

Our ref: CVLNAN01/SJ/RR/JR/DH/NB/010

24 May 2023

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**TO ALL KNOWN MEMBERS**

[www.resolvegroupuk.com](http://www.resolvegroupuk.com)



Dear Sir/Madam

## **NANOSYNTH GROUP PLC (“the Company”)**

The Board of Directors (“the Board”) of the Company has considered its financial position and concluded that it is insolvent. As a result, the Directors have resolved to put before the Members of the Company a resolution to wind up the Company and place it into Creditors’ Voluntary Liquidation, i.e. insolvent liquidation. ReSolve Advisory Limited (“ReSolve”) has been asked by the Board to assist in this process.

In this respect, we enclose the following documents for your attention:

- Formal notice convening a meeting of members to be held on 15 June 2023; and
- Form of proxy for use at that meeting, if required.

The purpose of this meeting is to consider three resolutions, being a winding up resolution, a resolution appointing Simon Jagger and Cameron Gunn (the proposed Joint Liquidators) of ReSolve as Joint Liquidators and a resolution to effect the cancellation of trading in the Company’s shares on AIM.

We understand from the Directors that, if the special resolution to wind up the Company is not passed, then the Directors will need to consider whether, given the insolvent position of the Company, it is appropriate to make an application to Court for the compulsory winding-up of the Company.

You can attend the meeting and vote in person. Alternatively, if you do not wish to attend, or cannot attend, but still wish to vote at the meeting, please complete and return the enclosed proxy form. You may nominate the Chairman of the meeting to vote on your behalf (as instructed in your proxy), or you can nominate a person to attend on your behalf, who need not be a Member of the Company.

To be effective, the proxy form must be returned by email to [nanosynth@resolvegroupuk.com](mailto:nanosynth@resolvegroupuk.com), so it is received no later than 24 hours before the time of the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder 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 or authority) must be included with the form of proxy.

Please note that the resolutions to place the Company into Liquidation and to cancel the trading of shares on AIM are Special resolutions, while the resolution to appoint the Joint Liquidators is an Ordinary resolution.

Please note that only authorised Insolvency Practitioners may act as Liquidators. The proposed Joint Liquidators are authorised to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

Should you have any queries in relation to this matter please do not hesitate to contact Dan Hashemi of this office.

Yours faithfully



Simon Jagger  
**ReSolve Advisory Limited**

***For enquiries regarding this correspondence please contact:***

Contact name: Dan Hashemi  
Phone number: 020 3746 5757  
Email: [nanosynth@resolvegroupuk.com](mailto:nanosynth@resolvegroupuk.com)

Cameron Gunn, Mark Supperstone, Lee Manning, Chris Farrington, Ben Woodthorpe, Russel Payne and Simon Jagger are licensed to act as Insolvency Practitioners in the United Kingdom by the Institute of Chartered Accountants in England and Wales and act without personal liability at all times  
Please refer to the firm's privacy notice setting out your rights and explaining how your data will be used. The notice can be found on our website here [www.resolvegroupuk.com/policies/](http://www.resolvegroupuk.com/policies/).

**NANOSYNTH GROUP PLC (“the Company”)**

**(Company Number 09109008)**

**NOTICE IS GIVEN** that a general meeting of the Members of the Company will be held at the offices of finnCap Cavendish, One Bartholomew Close, London, EC1A 7BL on 15 June 2023 at 10.00am for the purposes of considering, and if thought fit passing, the following resolutions, resolution numbers one and three as Special resolutions and resolution number two as an Ordinary resolution:

**Resolutions**

1. “That the Company be wound up voluntarily”.
2. “That Simon Jagger and Cameron Gunn of ReSolve Advisory Limited, 22 York Buildings, London, WC2N 6JU, be appointed Joint Liquidators of the Company, and that they be authorised to act either jointly or separately”.
3. “That the admission of the Company’s shares to trading on AIM be cancelled (“Cancellation”) with such cancellation expected to become effective on 26 June 2023”


Shareholders should note that the Cancellation resolution is being sought as the Company is expected to be in the process of being wound up. As stated in the Company’s announcement on 16 May 2023, the board of the Company has determined that potential funding options available are unlikely to come to fruition within the required timeframe and that the only available course of action in order to protect creditors is to commence the insolvent liquidation of the Company. Due to the winding up the board does not intend to establish a facility whereby shareholders may effect transactions in the Company’s shares following the Cancellation.

A Member entitled to attend and vote at the above meeting may appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A proxy need not be a Member of the Company. A proxy form is enclosed for use at the meeting, if required.

Should a Member wish to return a proxy form, please send this by email to [nanosynth@resolvegroupuk.com](mailto:nanosynth@resolvegroupuk.com). If you have any queries in relation to this form or the content of this notice, please contact Dan Hashemi at the above email address or by phone on 020 3746 5757.

DATED THIS 24TH DAY OF MAY 2023

BY ORDER OF THE BOARD



.....  
Director & convener of the Decision Procedure

**Rule 6.20**

**Insolvency Act 1986**

**Proxy (Creditors' Voluntary Winding Up)**

**NANOSYNTH GROUP PLC ("the Company")**

Name of member \_\_\_\_\_

Address \_\_\_\_\_

Please insert name of person (who must be 18 or over) or the chair of the meeting (see note below) if you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

Name of proxy holder

1 \_\_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_

I appoint the above person to be the Member's proxy holder at the general meeting of the Company to be held on 15 June 2023 or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion).

Please complete paragraph 1 if you wish to nominate or vote for a specific person as liquidator

**Voting Instructions for resolutions**

1. That the Company be wound up voluntarily

**ACCEPT/REJECT**

2. For the appointment of Cameron Gunn and Simon Jagger of ReSolve Advisory Limited as Joint Liquidators of the Company and that they be authorised to act either jointly or separately

**ACCEPT/REJECT**

3. That trading in the Company's shares on AIM be cancelled

**ACCEPT/REJECT**

**This form must be signed**

**Signature** \_\_\_\_\_ **Date** \_\_\_\_\_

**Name in CAPITAL LETTERS** \_\_\_\_\_

Only to be completed if the member has not signed in person

**Position with member or relationship to member or other authority for signature**

\_\_\_\_\_  
\_\_\_\_\_

**Please note that if you nominate the chair of the meeting to be your proxy-holder he/she will be a director of the Company.**