

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about its contents or as to the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your shares in Nanoco Group plc (the ‘**Company**’), please pass this document together with the Form of Proxy to be used in respect of the General Meeting 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. However, neither this document nor any accompanying documents should be sent or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws and restrictions of such jurisdiction. Persons into whose possession this document and any accompanying documents should come, should inform themselves about and observe any such laws and restrictions. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

Cavendish Capital Markets Limited (‘**Cavendish**’), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and for no-one else in connection with the matters set out in this document and will not be responsible to anyone other than the Company for providing the protections to customers of Cavendish nor for providing advice in connection with the matters set out in this document or any other transaction or arrangement referred to in this document.

This document is a circular relating to (i) the proposed cancellation of the Ordinary Shares from the ESCC category of the Official List and from admission to trading on the London Stock Exchange’s Main Market for listed securities, prepared in accordance with Chapter 21 of the Listing Rules and (ii) the proposed re-registration of the Company as a private limited company and the adoption of new articles of association appropriate for a private limited company.

This document should be read in its entirety. Your attention is drawn to the Chairman’s Letter which is set out on pages 7 to 13 (inclusive) of this document and which includes a recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

NANOCO GROUP PLC

(Incorporated and registered in England and Wales with registered number 05067291)

PROPOSED CANCELLATION OF ORDINARY SHARES FROM THE OFFICIAL LIST AND FROM ADMISSION TO TRADING ON THE MAIN MARKET FOR LISTED SECURITIES OF THE LONDON STOCK EXCHANGE

RE-REGISTRATION AS A PRIVATE LIMITED COMPANY

ADOPTION OF NEW ARTICLES

AND

NOTICE OF GENERAL MEETING

Notice of a General Meeting of the Company to be held at Reed Smith, 1 Blossom Yard, London, E1 6RS at 10.30 a.m. on 19 June 2026 is set out in Part IV of this document

This document should be read as a whole together with the Form of Proxy. Whether or not shareholders propose to attend the General Meeting, they are requested to complete and send or deliver the enclosed Form of Proxy in accordance with the instructions printed on such form to the Company’s registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, by no later than 10.30 a.m. on 17 June 2026, being 48 hours before the time appointed for holding the General Meeting (excluding UK non-working days) 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. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power of authority) must be included with the Form of Proxy.

Your attention is drawn to the Chairman’s Letter which is set out in Part II of this document and includes a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Important information

Cavendish, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and no one else in connection with the Proposals and will not regard any other person (whether or not a recipient of this Circular) as a client in relation to the Proposals 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 Proposals or any other matter referred to in this Circular.

Apart from the responsibilities and liabilities, if any, which may be imposed on Cavendish by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Cavendish nor any of its affiliates, directors, officers, employees or advisers accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of this Circular, including its accuracy or completeness or for any other statement made or purported to be made by it, or on behalf of it, the Company, the Directors or any other person, in connection with the Company or the Proposals, and nothing in this Circular should be relied upon as a promise or representation in this respect, whether or not to the past or future. Cavendish and its respective affiliates, directors, officers, employees and advisers accordingly disclaims to the fullest extent permitted by law all and any responsibility or liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this Circular or any such statement.

Cavendish has given and has not withdrawn its written consent to the inclusion in this document of the reference to its name in the form and context in which it is included.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by the Company. Subject to FSMA, the UK Listing Rules and the Disclosure Guidance and Transparency Rules, the delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as at any time after this date. Without limitation, the contents of the Company's website, or any links accessible through the Company's website, do not form part of this document.

The contents of this document are not to be construed as legal, business or tax advice. Each Shareholder should consult his, her or its own legal adviser, financial adviser or tax adviser.

A copy of this document is available on the company's website at <https://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.

The date of this document is 27 May 2026.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS ^{(1),(2)}

Announcement of the Proposals	27 May 2026
Publication and posting of this document and the Form of Proxy	27 May 2026
Latest time and date for receipt of Forms of Proxy or electronic proxy appointments for the General Meeting	10.30 a.m. on 17 June 2026
General Meeting to approve the Proposals	10.30 a.m. on 19 June 2026
Announcement of results of the General Meeting	19 June 2026
Expected last day of dealings in Ordinary Shares on the Main Market	17 July 2026
Expected time and date of Cancellation	8.00 a.m. on 20 July 2026
Secondary market trading facility for Ordinary Shares expected to commence	20 July 2026
Expected date of Re-registration	On or around 27 July 2026

If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement to any of the services approved by London Stock Exchange for the distribution of announcements and included within the list maintained on the website of London Stock Exchange (known as a Regulatory Information Service).

Notes

- (1) The timetable assumes that there is no adjournment of the General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.
- (2) References in this document are to London times unless otherwise stated.

PART I
DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context otherwise requires:

“Act”	Companies Act 2006;
“Board” or “Directors”	the directors of the Company or any duly appointed committee thereof;
“Business Day”	any day which is not a Saturday, Sunday or public holiday on which banks are open for business in the City of London;
“Cancellation”	cancellation of the Ordinary Shares from (i) the Official List and (ii) from admission to trading on the Main Market for listed securities of the London Stock Exchange, in accordance with UKLR 21.2.8R, subject to passing of the Cancellation Resolution;
“Cancellation Resolution”	Resolution 1 to be proposed at the General Meeting;
“Circular” or “this document”	this circular dated 27 May 2026;
“Company” or “Nanoco”	Nanoco Group plc, a company incorporated in England and Wales with registered number 05067291 and having its registered office at Science Centre, The Heath Business & Technical Park, Runcorn, England, WA7 4QX;
“Company Secretary”	the company secretary of the Company;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No 3755) (as amended), and any applicable rules made thereunder;
“Disclosure Guidance and Transparency Rules”	the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of the Financial Services and Markets Act 2000;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying this document relating to the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time;
“General Meeting” or “Meeting”	the general meeting of the Company, notice of which is set out in Part IV of this document and including any adjournment(s) thereof;
“JP Jenkins”	The trading name of InfnitX Limited, a company incorporated in England and Wales with the registered number 11551708 and having its registered office at 101 Wigmore Street, 5 th Floor, London, England, W1U 1QU;
“London Stock Exchange”	London Stock Exchange plc;
“Main Market”	the London Stock Exchange’s main market for listed securities;

“Matched Bargain Facility”	the trading facility operated by JP Jenkins to facilitate trading in the Ordinary Shares on a matched bargain basis following Cancellation, details of which are set out in this Circular
“New Articles”	the new articles of association of the Company to be adopted following the passing of Resolution number 2 to be proposed at the General Meeting;
“Notice of General Meeting”	the notice of General Meeting, set out in Part IV of this document;
“Official List”	the Official List of the FCA;
“Ordinary Shares”	Ordinary Shares of 10 pence each in the capital of the Company;
“Proposals”	the Cancellation, Re-registration and adoption of the New Articles;
“Registrars”	Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD;
“Re-registration”	the re-registration of the Company as a private limited company;
“Re-registration Resolution”	Resolution 2 to be proposed at the General Meeting
“Resolutions”	the resolutions (as set out in full in the Notice of General Meeting) to be proposed at the General Meeting;
“Shareholders”	holders of Ordinary Shares;
“Takeover Code”	the City Code on Takeovers and Mergers;
“UK”	the United Kingdom of Great Britain and Northern Ireland;
“UK MAR”	Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended by virtue of the European Union (Withdrawal Agreement) Act 2020); and
“UKLR”	UK Listing Rules

PART II

CHAIRMAN'S LETTER

Nanoco Group plc

Incorporated and registered in England and Wales with registered number 05067291.

Directors

Dr Jalal Bagherli (Executive Chairman)
Liam Gray (Interim CEO, Chief Financial Officer and Company Secretary)
Chris Batterham (Non-Executive Director)

Registered office

Science Centre
The Heath Business and
Technical Park
Runcorn
WA7 4QX

27 May 2026

Dear Shareholder,

PROPOSED CANCELLATION OF ORDINARY SHARES FROM THE OFFICIAL LIST AND FROM ADMISSION TO TRADING ON THE MAIN MARKET FOR LISTED SECURITIES OF THE LONDON STOCK EXCHANGE

RE-REGISTRATION AS A PRIVATE LIMITED COMPANY

ADOPTION OF NEW ARTICLES

AND

NOTICE OF GENERAL MEETING

1. Introduction

Since the announcement on 26 January 2026 relating to the termination of the process of finding a purchaser for the Group's trading business, the Board has been considering various options to both maximise shareholder value and preserve the Company's cash balances. The Board believes that by taking further measures to reduce the Company's operating costs and carefully investing its remaining resources in existing high-potential business areas, greater value can be generated for Shareholders.

In order to further reduce operating costs, the Board has decided to seek Shareholder approval for the proposed cancellation of the Ordinary Shares from the Official List and from admission to trading on the main market for listed securities of the London Stock Exchange while maintaining the ability for Shareholders to continue to be able to trade in Ordinary Shares through the Matched Bargain Facility.

Such cancellation is expected to result in further annual cost savings of £0.7m. Although the Company had a cash balance of £10.1 million as at 19 May 2026 and the Company is neither currently experiencing any financial difficulty nor is it expected to in the near term, these cost savings will extend the Group's cash runway, with a view to being able to be cash break even in the medium term. Additionally, this will also free up significant resource which can be allocated to the achievement of the Group's strategic objectives. Conversely, were these cost savings to not be achieved, and were there further delays in the commercialisation of the Company's products, the Group's ability to break even in the medium term and achieve its strategic objectives would be further hindered by the current cost and resource burden associated with being a listed company.

As required by the UKLR, the Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out in Part IV of this document. If the Cancellation Resolution is passed, the Cancellation will take effect not less than 20 clear Business Days' after the date of the General Meeting.

Subject to the Cancellation Resolution being passed, the Company will re-register as a private company and adopt the New Articles following the Cancellation. Re-registration will free the Company from the more

onerous requirements of the Companies Act that only apply to public companies, potentially giving rise to further cost savings and efficiencies. The New Articles will reflect the Company's new status as a private limited company. The Re-registration and adoption of New Articles is subject to the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

The Board appreciates that Shareholders may wish to retain the ability to trade their Ordinary Shares following the Cancellation and Re-registration. Arrangements have therefore been made with JP Jenkins for Shareholders to be able to trade in the Ordinary Shares post-Cancellation through the Matched Bargain Facility described below.

The purpose of this document is to provide you with information on the background to and reasons for the Proposals, and to explain the consequences of the Proposals. Shareholders are urged to read the entirety of this document, including in particular Part III which contains important information about the Takeover Code and the effect of Re-registration and the adoption of the New Articles.

The Notice of the General Meeting is set out on page 17 of this document. The Board is asking Shareholders to vote in favour of the Resolutions at the General Meeting, which has been convened for 10.30 a.m. on 19 June 2026.

2. Background to, and reasons for, the Proposals

The Board believes that there is value in the business with the potential to create further value for Shareholders. During the sale process, the Group made operational progress, including the commencement of a Joint Development Agreement with a second Asian chemical customer and a three-year extension of its Joint Development Agreement with its first Asian chemical customer.

In addition, the Group achieved a successful result in its litigation with LG Electronics Inc. in November 2025, the proceeds of which have now been received. The Group also reached a settlement with Shoei Chemical Inc. and Shoei Electronic Materials, Inc.

Having extensively evaluated the benefits and drawbacks for the Company and its shareholders in retaining its listing on the Official List and the admission to trading of the Ordinary Shares on the London Stock Exchange's Main Market for listed securities, the Board concluded that continuing its listing is not in the best interests of the Company and its shareholders for the following reasons:

Cost and regulatory burden: As at 19 May 2026, the Company had cash and cash equivalents of approximately £10.1m. In order to maximise value for Shareholders, a balance needs to be struck between reducing operating costs as much as possible and carefully investing the Company's remaining resources in existing business areas that have high potential in the medium term.

A significant reduction in the size of the Board has already been announced, with the retirement of Dr Nigel Pickett in February 2026, the resignation of Dmitry Shashkov during February 2026 and of Dr Alison Fielding and Dieter May at the end of April 2026. These measures, in addition to other cost savings, have reduced the Company's gross monthly cash operating costs to between £0.3m - £0.4m.

The costs of being a listed public company, both in terms of financial and management time, are significant. The annual financial costs are estimated to be £0.7m. The Cancellation would eliminate the annual expenditure associated with maintaining a listing on the Official List and would also enable the business to reallocate that expenditure to core business activities and free up management time to achieve its strategic objectives.

Conversely, were these cost savings to not be achieved, and were there further delays in the commercialisation of the Company's products, the Group's ability to break even in the medium term and achieve its strategic objectives would be further hindered by the current cost and resource burden associated with being a listed company.

Limited liquidity and share price volatility: The Directors believe that the UK public market environment for small companies remains highly challenging, characterised by persistent undervaluation, which can be exacerbated by limited liquidity.

The impact of this is particularly notable for listed companies such as Nanoco with early-stage, pre-commercialisation technology and IP, where there is a significant key customer concentration risk. This impact has been apparent to the Board on multiple occasions in the Group's recent history, including in 2019 when a key contact with an American customer was terminated and in 2024 when a key contract with ST Microelectronics was terminated, resulting in significant share price volatility.

Corporate and Strategic flexibility: The Board believes that a private limited company can make and implement strategic decisions more quickly than a company which is publicly traded. This was apparent during discussions with Samsung, LG Electronics and Shoen regarding potential IP infringements. This will also be advantageous in future business development discussions which would ultimately benefit the Company and Shareholders as a whole.

Facilitation of a future sales process: The Board began the sale process with the belief that the Company would be better served being part of a larger entity. This belief still remains, and should the Company's technology become commercialised and the Company become break even in the medium term, operating as a private limited company will allow the Company to discuss a potential sale process unencumbered by the disclosure obligations and regulatory requirements of a publicly traded company on a regulated exchange. This would ultimately be to the benefit of the Company and all Shareholders.

3. Process for, and principal effects of, the Cancellation

Under the UKLR, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by Shareholders at a General Meeting. Accordingly, the Notice of General Meeting set out in Part IV of this document contains a special resolution to approve the Cancellation.

The UKLR further require any Main Market company with a listing of equity shares in the equity shares (commercial companies) category that wishes the FCA to cancel the listing of its shares on the Official List to ensure that the anticipated date of cancellation is not less than 20 business days following the passing of the Cancellation Resolution. Therefore, subject to the Cancellation Resolution being passed at the General Meeting, Cancellation will be not less than 20 Business Days following the passing of the Cancellation Resolution. Accordingly, if the Cancellation Resolution is passed, it is expected that the last day of dealings in Ordinary Shares on the Main Market will be 17 July 2026 and that the Cancellation will become effective at 8.00 a.m. on 20 July 2026.

The principal effects of the Cancellation will be that:

- there will be no formal market mechanism enabling Shareholders to trade Ordinary Shares, no recognised market or trading facility is intended to be put in place to facilitate the trading of Ordinary Shares post Cancellation (save for the Matched Bargain Facility described in paragraph 4 below, which will provide a limited mechanism to facilitate the trading of Ordinary Shares off-market), no price will be publicly quoted for the Ordinary Shares and the transfer of Ordinary Shares will be subject to the provisions of the Articles;
- while the Ordinary Shares will remain freely transferable, it is likely that the liquidity and marketability of the Ordinary Shares will, in the future, be more constrained than at present and the value of such shares may be adversely affected as a consequence;
- in the absence of a formal market and quote, it may be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the Company will no longer be subject to the UK MAR regulating inside information and other matters;
- the Company will no longer be subject to the UKLR and, accordingly, Shareholders will no longer be afforded the protections given by the UKLR. In particular, the Company will not be bound to:
 - a. make any public announcements of material developments, or to announce interim or final results;

- b. comply with any of the corporate governance practices applicable to Main Market companies;
 - c. announce substantial transactions and related party transactions; or
 - d. comply with the requirement to seek Shareholder approval for reverse takeovers and fundamental changes in the Company's business;
- the Company will no longer be required to publicly disclose any change in major shareholdings in the Company under the Disclosure Guidance and Transparency Rules;
 - whilst the Company's CREST facility will remain in place immediately following the Cancellation, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST (in which case, Shareholders who hold Ordinary Shares in CREST will receive share certificates); and
 - the Cancellation and subsequent Re-registration may have tax consequences for Shareholders. The Company is not able to provide Shareholders with any form of tax advice, and Shareholders are strongly advised to seek their own professional advice in order to ascertain the consequences for them of continuing to hold Ordinary Shares following the Cancellation becoming effective. The following summary does not constitute legal or tax advice and is not exhaustive. The Company's understanding of the current position for individuals who are UK resident under UK tax law is as follows but it should be noted that the position on certain points is not free from uncertainty and the Company has not taken steps to confirm the current position with HM Revenue & Customs. Therefore, any statements relating to tax in this document should not be relied upon by Shareholders, and the Company accepts no liability whatsoever in respect of any tax information provided. Following the Cancellation: (i) stamp duty will continue to be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and (ii) the Company expects that the Ordinary Shares should be treated as unlisted/unquoted securities for the purpose of certain specific UK tax rules, notably the UK inheritance tax business property relief rules.

The Company currently intends that it will continue to provide certain facilities, services and protections to Shareholders that they currently enjoy as shareholders of a listed company following the proposed Cancellation. It is intended that the Company will continue to:

- communicate information about the Company (including annual accounts) to its Shareholders, as required by the Companies Act 2006;
- for at least 12 months following the Cancellation, maintain its website, and post updates on the website at <https://www.nanocotechnologies.com/> from time to time, although Shareholders should be aware that there will be no obligation on the Company to include all of the information required under the Disclosure Guidance and Transparency Rules, UK MAR or to update the website as required by the UKLR; and
- make available to Shareholders, by way of a Matched Bargain Facility, the means to buy and sell Ordinary Shares on a matched bargain basis following the Cancellation, as further set out in paragraph 4 below; however, there is no guarantee that this facility will provide liquidity in the future. JP Jenkins, the intended provider of the Matched Bargain Facility, is authorised and regulated by the FCA.

The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them and their Ordinary Shares.

Certain Shareholders may be unwilling or unable to hold Ordinary Shares following the Cancellation and may wish to consider selling their Ordinary Shares in the market prior to the Cancellation becoming effective at 8.00am on 20 July 2026. The Board is however making no recommendation as to whether or not Shareholders should buy, continue to hold or sell Ordinary Shares.

4. Process for, and principal effects of, the Re-registration and adoption of the New Articles

Following the proposed Cancellation, it is proposed to re-register the Company as a private limited company.

Subject to and conditional upon the Cancellation and the passing of the Re-registration Resolution, application will be made to the Registrar of Companies for the Company to be re-registered as a private

limited company. Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will not issue the certificate of incorporation on Re-registration until the Registrar of Companies is satisfied that no valid application can be made to cancel the resolution to re-register as a private limited company.

Conditional on the Re-registration taking effect, it is proposed that the New Articles be adopted to reflect the change in the Company's status to a private limited company. The principal effects of the adoption of the New Articles on the rights and obligations of Shareholders and the Company are summarised in Part III of this document. A copy of the New Articles and a copy marked to show the changes from the current Articles can be found on the Company's website at <https://www.nanocotechnologies.com/investors/> and will be available for inspection for at least 15 minutes before the commencement of and during the General Meeting and on the National Storage Mechanism from the date of this Circular.

The Directors may also consider making further amendments to the New Articles in due course. Any future articles of association adopted by the Company may not offer the same level of protection for minority shareholders as the current Articles.

Under the Companies Act 2006, it is a requirement that re-registration and adoption of new articles of association must be approved by not less than 75 per cent. of votes cast by Shareholders at a General Meeting. Accordingly, the Notice of General Meeting set out in Part IV of this document contains a special resolution to approve the Re-registration and adoption of the New Articles.

If the Cancellation Resolution and the Re-registration Resolution are passed at the General Meeting and the Registrar of Companies issues a certificate of incorporation on Re-registration, it is anticipated that the Re-registration and adoption of the New Articles will become effective on or around 27 July 2026.

Transactions in the Ordinary Shares post Cancellation

The proposed Cancellation, should it be approved by Shareholders at the General Meeting, would make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so.

Shareholders will continue to be able to hold their shares in uncertificated form (i.e. in CREST) and should check with their existing stockbroker whether they are willing or able to trade in unquoted shares.

The Company has made arrangements for the Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares from the date of Cancellation, if the Cancellation Resolution is passed. The Matched Bargain Facility will be provided by JP Jenkins, which is authorised and regulated by the UK FCA. Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with JP Jenkins, through their stockbroker, of the number of Ordinary Shares that they are prepared to buy or sell and the price at which they are prepared to do so. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Should the Cancellation become effective, the Matched Bargain Facility will commence, and details will be made available to Shareholders on the Company's website. It should be noted, however, that there is no guarantee as to the liquidity such a facility would afford the Ordinary Shares post Cancellation. Therefore, Shareholders should carefully consider, inter alia, the effects of the proposed Cancellation set out above and seek their own independent advice when assessing the likely impact of the Cancellation.

The Matched Bargain Facility is intended to operate for a minimum of twelve months after Cancellation. The current intention is that it will continue beyond that time, but Shareholders should note it could be withdrawn at short notice and therefore inhibit Shareholders' ability to trade the Ordinary Shares. If Shareholders wish to buy or sell Ordinary Shares on the Main Market, they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in Ordinary Shares on the Main Market will be 17 July 2026 and that the effective date of the Cancellation will be 8.00 a.m. on 20 July 2026.

Takeover Code

The Takeover Code applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the

Channel Islands or the Isle of Man. The Takeover Code therefore currently applies to the Company as its securities are admitted to trading on the Main Market, which is a UK regulated market.

The Takeover Code also applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its securities were admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man at any time during the preceding two years.

Accordingly, if the Cancellation is approved by Shareholders at the General Meeting and becomes effective, the Takeover Code will continue to apply to the Company for a period of two years after the Cancellation, following which the Takeover Code will cease to apply to the Company.

While the Takeover Code continues to apply to the Company, a mandatory cash offer will be required to be made if either:

- a. any person acquires an interest in shares which (taken together with the shares in which the person or any person acting in concert with that person is interested) carry 30 per cent. or more of the voting rights of the company; or
- b. any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with that person, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which that person is interested.

Brief details of the Panel, and of the protections afforded by the Takeover Code, are set out in Part III of this document.

Before voting on the Cancellation, you may want to take independent professional advice from an appropriate independent financial adviser.

5. General Meeting and Resolutions

The Notice of General Meeting is set out in Part IV of this document.

The General Meeting will take place at Reed Smith, 1 Blossom Yard, London, E1 6RS at 10.30 a.m. on 19 June 2026. At the General Meeting, the Resolutions set out in Part IV of this document will be proposed to Shareholders.

The Resolutions will be passed if 75 per cent. or more of the votes cast (in person or by proxy) at the General Meeting are in favour of the Resolutions.

The Resolutions, which are special resolutions, are summarised below:

- **Resolution 1** – the cancellation of the Ordinary Shares from (i) the Official List and (ii) from admission to trading on the Main Market for listed securities of the London Stock Exchange, in accordance with UKLR 21.2.8R, subject to passing of the Cancellation Resolution.
- **Resolution 2** – conditional on resolution 1 being passed and the Cancellation becoming effective:
 - (a) the re-registration of the Company as a private limited company; and
 - (b) with effect from the Re-registration, the adoption of the New Articles in substitution for and to the exclusion of the existing Articles.

6. Action to be taken in respect of the General 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 participate in the General Meeting remotely via a conference call facility that can be accessed from any computer with internet access or through a telephone (mobile or landline). If you wish to use this facility, please register at http://brrmedia.news/NANO_190626. After verification of the Shareholder's identity, details of how to join the conference call will be provided to each Shareholder who has registered. 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.

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 it by 10.30 a.m. on 17 June 2026 (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.

If you hold your shares through a broker, nominee, or investment platform, please be aware that your platform's deadline for submitting voting instructions is likely to be significantly earlier than the market deadline. Please check with your broker or platform as soon as possible to ensure your vote is received in time. For guidance on how to vote through the major UK investment platforms, a platform voting guide has been made available on the Company's website at www.nanocotechnologies.com/investors/documents-circulars/.

7. Questions

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

Should you have any queries relating to shareholder voting, please contact Sodali & Co at nanoco@info.sodali.com.

8. Recommendation

In the opinion of the Board, the Proposals are in the best interests of the Company and its Shareholders as a whole and the Board unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate shareholdings of 2,666,422 Ordinary Shares representing approximately 1.36 per cent. of the Ordinary Shares in issue at the date of this document.

Dr Jalal Bagherli
Executive Chairman
27 May 2026

PART III

ADDITIONAL INFORMATION

PART A - BRIEF DETAILS OF THE PANEL AND OF THE PROTECTIONS AFFORDED BY THE TAKEOVER CODE

The Takeover Code applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man. The Takeover Code therefore applies to the Company as its securities are admitted to trading on the Main Market, which is a UK regulated market.

The Takeover Code also applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its securities were admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man at any time during the preceding two years.

Accordingly, if the Cancellation is approved by Shareholders at the General Meeting and becomes effective, the Takeover Code will continue to apply to the Company for a period of two years after the Cancellation, following which the Takeover Code will cease to apply to the Company.

While the Takeover Code continues to apply to the Company, a mandatory cash offer will be required to be made if either:

- (a) any person acquires an interest in shares which (taken together with the shares in which the person or any person acting in concert with that person is interested) carry 30 per cent. or more of the voting rights of the company; or
- (b) any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with that person, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which that person is interested.

Brief details of the Takeover Panel, and of the protections afforded by the Takeover Code, are set out in below.

Before voting on the Cancellation, you may want to take independent professional advice from an appropriate independent financial adviser.

The Takeover Code

The Takeover Code is issued and administered by the Panel. The Takeover Code currently applies to the Company and accordingly Shareholders are entitled to the protections afforded by the Takeover Code.

The Takeover Code and the Panel operate principally to ensure that shareholders in an offeree company are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders in an offeree company of the same class are afforded equivalent treatment by an offeror. The Takeover Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The Takeover Code is based upon a number of general principles (the “**General Principles**”) which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and other matters to which the Takeover Code applies. They are applied by the Panel in accordance with their spirit in order to achieve their underlying purpose.

In addition to the General Principles, the Takeover Code contains a series of rules (the “**Rules**”). Like the General Principles, the Rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

A summary of key points regarding the application of the Takeover Code to takeovers is set out below.

The Takeover Code

The following is a summary of key provisions of the Takeover Code which apply to transactions to which the Takeover Code applies.

Equality of treatment

General Principle 1 of the Takeover Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the offeree company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that the holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the takeover bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 to obtain competent independent advice as to whether the financial terms of any offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires the board of the offeree company to send to shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The document sent to shareholders must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except in certain circumstances, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

Option holders and holders of convertible securities or subscription rights

Rule 15 provides that when an offer is made and the offeree company has convertible securities, options or subscription rights outstanding, the offeror must make an appropriate offer or proposal to the holders of those securities to ensure their interests are safeguarded.

PART B - PRINCIPAL EFFECTS OF RE-REGISTRATION AND ADOPTION OF NEW ARTICLES ON SHAREHOLDERS

1. DISCLOSURE ON INTEREST IN SHARES

Section 793 of the Companies Act 2006 does not apply to private limited companies. Following the Re-registration and adoption of the New Articles, these provisions contained in the current articles will no longer apply.

2. ACCOUNTS

A public company is required to file its accounts within six months following the end of its financial year and to circulate copies of the accounts to Shareholders. Following the Re-registration, the period for the preparation and filing of accounts is extended to nine months following the end of the financial year. The period within which the Company is required to circulate copies of the accounts to Shareholders is also extended.

3. ANNUAL GENERAL MEETINGS

A public company is required to hold an annual general meeting each year, but a private limited company is not. Following the Re-registration and adoption of the New Articles, the Company will hold general meetings at such time and place as may be determined by the Directors.

4. RESOLUTIONS

After Re-registration, resolutions of Shareholders may be obtained by written resolution rather than in general meeting. This is done by obtaining approval in writing to that resolution of the holders of a majority of the voting shares then in issue (in the case of ordinary resolutions) and the holders of at least 75 per cent. of the voting shares then in issue (in the case of special resolutions).

5. DIRECTORS

The current articles contain provisions requiring one third of the Directors excluding those required to retire at that general meeting to retire by rotation at each annual general meeting and each Director must retire from office at the third annual general meeting following his appointment or re-appointment at a general meeting. These provisions have been removed in the New Articles. In addition, the New Articles will not require any Director appointed by the Board to be re-appointed by the Shareholders at the next annual general meeting following his appointment, as is currently required.

6. ISSUE OF SHARES FOR NON-CASH CONSIDERATION

As a public company, there are restrictions on the ability of the Company to issue new shares, for example, by requiring the Company to obtain a valuation report in the case of shares issued for non-cash consideration. These restrictions will not apply following the Re-registration and adoption of the New Articles.

7. FINANCIAL ASSISTANCE, REDUCTIONS OF CAPITAL AND PURCHASE OF OWN SHARES OUT OF CAPITAL

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company to engage in certain transactions. However, following the Re-registration, these restrictions will no longer apply. In addition, the Company must currently obtain the sanction of the court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-registration, the Company will be able to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the court. Similarly, following Re-registration, the Company will be able to effect buy backs of Shares out of capital, which it is currently prohibited from doing as a public limited company.

8. COMPANY SECRETARY

Following the Re-registration there will be no requirement for a company secretary to be appointed and the Company Secretary will resign from the Company, although the Company may appoint one in the future should it wish.

9. REMOVAL OF UNNECESSARY PROVISIONS AND SIMPLIFICATION

The New Articles will not contain certain of the detailed provisions of the current articles which are common for publicly traded companies, and which will not be necessary for the Company following the Cancellation.

A copy of the New Articles and a copy marked to show the changes from the current Articles can be found on the Company's website at <https://www.nanocotechnologies.com/investors/> and will be available for inspection for at least 15 minutes before the commencement of and during the General Meeting and on the National Storage Mechanism from the date of this Circular.

PART IV

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 Reed Smith, 1 Blossom Yard, London, E1 6RS at 10.30 a.m. on 19 June 2026 for the purposes of considering and, if thought fit, passing the following Resolutions which will be proposed as Special Resolutions.

SPECIAL RESOLUTIONS

1. That, in accordance with the UKLR 21.2.8 R of the UK Listing Rules, the cancellation of the Ordinary Shares of £0.10 each from (i) the Official List of the Financial Conduct Authority and (ii) from admission to trading on the London Stock Exchange's Main Market for listed securities ('Cancellation') be and is hereby approved and the Directors of the Company be authorised to take all action reasonable or necessary to effect the Cancellation.
2. That, conditional upon resolution 1 being passed and upon the Cancellation becoming effective:
 - a. the Company be re-registered as a private company under the Companies Act 2006 with the name Nanoco Group Limited ('**Re-registration**'); and
 - b. with effect from the Re-registration, the regulations contained in the document submitted to the meeting and for the purposes of identification initialed by or on behalf of the chairman be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Registered office
Science Centre
The Heath Business & Technical Park
Runcorn
WA7 4QX

By Order of the Board

Liam Gray
Company Secretary
Dated 27 May 2026

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 participate in the Meeting remotely via a conference call facility that can be accessed from any computer with internet access or through a telephone (mobile or landline). If you wish to use this facility, please register at http://brrmedia.news/NANO_190626. After verification of the Shareholder's identity, details of how to join the conference call will be provided to each Shareholder who has registered. 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 10.30 a.m. on 17 June 2026 (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). If you hold your shares through a broker, nominee, or investment platform, please be aware that your platform's deadline for submitting voting instructions is likely to be significantly earlier than the market deadline. Please check with your broker or platform as soon as possible to ensure your vote is received in time;
 - 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 all 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; and
 - 1.4. encourages you to submit any question regarding the Proposals and associated resolutions that you would like to be answered at the Meeting by emailing such questions to the Company Secretary at LGray@nanocotechnologies.com, so that it is received by no later than 10.30 a.m. on 17 June 2026. 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. Should you have any queries relating to shareholder voting, please contact Sodali & Co at nanoco@info.sodali.com.
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 17 June 2026 (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 (10.30 a.m. on 17 June 2026 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 (10.30 a.m. on 17 June 2026 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 (10.30 a.m. on 17 June 2026 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 of 10 pence in issue as at 26 May 2026, being the latest practicable date before the publication of this Notice of General Meeting, was 195,543,816 Ordinary Shares carrying one vote each. The total level of voting rights in the Company as at this date was therefore 195,543,816.

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 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 10.30 a.m. on 17 June 2026 (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). 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.
18. 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 6.00p.m. on 26 May 2026, 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.