as a proxy a person other than the Chairman of the General Meeting, cross out the words "the Chairman of the General Meeting" and write the full name in the space provided. If you wish your proxy to make comments on your behalf, you will need to appoint someone other than the Chairman and give them relevant instructions directly.
- 4 You may appoint more than one proxy to attend, vote and speak at the General Meeting and any adjournment thereof, provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned together to the Registrar in the same envelope.
- 5 If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 6 The completion and return of this form will not preclude a member from attending the General Meeting and voting in person at the General Meeting or on the poll concerned.
- 7 If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in one of the relevant boxes for each of the resolutions. If you fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the General Meeting.
- 8 The "Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
- 9 This form (together with any power of attorney or other authority under which this form is signed) must arrive at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours (excluding non-working days) before the time of the General Meeting (10:00 a.m. on 26 March 2024 or, in circumstances where the General Meeting is adjourned, 48 hours before the time of the adjourned General Meeting, excluding any UK non-working days). You may also deliver the Form of Proxy by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD during normal business hours only.
- 10 A corporation must execute the Proxy Form under either its common seal or the hand of a duly authorised officer or attorney. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
- 11 CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service should refer to the notes in the Notice of the General Meeting.
- 12 Entitlement to attend and vote at the General Meeting and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6:00 p.m. on 26 March 2024 or, in circumstances where the General Meeting is adjourned, 6:00 p.m. on the date which is 48 hours before the time of the adjourned General Meeting, excluding any UK non-working days. Changes to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- 13 Any changes to these arrangements will be communicated to Shareholders in advance of the General Meeting, via the Company's website (<https://www.nanocotechnologies.com/investors/>) by an announcement through a Regulatory Information Service.
- 14 You are encouraged to complete and return the Form of Proxy below even if you plan to attend the General Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

Please complete and return this Form of Proxy to the Registrars of the Company at the address shown overleaf. Alternatively, if no address is shown overleaf please use the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope using the address shown in note 9 above and pay the appropriate postage charge.

Nanoco Group plc

(Incorporated in England and Wales under Companies Act 1985 with registered number 05067291)

FORM OF PROXY

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 28 March 2024 at the offices of Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS at 10:00 a.m. and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below.

Resolutions (\*Special Resolution)

- |  | FOR                      | AGAINST                  | WITHHELD                 |
|--|--------------------------|--------------------------|--------------------------|
| 1* To generally and unconditionally authorise the Company to make one or more market purchases of its own ordinary shares pursuant to a tender offer for ordinary shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To approve the proposed amendments to the rules of the Nanoco 2015 Long Term Incentive Plan and the Nanoco 2015 Deferred Bonus Plan                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD

-

MM

-

YY



Nanoco Group plc

Attendance Card

>123-0  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

The General Meeting will start at 10:00 a.m. and is being held on 28 March 2024 at the offices of Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS.

**If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RTZE-YRRG-ETSK



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD