



Protect your future returns

VOTE AGAINST
BOTH RESOLUTIONS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR AS TO WHAT ACTION YOU SHOULD TAKE, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE IN THE UNITED KINGDOM OR, IF NOT, ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

If you have sold or otherwise transferred all of your Ordinary Shares in Nanoco Group plc, you should deliver this document together with the accompanying Form of Proxy 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 onward transmission to the purchaser or transferee.

Nanoco Group PLC

**NOTICE OF GENERAL MEETING (REQUISITIONED PURSUANT TO
SECTION 303 OF THE COMPANIES ACT 2006)**

AND

BOARD RECOMMENDATION TO

VOTE AGAINST

BOTH RESOLUTIONS

EVERY VOTE WILL COUNT AND YOUR VOTE IS IMPORTANT

Voting instructions are on pages 5 and 6

Notice of a General Meeting of Nanoco Group plc to be held at the offices of Reed Smith LLP, Blossom Yard and Studios, 1 Blossom Yard, London E1 6RS at 11.30 a.m. (London time) on Friday, 13 December 2024 is set out in Part 3 of this document.

Shareholders have the option of listening to the General Meeting remotely via a conference call facility that can be accessed from any computer or other device with internet access. Instructions on how to access this facility are contained in Note 1 to the Notice of General Meeting set out in Part 3 of this document. Please note that Shareholders will not be able to use this facility to actively participate in the General Meeting by voting on the Resolutions or asking questions during the Meeting and they should therefore submit their votes by proxy in accordance with the following instructions.

The Board strongly encourages all Shareholders, regardless of whether or not you intend to attend the General Meeting in person, to submit their votes via proxy as early as possible. All proxy appointments should be received by no later than 11.30 a.m. on 11 December 2024 (or, in circumstances where the General Meeting is adjourned to a date later than 48 hours after the time specified for the General Meeting, 48 hours before the time of the adjourned meeting, excluding any UK non-working days). CREST members are advised to vote electronically through the CREST electronic proxy appointment service as your vote will automatically be counted.

Your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this document and includes a recommendation that you **VOTE AGAINST BOTH resolutions to be proposed at the General Meeting.**

EXECUTIVE SUMMARY

FURTHER INFORMATION ON ALL OF THESE POINTS IS CONTAINED IN PART 1 OF THIS DOCUMENT.

The Proposals are not in the best interests of all Shareholders; you should VOTE AGAINST BOTH RESOLUTIONS.

For the reasons summarised below, the Board considers the Resolutions to be contrary to the best interests of the Company's Shareholders as a whole and urges you to **VOTE AGAINST BOTH** the Resolutions, as your Directors intend to do in respect of their own shareholdings.

1. The Board does not believe that Milkwood is acting in the best interests of all Shareholders

- The Requisitionist has given no indication in the Requisition Notice as to the appropriateness of its nominees to be directors of a listed company nor as to the rationale for their appointment
- Milkwood has a clear and established recent track record of launching activist campaigns against undervalued, cash-rich listed entities, most recently unsuccessfully trying to take control of Downing Strategic Micro-Cap Investment Trust plc, a listed investment trust
- Mr Summerton, on behalf of Milkwood, has previously in dialogue indicated to the Board his belief that there is little inherent value in the Company and his intention to convert the Company into an investment company. He has stated his intention to acquire a significant stake in the Company, reduce costs drastically and dispose of any assets at pace, retaining surplus cash rather than returning it to Shareholders.
- In the absence of a clear rationale and taking into consideration Milkwood's track record and Mr Summerton's comments, the Board believes that the Resolutions are not aligned with the interests of all of the Company's Shareholders and would be highly disruptive to the Board's ability to execute its clear strategy to deliver value to Shareholders
- The Board is unaware of any precedent for a c.8.2% shareholder being granted two Board seats

2. The Board of Nanoco is clear in its conviction to return surplus cash to shareholders, having returned £33m of capital so far in 2024

- The Board is determined to deliver shareholder value as rapidly as possible. In light of the plans set out below, the Board has committed to a return of surplus cash to shareholders during the course of FY25
- The Board's actions to date make clear this conviction, having returned £33m of cash to Shareholders so far in 2024

3. The Board of Nanoco has a clear strategy to develop its operating business while seeking to execute a transaction, and has already taken extensive action with more to come

- Having received advice following the commencement of the CDX process, the Board is confident that the Company has commercial potential and inherent value
- The Board has:
 - appointed CDX Advisors to explore an orderly sale of the Company's trading business;
 - significantly reduced the Company's cost base;
 - determined that surplus cash reserves will be returned to Shareholders; and

- appointed Dmitry Shashkov as CEO, bringing a track record of driving shareholder value through transformational business development
- Cash will be progressively returned to Shareholders as the CDX process progresses and the Board gains more certainty on the execution of a potential sale process and clarity in the Company's working capital requirements and the surplus nature of the Company's cash balance.

4. The Board already has the appropriate mix of experience and industry knowledge to oversee this process

- Recent additions to the Board have been aimed at driving the above strategy forwards. In addition to the skills of Dmitry Shashkov in developing and exiting materials science-based businesses as described above, both Jalal Bagherli and Dieter May have significant experience in the sector
- Both have proven track records of driving progress and turning round the financial performance of technology companies, in the case of Jalal Bagherli while he was CEO of Dialog Semiconductors and Dieter May while he was the CEO of OSRAM Opto Semiconductors GmbH
- As previously announced, Christopher Richards will retire as Non-Executive Chairman of Nanoco at the Annual General Meeting in January 2025 and will be succeeded by Jalal Bagherli, bringing his commercial expertise and track record to the leadership of the Board
- This succession will progressively reduce the size and cost of the Board at a pace which preserves the advantage to Shareholders of an appropriate mix of experience and industry knowledge to execute a transaction while maintaining corporate governance standards
- The Non-Executive Board is highly aligned with shareholder interests, with over 50% of fees to be deferred and taken in the form of Ordinary Shares on the earlier of the end of the current financial year or the execution of a transaction

5. The appointment of the Milkwood nominees would be highly disruptive to the Board's ability to return surplus cash to shareholders

- As noted above, Mr Summerton has previously indicated that he wishes to convert the Company into an investment company and use the cash reserves to further its investment policy. Nanoco's shareholders have chosen to invest in a listed technology focussed operating company, and not an investment company
- Were Nanoco to become an investment company, this would require a significant amount of the Company's current cash balance to be retained in the Company to fund the legal and regulatory requirements of conversion and future investments, rather than being distributed to Shareholders
- The Board believes that this cash balance should be returned to Shareholders, not deployed in the interests of one, c.8.2% Shareholder

YOUR VOTE IS IMPORTANT – ACT NOW

Although the Requisitionist only represents c.8.2% of the current shares eligible for voting, your vote on this matter is crucial in order to safeguard the future success of the Company. The Board urges all Shareholders to act now by voting AGAINST BOTH of the Resolutions being proposed at the General Meeting in order to enable the Company to deliver value and return surplus cash for all its Shareholders and stakeholders.

Voting instructions can be found overleaf.

Shareholders should VOTE AGAINST BOTH Resolutions!

Shareholders wishing to vote against both of the Resolutions in line with the Board's recommendation should complete and sign the Form of Proxy enclosed with this document, in the following manner:

- 1. Confirm shareholder name, as entered on the shareholder register. If you are unsure, please contact Neville Registrars (details below)**

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 13 December 2024 at the offices of Reed Smith LLP, Blossom Yard and Studios, 1 Blossom Yard, London, E1 6RS at 11:30 a.m. and at any adjournment thereof.

- 2. Place an “X” in both boxes under the heading ‘AGAINST’**

Ordinary Resolutions

- | | | | | |
|---|--|--------------------------|-------------------------------------|--------------------------|
| 1 | To appoint Rhys Drennan Summerton as a director of the Company with immediate effect | ☐ | ☒ | ☐ |
| 2 | To appoint André Charles Tonkin as a director of the Company with immediate effect | ☐ | ☒ | ☐ |

- ### 3. Sign and date the form

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

Signed:

INSERT SIGNATURE

Your Personal Proxy Registration Code is: ABCD-123-EFG

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

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: DATE BELOW

DD-MM-YY

>123-0

NEVILLE
REGISTRARS

IF YOUR SHARES ARE HELD THROUGH A NOMINEE ACCOUNT YOU MUST INSTRUCT YOUR BROKER HOW TO VOTE DIRECTLY USING THE FOLLOWING METHODS

Instructions for the most frequently used nominees are set out below.

Broker	Voting Method
Hargreaves Lansdown	You will need to log into your HL account and send them an electronic instruction using their 'online election' facility. More information is available on HL's website: https://www.hl.co.uk/shares/corporate-actions/corporate_action_frequently_asked_questions
Interactive Investor	In your online account, you will see a 'Voting Mailbox' under 'Portfolio' where you will be able to vote. More information is available on their website: https://www.ii.co.uk/investing-with-ii/shareholder-voting-information
Halifax Share Dealing (HSDL)	Log into your HSDL account online or in the App, select 'Corporate Actions' then 'Notifications'. More information can be found here: https://www.halifax.co.uk/investing/help-and-guidance/existing-customer/what-is-a-corporate-action.html
Barclays Smart Investor	You will need to log into your Barclays account and send them a secure electronic instruction stating how you wish to vote on the resolutions. Alternatively, you can contact Barclays on 0800 279 3667 for help with voting.
AJ Bell	Log into your AJ Bell account and send them a secure message confirming how you want to vote for each resolution. For more help please visit www.ajbell.co.uk/faq and type "how to vote".
HSBC	You can either call the share dealing help desk or send a secure message from your online share dealing account. You can call HSBC on 03456 080848.
Fidelity	You'll need to log in to your online account and select 'Profiles' then 'Preference centre' at the top of the page. Once in the 'Preference centre' you need to select 'Shareholder voting & information'. Once you have opted in, you'll receive a one-time key passcode to activate your account. Then you'll need to create a username and password with Broadridge where you can cast your vote. Alternatively, you can call Fidelity on 0800 414161.
Charles Stanley	You will need to send Charles Stanley a secure message via your online account with your instruction of how you wish to vote on all the resolutions. Alternatively, you can call Charles Stanley on 0207 739 8200.

If you need further help or assistance in voting your shares, please email nanoco@georgeson.com for more information.

All proxy appointments should be received by no later than 11.30 a.m. on 11 December 2024. CREST members are advised to vote electronically through the CREST electronic proxy appointment service. Shareholders are reminded that if their shares are registered in the name of a nominee, they must liaise with their nominee to ensure their proxies are validly submitted by the above deadline. If in any doubt about your shareholding, please contact our registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD on telephone number 0121 585 1131, or by e-mail on info@nevilleregistrars.co.uk.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS	8
IMPORTANT INFORMATION	9
FORWARD LOOKING STATEMENTS	9
PART ONE – LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF NANOCO GROUP PLC	10
PART TWO - DEFINITIONS	16
PART THREE - NOTICE OF GENERAL MEETING	17

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of receipt of Requisition	25 October 2024
Date of this Notice of General Meeting	15 November 2024
Latest time and date for receipt of Forms of Proxy from Shareholders	11.30 a.m. on 11 December 2024
Deadline for ownership of shares to be registered in order to be entitled to attend and vote at the General Meeting	6:00 p.m. on 11 December 2024
General Meeting	11.30 a.m. on 13 December 2024

All references to time in this document (including the Notice of General Meeting) and the accompanying Form of Proxy are to London time.

Other than the date of receipt of the Requisition Notice and this Notice of General Meeting, each of the times and dates in the table above may be subject to change. The situation will be kept under review, and further changes may need to be made to the arrangements relating to the General Meeting, including how it is conducted, and Shareholders should therefore continue to monitor the Company's website (www.nanocotechnologies.com) and announcements for any updates.

ACT NOW TO PROTECT YOUR FUTURE RETURNS, THE DEADLINE FOR THE RETURN OF FORMS OF PROXY IS 11.30 A.M. ON 11 DECEMBER 2024.

YOU ARE ASKED TO EXERCISE YOUR VOTE AND APPOINT THE CHAIRMAN AS YOUR PROXY. SEE FURTHER INSTRUCTIONS ON PAGES 5 AND 6.

IMPORTANT INFORMATION

Forward looking statements

This document and other information published by Nanoco may contain statements about Nanoco that are or may be deemed to be forward looking statements. Such statements are prospective in nature. All statements other than historical statements of fact may be forward looking statements. Without limitation, statements containing the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “estimates”, “projects” or “considers” or other similar words may be forward looking statements.

Forward looking statements inherently contain risks and uncertainties as they relate to events or circumstances in the future. Important factors such as business or economic cycles, the terms and conditions of Nanoco's financing arrangements, tax rates, or increased competition may cause Nanoco's actual financial results, performance or achievements to differ materially from any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. Nanoco disclaims any obligation to update any forward looking or other statements contained herein, except as required by applicable law.

No incorporation of website information

A copy of this document is available on the Company's website at www.nanocotechnologies.com/investors/. Neither the content of the Company's website nor any website accessible by hyperlinks from the Company's website is incorporated in, or forms part of, this document.

References to defined terms

Certain terms used in this document, including certain capitalised terms, are defined in Part 2 of this document.

PART ONE – LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF NANOCO GROUP PLC

(Incorporated in England and Wales with registered number 05067291)

Directors

Christopher Richards – Non-Executive Chairman

Dmitry Shashkov – Chief Executive Officer

Liam Gray – Chief Financial Officer

Dr Nigel Pickett – Chief Technology Officer

Dr Alison Fielding – Non-Executive Senior Independent Director

Chris Batterham – Non-Executive Director

Dr Jalal Bagherli – Non-Executive Director

Dieter May – Non-Executive Director

Registered Office

Science Centre

The Heath Business & Technical Park

Runcorn WA7 4QX

15 November 2024

Dear Shareholder,

RESPONSE TO REQUISITIONIST

and

NOTICE OF GENERAL MEETING

The Proposals are not in the best interests of Shareholders; you should VOTE AGAINST BOTH Resolutions.

Introduction

As you are aware from the Company's announcement dated 28 October 2024, The Milkwood Fund ("Milkwood" or the "Requisitionist"), on behalf of 5.6% of the voting rights of the Company, has requisitioned a general meeting of the Company under section 303 of the Act. While the Requisition Notice has been submitted on behalf of 5.6% of the voting rights of the Company, Milkwood hold interests in c.8.2% of the Company's voting rights.

I am writing to you as Chairman of the Company to explain why the Board considers this to be contrary to the best interests of the Company's Shareholders as a whole and to explain why you should **VOTE AGAINST BOTH** the Resolutions, as your Directors intend to do in respect of their own shareholdings.

1. The Board does not believe that Milkwood is acting in the best interests of all Shareholders

The Requisition Notice proposes two separate resolutions for the respective appointments of Mr Rhys Summerton and Mr André Tonkin to the Board of your Company, Mr Summerton being a Director of Milkwood, and Mr Tonkin being an employee of Milkwood. The Requisition Notice does not provide any details as to the background of these individuals nor as to the contribution that they might make to the Company.

The Requisition Notice contains no indication as to the appropriateness of Mr Summerton and Mr Tonkin to be directors of a listed company nor as to the rationale for their appointment.

Milkwood has a clear and established recent track record of launching activist campaigns against undervalued, cash-rich listed entities, most recently unsuccessfully trying to take control of Downing Strategic Micro-Cap Investment Trust plc, a listed investment trust.

Mr Summerton, on behalf of Milkwood, has previously in dialogue indicated to the Board his belief that there is little inherent value in the Company and his intention to convert the Company into an investment company. He has stated his intention to acquire a significant stake in the Company, reduce costs drastically and dispose of any assets at pace, **retaining surplus cash rather than returning it to Shareholders.**

In the absence of a clear rationale and taking into consideration Milkwood's track record and Mr Summerton's comments, the Board believes that the Resolutions are not aligned with the interests of all of the Company's Shareholders and would be highly disruptive to the Board's ability to execute its clear strategy to deliver value to Shareholders.

From the historic dialogue with Mr Summerton, the Board believes that the divestment of the Company's trading assets at pace would be destructive of the inherent value within those assets, and that the CDX process is the most executable approach to maximise value for Shareholders from these assets.

Furthermore, the Board is unaware of any precedent for a c.8.2% shareholder being granted two Board seats. Given the fragmented nature of the Company's shareholder register, the predominance of retail Shareholders and the significant cash balance within the Company, Nanoco is a natural target for opportunistic investors seeking to use the Company as a vehicle for their own interests, rather than acting in the interests of all Shareholders, as is required of Directors of a listed company.

Fundamental to the Board's view is the fact that Nanoco is a listed operating company, with investors who have invested in a listed operating company, not an investment company. The Company has significant inherent value in its IP and operations, which the Board has a clear strategy to realise and return the proceeds to Shareholders.

2. The Board of Nanoco is clear in its conviction to return surplus cash to Shareholders, having returned £33m of capital so far in 2024

The Board is determined to deliver shareholder value as rapidly as possible. In light of the plans set out below, the Board has committed to a return of surplus cash to Shareholders during the course of FY25.

The timing and size of further returns of surplus cash will be determined according to working capital needs and progress on the execution of a potential sale process.

The Board's actions to date make clear this conviction, having returned £33m of cash to shareholders so far in 2024.

3. The Board of Nanoco has a clear strategy to develop its operating business while seeking to execute a transaction, and has already taken extensive action with more to come

Following the European customer's decision to change its strategic focus away from QD enabled infra-red sensors, the Board began a review of the Company's position, strategic direction and capital

allocation policy, balancing the twin objectives of preserving existing value and maximising future potential returns.

The conclusions of the review were announced to the market on 3 October 2024, namely:

1. The Company has commercial potential and inherent value

The Board is strongly of the view that there are significant organic commercial applications for Nanoco's technology across a range of markets that will generate value for the business over time. The potential value in Nanoco's technology and intellectual property ("IP") is also growing strongly in line with previous independent market forecasts. After further investigation, Nanoco is confident that a growing number of third parties are using the Company's IP.

Pursuing these commercial and licence opportunities will require investment and the maintenance of our unique team and asset base. The Board is confident that the Group can succeed in pursuing these commercial objectives with the appropriate investment of money and time.

Having received advice following the commencement of the CDX process, the Board is confident that the Company has commercial potential and inherent value.

2. Appointment of CDX Advisors to explore a sale of the Company's trading business

The Group's trading business clearly remains in the scale-up phase of business growth with a number of proven materials and validated IP. The Board believes that it is now prudent to consider if this growth and investment would be best led in a different ownership setting than allowed for as the sole business of a listed company. The Board is highly confident in the potential of the business. A balance needs to be struck, in the interests of all of its Shareholders, between supporting this growth and prudence with regard to risk, to preserve cash and to take a highly disciplined approach to investment.

The Board therefore concluded that it is in the Company's best interests to appoint advisors to review the options for the Company's business and assets, including the potential for a sale of the trading business (including IP). The Board has appointed CDX Advisors LLC ("CDX") as its financial adviser. Work with CDX has commenced with a view to achieving the best possible financial outcome and to secure the long term future of the Group's IP and operations. While this process will be undertaken at pace, the Group's considerable financial resources mean that the trading business will continue to be supported to grow and not compromise its potential.

3. Immediate actions to reduce the Company's cost base

Steps have already been taken to rationalise the Company's cost base. This includes reducing headcount, a commitment to reducing the size of the Board during FY25 without compromising appropriate corporate governance standards, and by reducing non-critical operating costs across the Group.

Furthermore, immediately following the release of the Company's FY24 preliminary results, each of the non-executive directors will enter into agreements with the Company under which they will agree to defer payment of at least 50% of their director fees until the earlier of the end of the current financial year (31 July 2025) or a potential sale of the trading business, with the accrued liability being satisfied at such time by Ordinary Shares of 10.0 pence each, to be issued by the Company or transferred out of the Company's employee benefit trust.

Once complete, these measures will reduce the Group's annualised cash cost base by £2.6m (or 34%) on a like for like basis compared to the Q4 FY24 run-rate, with an associated, one-off, restructuring cost of just over £0.1m.

4. Surplus cash reserves will be returned to Shareholders

The Board is determined to deliver shareholder value as rapidly as possible. In light of the plans set out above, the Board believes that any surplus cash reserves should be returned to Shareholders, rather than being retained for any purpose.

Cash will be progressively returned to Shareholders as the CDX process progresses and the Board gains more certainty on the execution of a potential sale process and clarity in the Company's working capital requirements and the surplus nature of the Company's cash balance.

5. Appointment of Dmitry Shashkov as CEO to drive the inherent value in Nanoco

On 22 October 2024, Nanoco announced that Dmitry Shashkov had been appointed as CEO. Dmitry has an outstanding track record as a leader of technology companies. He has a proven track record in leading materials science-based businesses, driving shareholder value through transformational business development.

He has over 20 years of experience managing businesses in the electronics and biomedical fields, with technical expertise in metals and other advanced materials as well as significant exposure to semiconductors, flat panel displays (FPD), Photovoltaic (PV), Light Emitting Diode (LED) and medical device industries.

Most recently, Dmitry was the CEO of the CPS Group of companies (later part of Exyte) from 2020 to 2024, which was focused on high-tech equipment for semiconductors and life science facilities. Under his leadership, the revenues of the business tripled and the profitability increased four-fold before it was successfully sold to a strategic investor.

4. The Board already has the appropriate mix of experience and industry knowledge to oversee this process

While the Board will progressively reduce in size and cost, we are confident that we have the appropriate mix of experience and industry knowledge to continue developing the business while executing a transaction. Recent additions to the Board have been aimed at driving these two objectives forwards. In addition to the skills of Dmitry Shashkov in developing and exiting materials science-based businesses as described above, both Jalal Bagherli and Dieter May have significant experience in the sector.

Both Jalal Bagherli and Dieter May have proven track records of driving progress and turning round the financial performance of technology companies. As CEO of Dialog Semiconductors, Jalal Bagherli turned a loss of over €23.0 million at the time of his appointment in 2005 to a profit of over €84 million for the financial year ended 2020, before selling the company to Renesas Electronics Corporation for €4.9 billion in early 2021. The sale price represented a 20.3% premium to Dialog Semiconductors' market capitalisation on the trading day before the transaction was announced. As the CEO of OSRAM Opto Semiconductors GmbH, Dieter May grew the business to €1.8 billion, growth of more than 25% from 2019 to 2021, turning a significant loss into double digit EBIT.

Now that Dmitry Shashkov has been appointed as the new CEO of the Company, Christopher Richards will proceed with his previously announced plan to retire as Non-Executive Chairman of Nanoco at the Annual General Meeting in January 2025 and will be succeeded by Jalal Bagherli, bringing his commercial expertise and track record to the leadership of the Board.

Despite the proposed progressive reduction in the size of the Board, corporate governance standards will be maintained in accordance with requirements for a company of Nanoco's size.

The Board is aligned with Shareholders' interests through their aggregate holding of 8,831,431 Ordinary Shares representing 4.53% of the issued share capital of the Company and, in the case of the Executive Board, options over a further 5,683,133 Ordinary Shares. The Non-Executive Board is particularly highly aligned with shareholder interests, with over 50% of fees being deferred and to be taken in the form of Ordinary Shares on the earlier of the end of the current financial year or the execution of a transaction.

All members of the Board are therefore highly motivated to ensure the delivery of the strategy outlined above and drive further value for Shareholders over and above the £33.0m of returns that have already been delivered to Shareholders this calendar year.

5. The appointment of the Milkwood nominees would be highly disruptive to the Board's ability to return surplus cash to Shareholders

The Requisitionist has not provided any details in the Requisition Notice as to the background of the board nominees nor as to the contribution that they might make to the Company or any detail as to the rationale or the appropriateness for their nomination.

In the absence of this, the Board believes that the Resolutions are not aligned with the interests of all of the Group's shareholders and, given the context of the Board's dialogue with Mr Summerton of Milkwood, would be highly disruptive to the Board's ability to execute its strategy to deliver value to Shareholders.

Nanoco is a listed operating company, with investors who have invested in a listed operating company, not an investment company. Were Nanoco to become an investment company, this would require a significant amount of the Company's current cash balance to be retained within the Company to fund the legal and regulatory requirements of conversion and future investments, rather than being distributed to Shareholders.

The Board believes that this cash balance should be returned to Shareholders, not deployed in the interests of one, c.8.2% shareholder.

For all of these reasons, the Board unanimously recommends that all Shareholders VOTE AGAINST BOTH of the Requisitionist's Resolutions.

6. General Meeting and Resolutions

The Notice of General Meeting which has been requisitioned pursuant to section 303 of the Act is set out in Part 3 of this document.

The General Meeting will take place at the offices of Reed Smith LLP (Blossom Yard and Studios, 1 Blossom Yard, London E1 6RS) at 11.30 a.m. (London time) on Friday, 13 December 2024.

The Resolutions are both ordinary resolutions and will be passed if 50% or more of the votes cast (in person or by proxy) at the General Meeting are in favour of the Resolutions.

The Requisitionist only represents c.8.2% of the current shares eligible for voting, and should not be enabled to capture 50% of the vote by virtue of a low turnout. Therefore your vote on this matter is crucial in order to safeguard the future success of the Company.

The Board urges all Shareholders to act now by **VOTING AGAINST BOTH of the Resolutions being proposed at the General Meeting in order to enable the Company to deliver value for all its Shareholders and stakeholders.**

7. Action to be taken in respect of the General Meeting

Shareholders have the option of listening to the General Meeting remotely via a conference call facility that can be accessed from any computer or other device with internet access, see Note 1 in the Notes to the Notice of Meeting (page 18). Please note that Shareholders will not be able to use this facility to actively participate in the General Meeting by voting on the Resolutions and they should therefore submit their votes by proxy in accordance with the following instructions.

Whether or not you are able to attend the General Meeting, you are asked to exercise your vote and appoint the Chairman of the Meeting as your proxy by completing and returning the Form of Proxy to the Company's Registrars or by delivering it in person to: Neville Registrars Limited at Neville House,

Steelpark Road, Halesowen B62 8HD not less than 48 hours (excluding any UK non-working days) before the General Meeting. Should you require further assistance please call Neville Registrars Limited on 0121 585 1131. Alternatively, you may submit your Form of Proxy electronically. Full details are shown in the notes to the Notice of General Meeting and printed on the Form of Proxy accordingly. Neville Registrars Limited must receive your Form of Proxy by 11.30 a.m. on 11 December 2024 (or, in circumstances where the General Meeting is adjourned to a date later than 48 hours after the time specified for the General Meeting, 48 hours before the time of the adjourned meeting, excluding any UK non-working days)

Any Form of Proxy received after this time shall be treated as invalid. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the General Meeting (in substitution for your proxy vote) should you subsequently decide to do so.

8. Questions

Any questions should be submitted in advance of the General Meeting by emailing such questions to the Company Secretary at nanoco@georgeson.com. Please include in your email: the shareholder's full name, number of shares held and telephone contact details.

9. Recommendation

For the reasons explained above, the Board considers the Resolutions to be contrary to the best interests of the Company and its Shareholders as a whole and the Board unanimously recommend that you **VOTE AGAINST BOTH** of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate shareholdings of 8,831,431 Ordinary Shares representing approximately 4.53% of the Ordinary Shares in issue at the date of this document.

Yours faithfully

Dr Christopher Richards
Non-Executive Chairman
15 November 2024

PART TWO - DEFINITIONS

“Act”	the Companies Act 2006, as amended;
“Company” or “Nanoco”	Nanoco Group plc, a public limited company incorporated in England and Wales with company number 05067231 whose registered office is at Science Centre, The Heath Business & Technical Park, Runcorn, England, WA7 4QX;
“Directors” or “Board”	the directors or board of the Company for the time being (as the context requires, currently comprising those persons whose names are set out on page 10 of this document;
“Form of Proxy”	the form of proxy for use by Shareholders at the General Meeting;
“General Meeting”	the general meeting of the Company convened for 11.30 a.m. (London time) on 13 December 2024, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting;
“Group”	the Company and its subsidiary companies;
“Notice of General Meeting”	the notice of the General Meeting, which is set out in Part 3 of this document;
“Ordinary Shares”	ordinary shares of £0.10 each in the Company;
“Proposals”	the proposed Resolutions;
“Requisition”	the Requisition Notice;
“Requisition Notice”	the notice delivered on the Company by the Requisitionist on 25 October 2024 in accordance with section 303 of the Act, requiring the convening of the General Meeting for the purposes of considering the Resolutions;
“Requisitionist” “Milkwood”	or The Milkwood Fund which, for the purpose of its total interest in the Company’s voting rights, includes Milkwood Capital Limited;
“Resolutions”	the ordinary resolutions set out in the Notice of General Meeting; and
“Shareholders”	holders of Ordinary Shares.

PART THREE - NOTICE OF GENERAL MEETING

NANOCO GROUP PLC

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Nanoco Group plc (the '**Company**') will be held at the offices of Reed Smith LLP at Blossom Yard and Studios, 1 Blossom Yard, London E1 6RS at 11:30 a.m. on 13 December 2024 for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions.

1. **THAT**, Rhys Drennan Summerton be and is hereby appointed as a director of the Company with immediate effect.
2. **THAT**, André Charles Tonkin be and is hereby appointed as a director of the Company with immediate effect.

By Order of the Board

Liam Gray
Company Secretary
Dated: 15 November 2024

<i>Registered office</i> The Science Centre The Heath Business & Technical Park Runcorn WA7 4QX
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Notes to the Notice of General Meeting

The following notes explain your general rights as a Shareholder and your rights to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

1. Arrangements for the Meeting

The Board greatly values the opportunity to meet Shareholders in person. However, we understand that this may not be possible or desirable for all who wish to attend; therefore, the Company will offer Shareholders the option to listen to the General Meeting remotely via a conference call facility that can be accessed from any computer or other device with internet access.

If you wish to use this facility, please use the link below:

<https://stream.brrmedia.co.uk/broadcast/6734fca4e83a585e6d66bdc2>

Please note that Shareholders will not be able to use this facility to actively participate in the General Meeting by voting on the Resolutions or asking questions during the meeting. Therefore, the Board:

- 1.1. encourages Shareholders to submit their votes via proxy as early as possible, and Shareholders should appoint the Chairman of the Meeting as their proxy. All proxy appointments should be received by no later than 11.30 a.m. on 11 December 2024 (or, in circumstances where the General Meeting is adjourned to a date later than 48 hours after the time specified for the General Meeting, 48 hours before the time of the adjourned meeting, excluding any UK non-working days);
 - 1.2. strongly recommends CREST members to vote electronically through the CREST electronic proxy appointment service as your vote will automatically be counted;
 - 1.3. proposes that voting at the General Meeting will be conducted by means of a poll on both Resolutions, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the General Meeting to be counted;
 - 1.4. encourages you to submit any question regarding the proposed General Meeting and associated Resolutions that you would like to be answered at the meeting by emailing such questions to the Company Secretary at nanoco@georgeson.com, so that it is received by no later than 11.30 a.m. on 11 December 2024. The Company will endeavour to respond to all such questions received from Shareholders at the General Meeting or within seven days following the General Meeting; and
 - 1.5. as an alternative to completing a hard copy proxy, Shareholders can submit their vote electronically at www.sharegateway.co.uk by completing the authentication requirements on the website so as to be received by 11.30 a.m. on 11 December 2024 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any UK non-working days)). Shareholders will need to use their personal proxy registration code, which is printed on the Form of Proxy, to validate the submission of their proxy online.
2. As permitted by Regulation 41 of the CREST Regulations, Shareholders who hold shares in certificated or uncertificated form must be entered on the Company's relevant share register (the "**Register**") at 6.00 p.m. on 11 December 2024 (the "**Specified Time**") in order to be entitled to attend and vote at the General Meeting. Such Shareholders may only cast votes in respect of Ordinary Shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting. Should the General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned General Meeting. Should the General Meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at 6.00 p.m. on the date which is 48 hours before the time fixed for the adjourned General Meeting, excluding any UK non-working days or, if the Company gives notice of the adjourned General Meeting, at the time specified in the notice.
 3. Any member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend, speak and vote instead of the member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached

to a different Ordinary Share or Ordinary Shares of the member. Completion and return of a Form of Proxy will not preclude a member from attending the General Meeting either in person or virtually, should he/she subsequently decide to do so.

4. The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the registered Shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.
5. In order to be valid, any Form of Proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Registrars in accordance with the instructions set out on the Form of Proxy not less than 48 hours (excluding non-working days) before the time of the General Meeting (11.30 a.m. on 11 December 2024 or, in circumstances where the General Meeting is adjourned to a date later than 48 hours after the Specified Time, 48 hours before the time of the adjourned meeting, excluding any UK non-working days).
6. A Form of Proxy accompanies this Notice of General Meeting. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If a member wishes to appoint more than one proxy and so requires additional Forms of Proxy, the member can photocopy the Form of Proxy.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournments of it by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
 - 7.1. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International's specifications and must contain the information required for those instructions as described in the CREST Manual (available at www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (ID: 7RA11) by the latest time for receipt of proxy appointments specified in the Notice of General Meeting. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 - 7.2. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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 voting service providers, to procure that its CREST sponsors or voting service providers take) 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.
 - 7.3. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.

9. In order to facilitate voting by corporate representatives at the General Meeting, arrangements will be put in place at the General Meeting so that: (i) if a corporate Shareholder has appointed the Chairman of the General Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the General Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the General Meeting but the corporate Shareholder has not appointed the Chairman of the General Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
10. To change a proxy instruction, a member needs to submit a new proxy appointment using the methods set out above. Note that the deadlines for receipt of proxy appointments (11.30 a.m. on 11 December 2024 or, in circumstances where the General Meeting is adjourned to a date later than 48 hours after the Specified Time, 48 hours before the time of the adjourned meeting, excluding any UK non-working days) also apply in relation to amended instructions and any amended proxy appointment received after the relevant deadline will be disregarded. Where a member has appointed a proxy using the paper Form of Proxy and would like to change the instructions using another such form, that member should contact the Registrars, on 0121 585 1131; lines are open 9.00 a.m. to 5.00 p.m. Monday to Friday. If more than one valid proxy appointment is submitted, the appointment received last before the deadline for the receipt of proxies will take precedence.
11. In order to revoke a proxy instruction, a signed letter clearly stating a member's intention to revoke a proxy appointment must be sent by post or by hand to the Registrars in accordance with the instructions on the Form of Proxy. Note that deadlines for receipt of proxy appointments (11.30 a.m. on 11 December 2024 or, in circumstances where the General Meeting is adjourned to a date later than 48 hours after the Specified Time, 48 hours before the time of the adjourned meeting, excluding any UK non-working days) also apply in relation to revocations and any revocation received after the deadline will be disregarded.
12. In the event that a member is a joint holder and the joint holder purports to appoint a proxy, only the appointment submitted by the member whose name appears first on the register will be accepted.
13. The "Vote Withheld" option on the Form of Proxy is provided to enable a member to abstain on any particular Resolution. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a particular Resolution.
14. The total number of Ordinary Shares in issue as at 14 November 2024, being the latest practicable date before the publication of this Notice of General Meeting, was 194,608,038 Ordinary Shares carrying one vote each. There are no shares held in treasury. The total level of voting rights in the Company as at this date was therefore 194,608,038.
15. Any member attending the General Meeting has the right to ask questions. It would be helpful if members could state their name before asking a question. The Company must cause to be answered any question relating to the business to be dealt with at the General Meeting put by a member attending the General Meeting. However, members should note that no answer need be given in the following circumstances:
 - 15.1. if to do so would interfere unduly with the preparation of the General Meeting or would involve a disclosure of confidential information;
 - 15.2. if the answer has already been given on a website in the form of an answer to a question; and/or
 - 15.3. if it is undesirable, in the interests of the Company or the good order of the General Meeting, that the question be answered.

16. Any electronic address provided either in this Notice of General Meeting or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
17. As required by section 311A of the Act, this Notice of General Meeting, together with information about the total number of Ordinary Shares and voting rights in the Company in respect of which members are entitled to exercise voting rights at the Meeting as at 6.00 p.m. on 14 November 2024, being the latest practicable date before the publication of this Notice of General Meeting, and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of General Meeting, will be available on the Company's website, www.nanocotechnologies.com.