

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).

If you have sold or transferred all of your shares in Nanoco Group plc, please pass this document together with the accompanying Annual Report and Accounts for the year ended 31 July 2017 (the "Annual Report and Accounts") and form of voting proxy to be used in respect of the Annual General Meeting 2017 (the "Proxy Form") 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.

This document should be read as a whole together with the accompanying Annual Report and Accounts, the Proxy Form and the Notice of Annual General Meeting 2017 set out at the end of this document. Whether or not shareholders propose to attend the 2017 Annual General Meeting (the "Meeting" or the "AGM"), they are requested to complete and send or deliver the enclosed Proxy Form in accordance with the instructions printed on such form to Nanoco Group plc's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA, by no later than 11.00am on 10 January 2018, being 48 hours before the time appointed for holding the Meeting (excluding UK non-working days) or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting, excluding any UK non-working days. The return of a Proxy Form will not preclude a member from attending and voting at the AGM in person should he/she subsequently decide to do so. In the case of a member which is a company, the Proxy Form 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 Proxy Form is signed (or a duly certified copy of such power of authority) must be included with the Proxy Form.

NANOCO GROUP PLC

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

NOTICE OF ANNUAL GENERAL MEETING 2017

To be held at:

46 Grafton Street
Manchester
Greater Manchester
M13 9NT

Date and time:

12 January 2018 at 11.00am

NANOCO GROUP PLC**INCORPORATED AND REGISTERED IN ENGLAND AND WALES WITH REGISTERED NUMBER 05067291****Directors:**

Dr Christopher Richards	(Non-executive Chairman)
Dr Michael Edelman	(Chief Executive Officer)
Dr Nigel Pickett	(Chief Technology Officer)
Keith Wiggins	(Chief Operating Officer)
David Blain	(Chief Financial Officer)
Dr Alison Fielding	(Non-executive Director)
Brendan Cummins	(Non-executive Senior Independent Director)

Registered office:

46 Grafton Street
Manchester
Greater Manchester
M13 9NT

29 November 2017

To: shareholders of Nanoco Group plc

Dear shareholder,

Annual General Meeting – 12 January 2018

I have pleasure in inviting you to the 2017 Annual General Meeting (the "Meeting" or the "AGM") of Nanoco Group plc (the "Company"), which will be held at 46 Grafton Street, Manchester, Greater Manchester M13 9NT, at 11.00am on 12 January 2018. This document includes the Notice of AGM, which sets out the resolutions that shareholders are being asked to consider and vote on (the "Resolutions"). These Resolutions are a very important part of the governance of the Company and all shareholders are urged to vote, whether they are able to attend the Meeting or not. If you would like to vote on the Resolutions but cannot come to the AGM, please fill in the Proxy Form sent to you with this document and return it to our registrars as soon as possible. They must receive it by 11.00am on 10 January 2018 (or, in circumstances where the AGM is adjourned to a date later than 48 hours after the time specified for the Meeting, 48 hours before the time of the adjourned meeting, excluding any UK non-working days).

Explanation of the business of the Meeting

The business to be conducted at the Meeting reflects the ordinary business and related Ordinary and Special Resolutions that are put to the Annual General Meeting of the Company each year. There is no special business to be addressed at this year's AGM.

Resolutions numbered 1 to 8 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions numbered 9 to 11 are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution. Detailed explanatory notes on all the business to be considered at the AGM are set out below.

To more accurately reflect the views of shareholders of the Company, voting on all of the Resolutions will be carried out by way of a poll put to the Meeting in accordance with Article 10.11 of the Company's Articles of Association adopted by special resolution on 22 April 2015 (as amended, the "Company's Articles"). The Board of Directors of the Company (the "Board") considers this to be best practice as it gives all shareholders the opportunity to participate in the decision-making of the Company and have their votes recorded even if they are unable to attend the Meeting in person.

Ordinary Resolutions (1 to 8)**Resolution 1 – Approval of Reports and Accounts**

The Companies Act 2006 (the "2006 Act") requires the directors of a public company to lay before the company in general meeting copies of its Annual Report and Accounts in respect of each financial year prior to the end of the period for filing of those reports and accounts. Resolution 1 deals with the receipt by the shareholders of the Company's audited accounts and the reports of the Directors of the Company (the "Directors") and the auditor for the year ended 31 July 2017. Shareholders will have the opportunity to put any questions to the Directors before the Resolution is proposed to the Meeting.

Resolution 2 and Resolution 3 – Re-appointment of auditor and auditor's remuneration

The auditor of the Company must be submitted for re-appointment at each general meeting at which the accounts are laid. Resolution 2 proposes the re-appointment of Ernst & Young LLP, the Company's existing auditor, as auditor of the Company for a further year. Resolution 3 gives authority to the Board to determine the auditor's remuneration.

Resolution 4 and Resolution 5 – Election and re-election of Directors

Since the last Annual General Meeting of the Company, the Directors have appointed Dr Alison Fielding as an additional director of the Company and she is seeking election through Resolution 4.

Resolution 5 deals with the re-election of Dr Michael Edelman¹ as a Director. The Company's Articles require all Directors to submit themselves for re-election: (i) if they have been in office for more than three years since their appointment or last appointment; (ii) if they have held office at the time of the two preceding Annual General Meetings and did not retire at either of them; or (iii) (in respect of Non-executive Directors only) if they have held office for a continuous period of nine years or more at the date of the relevant Annual General Meeting. Additionally, the Directors recognise the importance of sound corporate governance and intend to ensure that the Company continues to comply with such principles of the UK Corporate Governance Code issued by the Financial Reporting Council (the "Code") as are appropriate to the size, nature and stage of development of the Company. Provision B.7.1 of the Code: (i) provides that all Directors should be subject to re-election by shareholders at intervals of no more than three years; and (ii) recommends that Non-executive Directors who have served for longer than nine years should be subject to annual re-election. Dr Michael Edelman is therefore acting in accordance with the Company's Articles and the Code and, being eligible, will retire voluntarily and submit himself for re-election.

¹ Dr Michael Edelman was last re-elected at the 2014 Annual General Meeting.

Ordinary Resolutions (1 to 8) continued

Resolution 4 and Resolution 5 – Election and re-election of Directors continued

Biographical details of both of the Directors standing for election or re-election can be found on pages 32 and 33 of the Annual Report and Accounts and on the Company's website.

Following an assessment of the performance of each individual Director, the Nomination Committee has confirmed to the Board that each Director continues to make an effective and valuable contribution and that they demonstrate excellent commitment to their respective roles. The Board therefore supports the election and re-election respectively of Alison and Michael pursuant to Resolutions 4 and 5.

Resolution 6 – Approval of Directors' remuneration report

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an Ordinary Resolution approving the Directors' remuneration report for the year (the "Remuneration Report"). Pursuant to Resolution 6, shareholders will be asked to approve the content of the Company's Remuneration Report, including the Annual Statement by the Chairman of the Remuneration Committee, for the financial year ended 31 July 2017. A copy of the Remuneration Report is included in the Annual Report and Accounts on pages 43 to 59. The vote is advisory in nature and does not affect the actual remuneration paid to any individual Director.

The Company's remuneration policy (the "Remuneration Policy") was approved by shareholders at the 2015 Annual General Meeting for a three-year period. A copy of the Remuneration Policy can be found in the Annual Report and Accounts of the Company for the year ended 31 July 2015 on the Company's website: www.nanocotechnologies.com.

Resolution 7 – Approval for political donations

It remains the policy of the Company not to make political donations or to incur political expenditure. However, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion forming on matters which affect its business. To avoid inadvertent infringement of the 2006 Act, which defines political donations and expenditure widely, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure, up to a maximum aggregate amount of £50,000, during the period from the date of the Meeting until the conclusion of the next Annual General Meeting of the Company to be held after the passing of the Resolution or, if earlier, 15 months from the date of the passing of the Resolution, unless such authority is renewed prior to this time.

Neither the Company nor any of its subsidiaries has made any political donations since the 2016 Annual General Meeting and the Company proposes to maintain its policy of not making such payments.

Resolution 8 – Authority of the Directors to issue and allot new ordinary shares

The existing authority granted to the Directors by shareholder resolution dated 14 November 2016 to allot shares in the Company in accordance with section 551 of the 2006 Act expires at the conclusion of the AGM.

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 of the 2006 Act. Upon the passing of Resolution 8, the Directors will have authority (pursuant to paragraph (a) of Resolution 8) to allot ordinary shares in the capital of the Company ("Ordinary Shares") (and other relevant securities, as defined within Section 551 of the 2006 Act) up to an aggregate nominal amount of £9,531,164.23, which is approximately one-third of the Company's issued Ordinary Share capital (excluding treasury shares) as at 23 November 2017, being the latest practicable date before the publication of this document.

In addition, in accordance with guidance from the Investment Association ("IA") on the expectations of institutional investors in relation to the authority of directors to allot shares, which the Directors believe it is appropriate for the Company to follow, upon the passing of Resolution 8, the Directors will have authority (pursuant to paragraph (b) of Resolution 8) to allot, including the Ordinary Shares referred to in paragraph (a) of Resolution 8, further Ordinary Shares (and other relevant securities, as defined within section 551 of the 2006 Act) in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £19,062,328.47 as reduced by the nominal amount of any shares issued under paragraph (a) of Resolution 8. This amount (before any reduction) represents approximately two-thirds of the Company's current issued Ordinary Share capital (excluding treasury shares) as at 23 November 2017, being the latest practicable date before the publication of this document.

As a result, if Resolution 8 is passed, the Directors could allot shares representing up to two-thirds of the current issued share capital of the Company pursuant to a rights issue.

Although the Directors have no present intention to exercise this authority other than in connection with the exercise of options granted pursuant to the Company's employee share schemes, it is considered desirable to give the Directors the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities in the interests of the Company as a whole.

This authority will, if granted, expire on the conclusion of the next Annual General Meeting of the Company to be held after the passing of the Resolution or, if earlier, 15 months from the date of the passing of the Resolution, unless such authority is renewed prior to this time. The Directors intend to renew such power at successive Annual General Meetings of the Company in accordance with current best practice.

As at 23 November 2017, being the latest practicable date before the publication of this document, the Company held 12,222 Ordinary Shares in treasury, representing approximately 0.004% of the Company's current issued Ordinary Share capital (excluding treasury shares) as at that date.

NANOCO GROUP PLC CONTINUED**INCORPORATED AND REGISTERED IN ENGLAND AND WALES WITH REGISTERED NUMBER 05067291****Special Resolutions (9 to 11)****Resolution 9 – Disapplication of statutory pre-emption rights**

The existing authority granted to the Directors by shareholder resolution dated 14 November 2017 to allot shares for cash pursuant to sections 570 and 573 of the 2006 Act expires at the conclusion of the AGM.

If the Directors wish to exercise the authority under Resolution 8 and offer shares (or sell any shares which the Company currently holds and/or may subsequently purchase and elect to hold as treasury shares) for cash, the 2006 Act requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 9 would, if passed, authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash: (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions); or (ii) otherwise up to an aggregate nominal value of £2,859,349.27, which is equivalent to approximately 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 23 November 2017, being the latest practicable date before the publication of this document, in each case, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The authority to issue up to 10% of the issued Ordinary Share capital of the Company reflects guidance from the Pre-Emption Group's revised statement of principles published on 12 March 2015 (the "PEG Principles"). The PEG Principles provide the Company with greater flexibility to undertake non-pre-emptive issuances in connection with acquisitions and specified capital investments. The Directors confirm, in accordance with the PEG Principles, that it is intended that a maximum of £1,429,674.64 (representing 5% of its issued share capital excluding treasury shares) will be available for general purposes and that it will only allot shares with a nominal value in excess of £1,429,674.64 for cash pursuant to this authority where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Again, although the Directors have no present intention to exercise this authority other than in connection with the exercise of options granted pursuant to the Company's employee share schemes, it is considered prudent to give the Directors additional flexibility and the opportunity to finance expansion opportunities as and when they arise in the interests of the Company as a whole.

This authority, if granted, will expire on the conclusion of the next Annual General Meeting of the Company to be held after the passing of the Resolution or, if earlier, 15 months from the date of the passing of the Resolution, unless such authority is renewed prior to this time.

The Directors intend to seek renewal of this power at subsequent Annual General Meetings of the Company in accordance with current best practice.

Resolution 10 – Authority of the Company to purchase its own shares

The existing authority granted to the Directors by shareholder resolution dated 15 December 2016 to purchase its own shares will expire at the conclusion of the AGM.

The Directors consider that it would be beneficial if, in certain circumstances, the Company had the power to purchase its own Ordinary Shares, albeit that no share buybacks were carried out during the reporting year ended 31 July 2017, for the purposes of returning surplus funds to shareholders and providing a return on investments. The Directors therefore consider that it would be beneficial for the shareholders as a whole if the Company were to be granted the flexibility to repurchase its own shares.

Accordingly, the Directors recommend that the existing power to purchase Ordinary Shares (in defined circumstances) up to a maximum prescribed limit be renewed for a further limited period.

The Company will only make such purchases if the Directors are satisfied, after careful consideration, that these are in the best interests of the Company and shareholders generally and could be reasonably expected to result in an increase in expected earnings per share. Furthermore, account will be taken of the overall financial implications for the Company.

If such purchases of its own shares were made, the Company would be able to do either, or a combination, of the following:

- (a) cancel the purchased Ordinary Shares so reducing the total number of Ordinary Shares in issue; or
- (b) where the Ordinary Shares were purchased out of distributable profits, subject to certain limitations, hold them as treasury shares.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of the Company's share schemes. The statutory pre-emption rights apply to a sale of treasury shares for cash and the disapplication of the statutory pre-emption rights in Resolution 9 includes, within the authorised amount, any sales of treasury shares for cash which may occur. Finally, if such purchases were made, to the extent the purchased shares are held as treasury shares, any increase in earnings per share would only be temporary, until the shares in question were either cancelled, or sold or transferred out of treasury.

Resolution 10 authorises the Directors to purchase up to a maximum of 28,593,493 Ordinary Shares, being approximately 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 23 November 2017, and provides that the maximum price per Ordinary Share payable on any exercise of the authority shall be the higher of: (i) an amount equal to 105% of the average of the market value for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days prior to making any purchase; and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time the purchase is carried out. The minimum price payable shall be 10 pence per Ordinary Share, being the nominal value of an Ordinary Share. For this purpose, both the maximum and minimum prices permitted to be paid are exclusive of expenses.

Special Resolutions (9 to 11) continued**Resolution 10 – Authority of the Company to purchase its own shares continued**

As at 23 November 2017, being the latest practicable date before the publication of this document, the number of Ordinary Shares in respect of which options have been granted and which remain outstanding (and on the assumption that all conditions to the exercise of such options will be satisfied) is 16,136,316 (constituting approximately 5.64% of the current issued Ordinary Share capital of the Company as at 23 November 2017). If the Company were to buy back the maximum number of Ordinary Shares permitted pursuant to Resolution 10, then the total number of options to subscribe for Ordinary Shares (on the assumptions set out above) outstanding as at 23 November 2017 would represent approximately 6.27% of the reduced issued share capital.

This authority, if granted, will expire on the conclusion of the next Annual General Meeting of the Company to be held after the passing of the Resolution or, if earlier, 15 months from the date of the passing of the Resolution, unless such authority is renewed prior to this time.

The Board intends to seek renewal of this power at subsequent Annual General Meetings of the Company in accordance with current best practice.

Resolution 11 – Reduced notice of general meetings (other than Annual General Meetings)

Resolution 11 will be proposed to enable the Company to call general meetings (other than Annual General Meetings) on 14 clear days' notice. Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increase the required notice period for general meetings from 14 clear days to 21 clear days, unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings will continue to be held on 21 clear days' notice. Resolution 11 seeks approval to retain the flexibility available before the Shareholders' Rights Regulations came into force on 3 August 2009. It is intended that the shorter notice will only be used where it would clearly be to the advantage of shareholders as a whole and it would not normally be used where the proposals to be put before the meeting are not time sensitive. The approval will be effective until the next Annual General Meeting of the Company after the passing of the Resolution, when it is intended that a similar resolution will be proposed. Note that in order to take advantage of the reduced notice period of 14 clear days, the Company must make a means of electronic voting available to all shareholders for that meeting.

Action to be taken by shareholders

Every shareholder has a right to attend the AGM or to appoint one or more proxies to attend in his/her stead. Enclosed with this letter is a Proxy Form for use at the AGM.

Proxy Forms should be completed and returned in accordance with the instructions printed thereon so that they arrive at the Company's registrars, Neville Registrars Limited, as soon as possible and in any event not later than 48 hours before the time fixed for the AGM (excluding non-working days), that is to say no later than 11.00am on 10 January 2018 or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting, excluding any UK non-working days. Completion and return of a Proxy Form will not prevent shareholders from attending and voting at the AGM should they wish to do so.

Recommendations

Your Directors consider that the Resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all of the Resolutions to be proposed at the AGM, as they intend to do in respect of their own interests (both beneficial and non-beneficial), amounting in aggregate to 16,859,113 Ordinary Shares.

I look forward to your attendance at the AGM.

Yours faithfully

Dr Christopher Richards

Non-executive Chairman

29 November 2017

NOTICE OF ANNUAL GENERAL MEETING**NANOCO GROUP PLC**

Notice is hereby given that the 2017 Annual General Meeting ("AGM") of Nanoco Group plc (the "Company") will be held at 46 Grafton Street, Manchester, Greater Manchester M13 9NT, at 11.00am on 12 January 2018, or any adjournment thereof, for the following purposes:

Resolutions

To consider and, if thought fit, to pass the following Resolutions of which numbers 1 to 8 will be proposed as Ordinary Resolutions and numbers 9 to 11 as Special Resolutions as part of the ordinary business of the Company.

Ordinary Resolutions (1 to 8)**Resolution 1 – Report and Accounts**

To receive and adopt the Company's audited accounts and financial statements for the year ended 31 July 2017 together with the Directors' report and the Auditor's report.

Resolution 2 – Re-appointment of the auditor

To re-appoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which the accounts are to be laid before the Company.

Resolution 3 – Auditor's remuneration

To authorise the Board of Directors of the Company (the "Board") to agree the remuneration of the Company's auditor.

Resolution 4 – Election of Director

To elect Dr Alison Fielding as a Director of the Company.

Resolution 5 – Re-election of Director

To re-elect Dr Michael Edelman as a Director of the Company.

Resolution 6 – Directors' remuneration report

To approve the Directors' remuneration report (excluding the Company's remuneration policy) contained on pages 43 to 59 of the Company's Annual Report and Accounts for the year ended 31 July 2017.

Resolution 7 – Approval for political donations

That the Company, and those companies that are subsidiaries of the Company at any time during the period for which this Resolution has effect, be authorised for the purposes of Part 14 of the Companies Act 2006 (the "2006 Act"), during the period from the date of passing of this Resolution until the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution or, if earlier, 15 months from the date of the passing of this Resolution:

- (a) to make political donations to political parties and/or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

provided that the aggregate amount of any such donations and expenditure made by the Company or any subsidiary shall not exceed £50,000.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

Words and expressions defined for the purposes of the 2006 Act shall have the same meaning in this Resolution.

Resolutions continued**Ordinary Resolutions (1 to 8)** continued**Resolution 8 – Authority to allot shares**

That, in substitution for any existing authority, the Directors of the Company (the "Directors") be and hereby are generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise all the powers of the Company to allot ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") and to grant rights to subscribe for, or to convert any security into, Ordinary Shares:

- (a) up to an aggregate nominal amount of £9,531,164.23, being approximately one-third of the nominal value of the Ordinary Shares (excluding treasury shares) in issue on 23 November 2017; and
- (b) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £19,062,328.47 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue,

to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, or legal or regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

The authority hereby conferred shall expire on the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to this time. Under the authority hereby conferred, the Directors may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

Special Resolutions (9 to 11)**Resolution 9 – Disapplication of pre-emption rights**

That (subject to the passing of Resolution 8) the Directors be and hereby are authorised pursuant to and in accordance with sections 570 and 573 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) wholly for cash pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer by way of rights, open offer or other pre-emptive offer to the holders of equity securities in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings of such securities or in accordance with the rights attached to them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, or legal or regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £2,859,349.27.

The authority hereby conferred shall expire on the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to this time. Under the authority hereby conferred the Directors may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED**NANOCO GROUP PLC****Resolutions continued****Special Resolutions (9 to 11) continued****Resolution 10 – Company's authority to purchase its own shares**

That pursuant to the authorities contained in its Articles of Association (the "Articles"), the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares on such terms and in such manner as the Directors may think fit provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 28,593,493;
- (b) the minimum price which may be paid for an Ordinary Share is 10 pence, such minimum price being exclusive of any advance corporation tax and any expenses;
- (c) the maximum price which may be paid for an Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the market value for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange at the time the purchase is carried out, such maximum price being exclusive of any advance corporation tax and any expenses; and
- (d) this authority shall expire on the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to this time.

Under the authority hereby conferred, the Company may before such expiry make an offer or agreement to purchase Ordinary Shares under this authority which would or might require to be executed wholly or partly after such expiry, and the Company may make a purchase of Ordinary Shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 11 – Reduced notice of general meetings (other than Annual General Meetings)

That a general meeting of the Company, other than an Annual General Meeting, may be called by notice of at least 14 clear days in accordance with the provisions of its Articles, provided that the authority of this Resolution shall expire on the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution.

By order of the Board

David Blain

Company Secretary

29 November 2017

Registered office: 46 Grafton Street, Manchester, Greater Manchester M13 9NT

EXPLANATORY NOTES

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

1. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in certificated or uncertificated form must be entered on the Company's relevant share register (the "Register") at 6.00pm on 10 January 2018 (the "Specified Time") in order to be entitled to attend and vote at the AGM. 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 Meeting. Should the AGM 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 AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at 6.00pm on the date which is 48 hours before the time fixed for the adjourned AGM, excluding any UK non-working days or, if the Company gives notice of the adjourned AGM, at the time specified in the Notice.
2. Any member entitled to attend and vote at the AGM 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 AGM provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares of the member. A proxy need not be a member of the Company. Completion and return of a Proxy Form will not preclude a member from attending, speaking and voting at the Meeting in person, should he/she subsequently decide to do so. If a member has appointed a proxy and attends the Meeting in person, the proxy appointment will automatically be terminated.
3. 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 2006 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.
4. In order to be valid, any Proxy Form 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 Company's registrars, Neville Registrars Limited, in accordance with the instructions set out on the Proxy Form not less than 48 hours (excluding non-working days) before the time of the AGM (11.00am on 10 January 2018 or, in circumstances where the AGM 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).
5. A Proxy Form accompanies this Notice of AGM. Details of how to appoint a proxy are set out in the notes to the Proxy Form. If a member wishes to appoint more than one proxy and so requires additional Proxy Forms, the member can photocopy the Proxy Form.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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.
 - 6.1 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 & Ireland's specifications and must contain the information required for those instructions as described in the CREST Manual (available via 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 AGM. 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.

EXPLANATORY NOTES CONTINUED

- 6.2 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
- 6.3 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.
7. Members should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Independent auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with sections 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
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 Meeting, arrangements will be put in place at the Meeting so that: (i) if a corporate shareholder has appointed the Chairman of the 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 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 Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
10. To change a proxy instruction, a member needs to submit a new proxy appointment using the methods set out above. Note that the deadlines for receipt of proxy appointments (11.00am on 10 January 2018 or, in circumstances where the AGM 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 Proxy Form and would like to change the instructions using another such form, that member should contact the Company's registrars, Neville Registrars Limited, on 0121 585 1131; lines are open 9.00am to 5.00pm 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 Company's registrars, Neville Registrars Limited, in accordance with the instructions on the Proxy Form. Note that deadlines for receipt of proxy appointments (11.00am on 10 January 2018 or, in circumstances where the AGM 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 Proxy Form 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 23 November 2017, being the latest practicable date before the publication of this Notice of AGM, was 285,947,149 Ordinary Shares carrying one vote each. There are 12,222 Ordinary Shares held in treasury as at 23 November 2017. The total level of voting rights in the Company as at this date was therefore 285,934,927.
15. Copies of the service contracts and letters of appointment of each of the Directors of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the AGM and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.
16. Any member attending the AGM 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 Meeting put by a member attending the Meeting. However, members should note that no answer need be given in the following circumstances:
 - (a) if to do so would interfere unduly with the preparation of the Meeting or would involve a disclosure of confidential information;
 - (b) if the answer has already been given on a website in the form of an answer to a question; and/or
 - (c) if it is undesirable, in the interests of the Company or the good order of the Meeting, that the question be answered.
17. Any electronic address provided either in this Notice of AGM or in any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.
18. As required by section 311A of the 2006 Act, this Notice of AGM, 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 11.00am on 23 November 2017, being the latest practicable date before the publication of this Notice of AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of AGM, will be available on the Company's website, www.nanocotechnologies.com.
19. The AGM will be held at 46 Grafton Street, Manchester, Greater Manchester M13 9NT, at 11.00am on 12 January 2018.

