NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.nanocotechnologies.com

NOTES TO THE FORM OF PROXY

1 As a member of the Company, you are entitled to appoint a proxy or proxies of your own choice to exercise all or any of your rights to attend, speak and vote on your behalf at the Meeting. A proxy does not need to be a member of the Company.

2 To appoint as a proxy a person other than the Chairman of the Meeting, cross out the words "the Chairman of the Meeting" and write the full name in the space provided. If you wish your proxy to make comments on your behalf, you will need to appoint someone other than the Chairman and give them relevant instructions directly.

3 You may appoint more than one proxy to attend, vote and speak at the Meeting and any adjournment thereof, provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned together to the registrars in the same envelope.

4 If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

5 The completion and return of this form will not preclude a member from attending the Meeting and voting in person at the Meeting or on the poll concerned.

6 If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in one of the relevant boxes for each of the resolutions. If you fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the Meeting.

7 The "vote withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.

8 This form (together with any power of attorney or other authority under which this form is signed) must arrive at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours (excluding non-working days) before the time of the AGM (11:00 a.m. on 17 January 2025 or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned Meeting, excluding any UK nonworking days). You may also deliver the Proxy Form by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD during normal business hours only.

9 A corporation must execute the Proxy Form under either its common seal or the hand of a duly authorised officer or attorney. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.

10 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes in the Notice of the Annual General Meeting.

11 Entitlement to attend and vote at the Meeting and the number of votes which may be cast at the Meeting will be determined by reference to the register of members of the Company at 6:00 p.m. on 17 January 2025 or, in circumstances where the AGM is adjourned, 6:00 p.m. on the date which is 48 hours before the time of the adjourned Meeting, excluding any UK non-working days. Changes to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Meeting.

Please complete and return this Form of Proxy to the Registrars of the Company at the address shown overleaf. Alternatively, if no address is shown overleaf please use the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope using the address shown in note 8 above and pay the appropriate postage charge.

Nanoco Group plc

FORM OF PROXY

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

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual 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 Annual General Meeting of the Company, to be held on 21 January 2025 at The Heath Conference Centre, Heath Business and Technical Park, Runcorn, WA7 4QX at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

		FOR	AGAINST	WITHHELD
1	To receive and adopt the Company's audited accounts and financial statements	☐	☐	☐
2	To re-appoint Mazars LLP as auditors of the Company	☐	☐	☐
3	To authorise the Directors to agree the auditor's remuneration	☐	☐	☐
4	To re-elect Dr Nigel Pickett as a Director of the Company	☐	☐	☐
5	To re-elect Dr Alison Fielding as a Director of the Company	☐	☐	☐
6	To re-elect Chris Batterham as a Director of the Company	☐	☐	☐
7	To re-elect Liam Gray as a Director of the Company	☐	☐	☐
8	To elect Dieter May as a Director of the Company	☐	☐	☐
9	To elect Jalal Bagherli as a Director of the Company	☐	☐	☐
10	To elect Dmitry Shashkov as a Director of the Company	☐	☐	☐
11	To approve the Directors' remuneration report	☐	☐	☐
12	To approve the Directors' remuneration policy	☐	☐	☐
13	To approve the proposed amendments to the rules of the Nanoco 2015 Long Term Incentive Plan	☐	☐	☐
14	To approve the proposed amendments to the rules of the Nanoco 2015 Deferred Bonus Plan	☐	☐	☐
15	To authorise the Company to allot shares	☐	☐	☐
16*	To disapply pre-emption rights	☐	☐	☐
17*	To disapply pre-emption rights in connection with an acquisition or specified capital investment	☐	☐	☐
18*	To authorise the Company to make market purchases of its own shares	☐	☐	☐
19*	To authorise a reduced notice period for general meetings	☐	☐	☐
20*	To approve cancellation of the Company's capital redemption reserve	☐	☐	☐

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

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

Signed:

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

Date: D D - M M - Y Y

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NEVILLE REGISTRARS

Nanoco Group plc

Attendance Card

Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The Annual General Meeting will start at 11:00 a.m. and is being held on 21 January 2025 at The Heath Conference Centre, Heath Business and Technical Park, Runcorn, WA7 4QX.

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

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

NEVILLE REGISTRARS

Business Reply Plus
Licence Number
RTZE-YRRG-ETSK

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD