

THE COMPANIES ACT 2006

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A Public Company Limited by Shares

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SPECIAL BUSINESS  
of  
NANOCO GROUP PLC (the "Company")

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Passed 10 December 2015

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At the Annual General Meeting of the Company, duly convened and held on 10 December 2015 at 10.30 a.m., the following resolutions were duly passed as ordinary resolutions as part of the special business of the Company:

**RESOLUTIONS**

**SPECIAL BUSINESS**

**Ordinary Resolutions**

1 THAT:

- (a) the rules of the Nanoco 2015 Long Term Incentive Plan (the "2015 LTIP") in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, the principal terms of which are summarised in Appendix 1 and Appendix 3 to this Notice of AGM, be and they are hereby approved and the directors of the Company be and they are hereby authorised to adopt the 2015 LTIP and to do all acts necessary and things which they may, in their discretion, consider necessary or expedient to give effect to the 2015 LTIP; and
- (b) the directors of the Company be and they are hereby authorised to establish further plans based on the 2015 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the 2015 LTIP.

2 THAT:

- (a) the rules of the Nanoco 2015 Deferred Bonus Plan (the "2015 DBP") in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, the principal terms of which are summarised in Appendix 2 and Appendix 3 to this Notice of AGM, be and they are hereby approved and the directors of the Company be and they are hereby authorised to adopt the 2015 DBP and to do all acts necessary and things which they may, in their discretion, consider necessary or expedient to give effect to the 2015 DBP; and

- (b) the directors of the Company be and they are hereby authorised to establish further plans based on the 2015 DBP but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the 2015 DBP.

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Director and Company Secretary