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If you have sold or otherwise transferred all your holding of Ordinary Shares you should immediately forward this document, including the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some only of your holding of Ordinary Shares you should contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. In particular, this document and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into the United States or any other jurisdiction in which the same would be unlawful. Any failure to comply with the restrictions referred to above may constitute a violation of the securities laws of any such jurisdiction.

Nothing in this document should be interpreted as an offer of securities, a solicitation of an offer to buy or subscribe for securities, or a term or condition of the Placing or any offering of Ordinary Shares. This document does not constitute a prospectus for the purposes of Directive 2003/71/EC.

This document may not be relied upon for any investment contract or decision. Persons considering making an investment in relation to New Ordinary Shares should consult an authorised person specialising in advising on such investments. This document does not constitute a recommendation concerning the Placing.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which contains a unanimous recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

NANOCO GROUP PLC

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

Notice of General Meeting Adoption of New Articles of Association and

Authority to allot Ordinary Shares and disapplication of pre-emption rights

Notice of a General Meeting of Nanoco Group plc, which is to be held at the offices of King & Wood Mallesons LLP, 10 Queen Street Place, London, EC4R 1BE on 22 April 2015 at 2.00 pm, is set out on pages 9 to 11 of this document.

Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the attached Form of Proxy as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA by 2.00 pm on 20 April 2015. The appointment of a proxy does not preclude a member from attending and voting in person at the General Meeting should he or she subsequently decide to do so.

The Ordinary Shares have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. No public offering of Ordinary Shares, or any other securities of the Company, is being made in the United States and this document, and the information contained herein, does not constitute an offer to sell or a solicitation of an offer to buy any Ordinary Shares or any other securities of the Company in the United States.

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "expects", "intends", "may", "will", "seeks", or "should" or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. Any forward-looking statements that the Company makes in this document speak only as of the date of such statement, and none of the Company or the Directors undertakes any obligation to update such statements unless required to do so by applicable law or regulation. Certain of the financial information in this document has not been audited.

There is no guarantee that the Placing will proceed and you should not base any investment decisions on the Company's intentions in relation to the Placing at this stage.

CONTENTS

	Page
Expected timetable of principal events	3
Letter from the Chairman of the Company	4
Definitions.....	7
Notice of General Meeting	9

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Despatch of this document, the Notice of General Meeting and the Form of Proxy	31 March 2015
Latest time and date for receipt of Forms of Proxy.....	2.00 pm on 20 April 2015
General Meeting.....	2.00 pm on 22 April 2015
Expected last day of trading on AIM ⁽¹⁾	30 April 2015
Expected commencement of dealings in Ordinary Shares on the London Stock Exchange ⁽¹⁾	1 May 2015

(1) Assuming the Resolutions are passed at the General Meeting.

All of the times referred to in this document refer to London time and are indicative only and may be subject to change.

LETTER FROM THE CHAIRMAN OF THE COMPANY NANOCO GROUP PLC

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

Registered Office:
46 Grafton Street
Manchester M13 9NT

Directors

Anthony Clinch
Dr Michael Edelman
Keith Wiggins
Dr Nigel Pickett
Gordon Hall
Dr Peter Rowley
Robin Williams

31 March 2015

To Shareholders and, for information only, to the holders of options over Ordinary Shares

Dear Shareholders,

1. Introduction

The Ordinary Shares were admitted to trading on AIM in 2009. Since then the Company has continued to expand its operations. As you will be aware, the Directors consider that it would be in the best interest of the Company to transfer the admission of the Ordinary Shares from AIM to the premium segment of the Official List and to trading on the Main Market. The Directors believe that the Main Market will:

- provide a more appropriate platform for the continued growth of the Group and further raise its profile and status as a growth focused business;
- place the Company in a better position to achieve improved liquidity in its Ordinary Shares due to the higher number of institutional investors who regularly trade in shares of companies admitted to the Official List and the higher profile of such companies; and
- benefit Shareholders due to the further development of the Company's corporate governance, regulatory and reporting disciplines.

Further information regarding the proposed move to the Main Market can be found in the Prospectus, a copy of which can be found on the Company's website at www.nanocotechnologies.com/investor-relations/investor-information/disclaimer.

In order to facilitate the move to the Main Market, the Company is seeking authority to adopt New Articles of Association to reflect the enhanced legal and regulatory requirements of the Main Market.

The Group also intends to issue 19,047,619 New Ordinary Shares in order to raise gross proceeds of £20m pursuant to the Placing to fund further research and development of its technology, which will enable the Company to pursue its strategy and commercialise its technology in all of its target markets identified in the Business Expansion Strategy.

The Company is seeking authority to allot Ordinary Shares on a non-pre-emptive basis for the purposes of the Placing. Accordingly, it is proposed that the following resolutions will also be proposed at the General Meeting in order that the Placing can proceed:

- to authorise the Directors to issue and allot 19,047,619 Ordinary Shares; and
- to dis-apply pre-emption rights in connection with the proposed allotment and issue of Ordinary Shares having a nominal value of £1,904,761.90.

If approved, the authorisations to allot 19,047,619 Ordinary Shares and the disapplication of pre-emption rights in relation to such allotment will expire on 31 July 2015.

The purpose of this letter is to: (a) explain the background to, and reasons for, the Resolutions; and (b) to recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

Resolutions 1 and 3 will be proposed as special resolutions and Resolution 2 will be proposed as an ordinary resolution.

2. New Articles of Association

Resolution 1

The current articles of association of the Company were adopted on 10 December 2010 and, at the time of adoption, reflected the requirements for a company whose shares were admitted to trading on AIM. In order to facilitate the move to the Main Market, it is now proposed to adopt new articles of association which reflect the enhanced legal and regulatory requirements of a company whose shares are admitted to the premium segment of the Official List and to trading on the Main Market. If passed, this resolution will, conditional on Admission, replace the existing articles of association of the Company with the New Articles of Association. A summary of the main provisions of the New Articles of Association can be found in paragraph 4 of Part XIV of the Prospectus.

Resolution 1 is being proposed as a special resolution

3. The Placing

The Placing is being made by way of an offering of New Ordinary Shares to qualified investors in Relevant Member States, including to institutional investors in the United Kingdom and certain other institutional investors outside the United States in reliance on Regulation S, and to QIBs that are also Accredited Investors in the United States in reliance on Rule 506 of Regulation D or another exemption from, or transaction not subject to, the registration requirements of the Securities Act.

No public offering of New Ordinary Shares, or any other securities of the Company, is being made in the United States and this document, and the information contained herein, does not constitute an offer to sell or a solicitation of an offer to buy any New Ordinary Shares or any other securities of the Company in the United States or elsewhere.

The Group intends to raise net proceeds of £18,650,000, after deduction of underwriting commissions (including agreed discretionary commissions only to the extent necessary to increase the commission to 2.25 per cent on orders where a reduced fee has been agreed and assuming that, as already determined by the Company, no further discretionary commission will be payable) and other fees and expenses incurred by the Group in connection with the Placing of approximately £1,350,000 (excluding VAT).

The Group intends to use the proceeds of the Placing to fund further research and development of its technology, which the Directors believe will enable the Group to pursue its strategy in all of the target markets identified in the Business Expansion Strategy.

Further information relating to the use of proceeds and the Placing can be found in the Prospectus.

Resolution 2

In relation to the Placing, Shareholders are being asked to grant the Directors a specific authority to allot shares in the Company. This resolution, if passed, gives the Directors authority to allot 19,047,619 New Ordinary Shares.

This authority will be effective until 31 July 2015.

Resolution 2 is being proposed as an ordinary resolution.

Resolution 3

This resolution supplements the Directors' authority to allot shares in the Company which may be given to them by the passing of Resolution 2. The resolution authorises the Directors to allot New Ordinary Shares, or sell treasury shares, for cash (otherwise than *pro rata* to existing Shareholders) equal to an aggregate nominal value of £1,904,761.90.

The authority will be effective until 31 July 2015.

Resolution 3 is being proposed as a special resolution.

4. General Meeting

The General Meeting is to be held at the offices of King & Wood Mallesons LLP, 10 Queen Street Place, London, EC4R 1BE at 2.00 pm on 22 April 2015 for the purpose of seeking Shareholders' approval to the Resolutions. Notice of the General Meeting is set out at the end of this document.

5. Action to be taken

You will find enclosed with this document a Form of Proxy. Whether you intend to be present at the General Meeting or not, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and to return it to the Registrar at Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA as soon as possible and, in any event, so as to be received by no later than 2.00 pm on 20 April 2015. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish to do so.

If the Form of Proxy is not returned by 2.00 pm on 20 April 2015, your vote will not count.

If you are in any doubt as to the action you should take, you should immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA or, if you are outside the UK, by another appropriately authorised independent financial adviser.

6. Recommendation

The Board considers that the Resolutions will promote the success of the Company for the benefit of the Shareholders as a whole. Accordingly, your Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to an aggregate of 18,141,961 Ordinary Shares representing approximately 8.36 per cent. of the Company's share capital as at the date of this document.

Yours sincerely,

Anthony Clinch
Chairman

DEFINITIONS

Unless stated otherwise, words and expressions defined in the Prospectus shall bear the same meaning in this Circular.

Accredited Investors	has the meaning given by Rule 501 of Regulation D;
Admission	admission of the Ordinary Shares and the New Ordinary Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards;
Admission and Disclosure Standards	the requirements contained in the London Stock Exchange's publication "Admission and Disclosure Standards" containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange's market for listed securities;
AIM	the AIM market of London Stock Exchange;
Board	the board of the Directors from time to time appointed in accordance with the Articles;
Business Expansion Strategy	the strategy of the Group to expand its activities beyond the traditional focus on the research, development and commercialisation of its technology within the electronics display industry into the research, development and commercialisation of its technology in applications within three additional industries, namely lighting, solar and bio-imaging;
Companies Acts	the Companies Acts as defined in section 2 of the Companies Act 2006, as amended, re-enacted and consolidated from time to time;
Company	Nanoco Group plc;
CREST	the computerised settlement system operated by Euroclear UK & Ireland to facilitate the transfer of title to shares in uncertificated form;
Directors	the directors of the Company;
EU	the European Union;
Euroclear UK & Ireland	Euroclear UK & Ireland Limited, the operator of CREST;
FSMA	the UK Financial Services and Markets Act 2000, as amended;
Group	the Company and its subsidiaries and "Group Company" shall be construed accordingly;
Listing Rules	the rules relating to admission to the Official List made in accordance with Section 73A(2) of FSMA;
London Stock Exchange	London Stock Exchange plc;
Main Market	the main market for listed securities of the London Stock Exchange;
Member States	the member states of the EU;
New Articles of Association	the new articles of association of the Company to be adopted conditional on Admission;
New Ordinary Shares	the 19,047,619 new Ordinary Shares to be issued by the Company pursuant to the Placing;
Official List	the Official List of the Financial Conduct Authority;
Ordinary Shares	ordinary shares of £0.10 each in the capital of the Company;
Placing	the placing to certain institutional and other investors of the New Ordinary Shares at the Placing Price pursuant to the Placing and Underwriting Agreement;

Placing Price	105 pence, being the price at which each New Ordinary Share is to be issued under the Placing;
Prospectus	the prospectus relating to the Company and the Ordinary Shares prepared in accordance with the Listing Rules and the Prospectus Rules;
Prospectus Directive	EU Directive (2003/71/EC), including any relevant implementing measure in each Relevant Member State;
Prospectus Rules	the rules made for the purposes of Part VI of FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market;
QIB	has the meaning by Rule 144A;
Regulation D	Regulation D under the Securities Act;
Regulation S	Regulation S under the Securities Act;
Relevant Member State	each member state of the EEA which has implemented the Prospectus Directive;
Rule 144A	Rule 144A under the Securities Act;
SEC	the U.S Securities and Exchange Commission;
Securities Act	the U.S. Securities Act of 1933 (as amended);
Shareholders	holders of Ordinary Shares;
subsidiary undertaking	shall be construed in accordance with section 1162 and Schedule 7 of the Companies Act 2006, save that an undertaking shall also be treated, for the purposes only of the membership requirement contained in subsections 1162(2)(b) and (d), as a member of another undertaking if any shares in that other undertaking are held by a person (or its nominee) by way of security or in connection with the taking of security granted by the undertaking or any of its subsidiary undertakings;
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland;
United States or USA or US	the United States of America and its territories, possessions, any state of the United States of America and the District of Columbia;

In this document:

- (a) all references to times and dates are to that time or date in London, United Kingdom, unless otherwise stated;
- (b) all references to legislation are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof;
- (c) the terms “subsidiary” and “subsidiary undertaking” shall have the meanings given to them by the Companies Act; and
- (d) words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

NOTICE OF GENERAL MEETING

NANOCO GROUP PLC

(the “Company”)

Registered in England & Wales No: 05067291

Notice is hereby given that a General Meeting of Nanoco Group plc will be held at 2.00 pm on 22 April 2015 at the offices of King & Wood Mallesons LLP, 10 Queen Street Place, London, EC4R 1BE for the purpose of considering the following resolutions of which resolutions 1 and 3 will be proposed as special resolutions and resolution 2 will be proposed as an ordinary resolution.

RESOLUTIONS

- 1 To consider and, if thought fit, to pass the following resolution as a special resolution:
THAT, conditional on Admission (as defined in the Circular sent to shareholders dated 31 March 2015 (“the Circular”)), the New Articles of Association (as defined in the Circular) be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 2 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
THAT, conditional on the passing of Resolution 1 and in addition to the authority conferred on the Directors at the annual general meeting held on 11 December 2014, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company pursuant to the Placing, provided that:
 - (a) this authority is limited to allotments of 19,047,619 Ordinary Shares (as defined in the Circular); and
 - (b) this authority will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of 31 July 2015.
- 3 To consider and, if thought fit, to pass the following resolution as a special resolution:
THAT, conditional on the passing of Resolutions 1 and 2 and in addition to the authority conferred on the Directors at the annual general meeting held on 11 December 2014, the Directors be given power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority referred to in Resolution 2 above and to make sales of treasury shares as if section 561 of the Companies Act 2006 did not apply to the allotment or sale; provided that:
 - (a) this authority is limited to allotments and grants equal to an aggregate nominal amount of £1,904,761.90; and
 - (b) this authority will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of 31 July 2015.

Registered Office:
46 Grafton Street
Manchester M13 9NT

By order of the Board
Mark Sullivan
Secretary

31 March 2015

NOTES:

- (a) A member entitled to attend and vote at this meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, to speak and, both on a show of hands and on a poll, to vote in his or her stead at the meeting. A proxy need not be a member of the Company. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he or she subsequently decide to do so. A Form of Proxy which may be used is attached.
- (b) A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.
- (c) To be valid, a Form of Proxy together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA by no later than 2.00 pm on 20 April 2015.
- (d) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the company as at 6.00pm on 20 April 2015 shall be entitled to attend or vote (whether on a show of hands or on a poll) at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the register after 6.00pm on 20 April 2015 (or after 6.00pm on the day which is two working days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (e) As at 30 March 2015 (being the last business day prior to the date of this notice) the Company's issued share capital consisted of 217,330,383 ordinary shares each carrying one vote per share. Accordingly the total number of voting rights in the Company as at 30 March 2015 was 217,330,383.
- (f) CREST members who wish to appoint a proxy or proxies for the meeting or any adjournment thereof by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (g) In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (Neville Registrars Limited, Participant ID: 7RA11) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 Application Host) from which the issuer'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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. 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 (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (h) The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (i) The above statement as to proxy rights does not apply to a person who receives this notice of meeting as a person nominated to enjoy “information rights” under Section 146 of the Companies Act 2006. If you have been sent this notice of meeting because you are such a nominated person, the following statements apply: (a) you may have a right under an agreement between you and the member of the company by whom you were nominated to be appointed or to have someone else appointed as a proxy for this general meeting; and (b) if you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to that member as to the exercise of voting rights.
- (j) A copy of this notice, and the other information required by Section 311A of the Companies Act 2006, can be found at www.nanocotechnologies.com/investor-relations/investor-information/disclaimer.
- (k) Any member attending the meeting has the right to ask questions.
- (l) You may not use any electronic address provided either in this Notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the company for any purposes other than those expressly stated.

