

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 OR, IF YOU ARE IN A JURISDICTION OUTSIDE THE UNITED KINGDOM, ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER IMMEDIATELY.

This Tender Form should be read in conjunction with the circular dated 11 March 2024 (the “Circular”) relating, among other things, to this Tender Offer. Unless the context otherwise requires, the definitions used in the Circular apply in this Tender Form.

This Tender Offer is not being made, directly or indirectly, in or into Canada, Australia, Japan or the Republic of South Africa and the Tender Offer cannot be accepted from within Canada, Australia, Japan or the Republic of South Africa. This document should not be forwarded to, or transmitted in or into Canada, Australia, Japan or the Republic of South Africa.

Cavendish Capital Markets Limited (“Cavendish”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as sponsor for Nanoco Group plc (the “Company”) and no one else in connection with the Tender Offer and Cavendish, its affiliates and its and their respective directors, officers, employees and agents do not, and will not, regard any other person (whether or not a recipient of this Circular) as a client in relation to the Tender Offer and are not, and will not, be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice, in relation to the Tender Offer.

NANOCO GROUP PLC

TENDER FORM

**Proposed Tender Offer by the Company to purchase up to 38.5 per cent. of the issued share capital
at a fixed price of 24 pence per Ordinary Share.**

**IF YOU DO NOT WISH TO SELL ANY OF YOUR ORDINARY SHARES IN THE TENDER OFFER, DO NOT COMPLETE OR RETURN
THIS TENDER FORM**

Acceptances of the Tender Offer must be received by 1.00 p.m. (London time) on 9 April 2024

ACTION TO BE TAKEN IF YOU WISH TO TAKE UP THE TENDER OFFER

- Read the notes on pages 2 and 4 of this form.
- **On page 3, complete Box 1b and, if relevant, Box 3, and sign in Box 2 in the presence of a witness who must also sign in the box and state his or her name and address.**
- If you hold your Ordinary Shares in certificated form, send the response section of this Tender Form, together with your share certificate(s) and/or other document(s) of title, by post or by hand (during normal business hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 9 April 2024. A pre-paid envelope is enclosed for use in the UK only.
- If you hold Ordinary Shares in uncertificated form, you should not complete this Tender Form, but should send a TTE Instruction as soon as possible and, in any event, so that the transfer to escrow settles not later than 1.00 p.m. on 9 April 2024.

PLEASE NOTE:

- If you hold Ordinary Shares in both certificated and uncertificated form, you should complete a Tender Form in relation to the certificated holding(s) only.
- If you hold Ordinary Shares in certificated form but under different designations, you should complete a separate Tender Form for each holding. You can obtain additional Tender Forms at the address set out below.
- **Please read the Circular, the terms of which are incorporated in and form part of this Tender Form.**
- **If you hold Ordinary Shares jointly with others, you must arrange for all your co-holders to sign this Tender Form.**
- A Tender Form returned in an envelope postmarked in Canada, Australia, Japan or the Republic of South Africa, or otherwise appearing to the company or its agents to have been sent from Canada, Australia, Japan or the Republic of South Africa, may not be accepted as a valid tender pursuant to the Tender Offer.
- **If you have any questions on how to complete this Tender Form, please contact the Registrar on 0121 585 1131 (or if calling from outside the UK +44 121 585 1131). Calls to this number from inside the UK are charged at your service provider's standard rate (charges may vary.) Calls to this number from outside the UK are charged at applicable international rates.**
- **The Helpline is available from 9.00 a.m. to 5.00 p.m. Monday to Friday (except bank holidays).**
- **If the number of Ordinary Shares held by you as at 7 March 2024, shown at the top of page 3 of this Tender Form, has changed, please contact the Registrar on 0121 585 1131 as this will impact upon your Basic Entitlement. If you buy or sell Ordinary Shares after you submit this Tender Form but before the Record Date of 9 April 2024, please also contact the Registrar to determine your revised Basic Entitlement.**

HOW TO COMPLETE THE TENDER FORM ON PAGE 3

1 ELECTION TO PARTICIPATE IN THE TENDER OFFER

If the name(s) or address(es) shown in Box 1a on page 3 are incorrect, please add the correct details in BLOCK CAPITALS in Box 3.

- Please insert the total number of Ordinary Shares held by you that you wish to tender in Box 1b.
- If the number of Ordinary Shares tendered is LESS than your Basic Entitlement, such tender will be accepted for that amount of Ordinary Shares which you have tendered.
- If the number of Ordinary Shares is MORE than your Basic Entitlement, such tender in excess of your Basic Entitlement will only be satisfied to the extent that other Shareholders tender less than their Basic Entitlement or do not tender any Ordinary Shares. Tenders in excess of the Basic Entitlement will be satisfied pro rata in proportion to the amount in excess of the Basic Entitlement tendered, rounded down to the nearest whole number of Ordinary Shares, save that tenders from shareholders who hold 2,000 Ordinary Shares or less will be accepted in full subject to there being capacity to purchase those Ordinary Shares in accordance with the Tender Offer.
- You must also sign Box 2 in the presence of a witness, in accordance with the signing instructions set out below. You should also complete Box 3, if appropriate.
- If you do not insert an amount in Box 1b or, alternatively, if you insert the word "ALL" in Box 1b, and you sign Box 2, you will be deemed to have accepted the Tender Offer in respect of your entire shareholding as at the 9 April 2024.

2 SIGNATURES

INDIVIDUALS

You MUST SIGN in Box 2 in the presence of an independent witness who should also sign where indicated and add his or her name. In the case of a joint holding, all joint holders must sign and their signatures must be witnessed.

The witness must be over 18 years of age and should not be one of the joint registered holders (if any) or otherwise have any financial interest in the Ordinary Shares or in the proceeds resulting from a successful tender. The same person may witness the signature of one or more of the joint holders. The witness should also print his/her name where indicated. If these instructions are not followed, this Tender Form will be invalid.

COMPANIES

A company must execute this Tender Form by (i) two directors of the company; (ii) a director of the company and the company secretary; or (iii) a director of the company in the presence of a witness who attests the signature, in each case signing this Tender Form on behalf of a company incorporated in the UK. If the holder is a company incorporated outside the UK, it may sign in accordance with the laws of its jurisdiction of incorporation. In all cases, execution must be expressed to be by the relevant company.

ALL SHAREHOLDERS

If this Tender Form is signed by a person who is not the registered holders, you must insert the name(s) and the capacity (e.g. attorney or executors) of the person signing. You should deliver evidence of such person's authority in accordance with the notes on page 4 of this Tender Form.

This Tender Form should not be signed in a Restricted Jurisdiction. This Tender Form shall, when executed, take effect as a deed.

If the number of Ordinary Shares held by you as at 7 March 2024, shown at the top of page 3 of this Tender Form, has changed, please contact the Registrar on 0121 585 1131 (or, if calling from outside the UK, +44 121 585 1131) immediately as this will impact upon your Basic Entitlement. If you buy or sell Ordinary Shares after you submit this Tender Form but before the Record Date of 9 April 2024, please also contact the Registrar immediately to determine your revised Basic Entitlement.

**PLEASE REMEMBER TO INCLUDE YOUR ORIGINAL SHARE CERTIFICATE(S)
AND/OR OTHER DOCUMENTS OF TITLE WITH THIS FORM**

ELECTION TO PARTICIPATE IN THE TENDER OFFER

1A

Number of Ordinary Shares held at close of business on 7 March 2024*

Your Basic Entitlement based on above

1B Please insert the total number of Ordinary Shares held by you that you wish to Tender

Please enter here a **daytime telephone number** (including the relevant country code) where you can be contacted in the event of any query arising from completion of this Tender Form

2 EXECUTION BY INDIVIDUAL SHAREHOLDERS: IN THE CASE OF JOINT HOLDERS ALL MUST SIGN:

Signed and delivered as a Deed by:

Holder One Signature/Date

Name and Address of Witness:

Signature of Witness:

Holder Two Signature/Date:

Name and Address of Witness:

Signature of Witness:

Holder Three Signature/Date:

Name and Address of Witness:

Signature of Witness:

Holder Four Signature/Date:

Name and Address of Witness:

Signature of Witness:

Note: The Witness must be over 18 years of age and must not be one of the registered holders. The same witness may witness each signature of the joint registered holders.

EXECUTION BY A COMPANY

Executed and delivered as a deed by the company named below:

Name of Company

Acting by

Signature of Director/Date

Signature of Director/Company Secretary/

Witness*/Date

Name of witness (if applicable)

*Delete as appropriate

3 ADDRESS TO WHICH CONSIDERATION/DOCUMENTS ARE TO BE SENT (IF NOT THE ADDRESS SHOWN IN BOX 1 ABOVE):

Full Name and Address
(including post code):

Please remember to return your valid share certificate(s) and/or other document(s) of title along with this signed Tender Form

* If the number of Ordinary Shares held by you has changed, please contact the Registrar on 0121 585 1131 (or, if calling from outside the UK, +44 121 585 1131) immediately as this will impact upon your Basic Entitlement. If you buy or sell Ordinary Shares after you submit this Tender Form but before the Record Date of 9 April 2024, please also contact the Registrar immediately to determine your revised Basic Entitlement.

NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM

The following suggestions are made to avoid delay and inconvenience:

- (A) **If a holder is away from home (e.g. abroad or on holiday):** send this Tender Form by the quickest means (e.g. air mail) to the holder (but not in or into a Restricted Jurisdiction) for execution or, if he has executed a power of attorney, have this Tender Form signed by the attorney. In the latter case the power of attorney (or a duly certified copy, as provided in the Powers of Attorney Act 1971) must be lodged with this Tender Form for noting. No other signatures will be accepted.
- (B) **If the sole holder has died:** (i) if probate or letters of administration has/have been registered with Nanoco Group plc, this Tender Form must be signed by the personal representative(s) of the deceased; or (ii) if court confirmation, probate or letters of administration has/have been granted but has/have not been registered with Nanoco Group plc, the personal representative(s) should sign this Tender Form and lodge it with Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. A copy of the court confirmation, probate or letters of administration must be lodged as soon as possible thereafter and in any event by 1.00 p.m. on 9 April 2024 in order to validate this Tender Form.
- (C) **If one or more of the joint holders has/have died:** this Tender Form is valid if signed by all the surviving holders and lodged with Neville Registrars Limited at the address shown on page 1 accompanied by the death certificate, probate or letters of administration of the deceased holder.
- (D) **If one or all of your share certificate(s) and/or other documents of title has/have been lost** please write to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD for a letter of indemnity which should be completed in accordance with the instructions given. When completed, the letter of indemnity must be received by Neville Registrars Limited at the address shown on page 1 by 1.00 p.m. on 9 April 2024.
- (E) **If your name or other particulars are shown incorrectly on the share certificate:**
- (i) *incorrect name*
- | | |
|---------------------|-------------------|
| name on certificate | James Smith |
| correct name | James John Smythe |
- Complete and lodge this Tender Form with the correct name and accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Tender Form are one and the same;
- (ii) *incorrect address*
- Write the correct address on this Tender Form and enclose a separate letter advising of the change which will be forwarded to the Registrar; or
- (iii) *change of name*
- Lodge your marriage certificate or the deed poll with the Tender Form for noting.

TENDERS, ONCE MADE, WILL BE IRREVOCABLE.