



**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY
ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice as soon as possible from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document (but not any personalised Form of Proxy) at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, this document should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of the jurisdiction.

If you receive this document from another Shareholder, as a purchaser or transferee, please contact the Registrars for a personalised Form of Proxy.

This document has been prepared for the purposes of complying with English law. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the official list of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

NIOX Group plc

(incorporated in England and Wales with registered number 05822706)

Proposed Capital Reduction - and - Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 2 of this document and which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting. The Capital Reduction will not take place unless Resolution 1 is passed at the General Meeting and it is confirmed by the High Court.

Notice of the General Meeting of NIOX Group plc, to be held at 10.00 a.m. on 6 October 2022 at Hayakawa Building, Edmund Halley Road, Oxford Science Park, Oxford OX4 4GB, is set out at the end of this document. The Form of Proxy to be used in connection with the Resolutions is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete the Form of Proxy enclosed with this document in accordance with the instructions printed on the Form of Proxy and sign and return it as soon as possible by post to the Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA United Kingdom by no later than **10.00 a.m. on 4 October 2022**. The notes on the Form of Proxy explain how to direct your proxy to (a) vote on each resolution or (b) withhold from voting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's Registrars, Equiniti Limited (CREST ID **RA19**), by **10.00 a.m. on 4 October**. 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 Euroclear UK & Ireland Limited 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Completion and return of the Form of Proxy, submitting your proxy vote electronically or transmitting a CREST Proxy Instruction will not preclude you from attending and voting in person at the General Meeting should you so wish.

Forward-looking statements

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 "believes", "estimates", "plans", "projects", "anticipates" "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts, appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth strategies and the Company's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those express or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law, the Company undertakes no obligation to publicly release the results of any revisions of forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Further information

If you have any questions relating to this document, the General Meeting or the completion and return of the Form of Proxy, please call Equiniti Limited between 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). Calls may be recorded and monitored for security and training purposes. This helpline cannot provide advice on the merits of the Capital Reduction nor give any financial, legal or tax advice. The helpline numbers are:

0371 384 2030 (from within the UK); or

+44 371 384 2030 (from outside the UK).

A copy of this document is available at the Company's website www.investors.niox.com. Neither the content of the Company's website nor any website accessible by hyperlinks from the Company's website is incorporated in, or forms part of, this document.

Certain terms used in this document, including certain capitalised terms, are defined in Part 3 of this document.

Dated 14 September 2022

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PART 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting of the document to Shareholders	14 September 2022
Latest date and time for receipt of Form of Proxy	10.00 a.m. on 4 October 2022
General Meeting	10.00 a.m. on 6 October 2022
Court directions hearing	19 October 2022*
Court hearing to confirm the Capital Reduction	8 November 2022*
Registration of Court Order and effective date of the Capital Reduction	Expected to take place by 18 November 2022*

* Each of these dates is subject to change. Any change will be notified via a Regulatory Information Service.

All references to time in this document are to London (UK) time.

PART 2

LETTER FROM THE CHAIRMAN

NIOX GROUP PLC

(Incorporated in England and Wales with Registered No. 05822706)

REGISTERED OFFICE:

Hayakawa Building, Edmund Halley Road,
Oxford Science Park, Oxford, OX4 4GB

14 September 2022

Dear Shareholder

PROPOSED CAPITAL REDUCTION AND NOTICE OF GENERAL MEETING

1. Introduction

The Company has today announced its intention to seek the approval of its Shareholders and of the High Court to the Capital Reduction. The purpose of this document is to provide you with information about the Capital Reduction, explain why the Board considers that the Capital Reduction would promote the success of the Company for the benefit of the Shareholders as a whole and why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at Part 4 of this document.

The Board is recommending the Capital Reduction in order to eliminate the historic deficit on the profit and loss account, and to create distributable reserves to enable the Company to pay shareholders dividends in future or to be used for other valid corporate purposes, as is further explained in paragraph 2 below.

The completion of the Capital Reduction will not affect the rights attaching to the Ordinary Shares and will not result in any change to the number of Ordinary Shares in issue. The Directors consider that the Capital Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do so in respect of their own shareholdings.

Shareholders should note that unless Resolution 1 is approved at the General Meeting and the High Court confirms the Capital Reduction, the Capital Reduction will not take place.

2. Background and reasons for the Capital Reduction

The Directors consider that the Capital Reduction will eliminate the deficit on the profit and loss account and create distributable reserves to enable the Company to pay shareholders dividends in future, or used for other valid corporate purposes. While the Company has no immediate plans to pay a dividend or to purchase its own shares, the Directors believe that it is appropriate to restructure the balance sheet to permit them to do so should such plans be crystallised in future. The Company is now profitable and cash generative, and it will build up additional cash in the medium term for which it may not have a requirement.

The Company has built up a substantial Share Premium Account. At the date of this document, the balance standing to the credit of the share premium account is £640.4 million. It is proposed that the Share Premium Account be reduced in its entirety.

Following the implementation of the Capital Reduction there will be no change in the number of Ordinary Shares in issue.

If approved by Shareholders and subsequently confirmed by the High Court in the terms proposed by your Board, the effect of the Capital Reduction will be to release all of the amount standing to the credit of the Share Premium Account of the Company so that £640.4 million is credited to the distributable reserves of the Company to allow the Company to pay dividends in due course. The implementation of the Capital Reduction is subject to a number of criteria and legal processes which are explained further below.

Share premium is treated as part of the capital of the Company and arises on the issue by the Company of shares at a premium to their nominal value. The premium element is credited to the Share Premium Account. The Company is generally precluded from the payment of any dividends or other distributions or the redemption or buy back of its issued shares in the absence of sufficient distributable reserves, and the Share Premium Account can be applied by the Company only for limited purposes.

In particular, the Share Premium Account is a non-distributable capital reserve and the Company's ability to use any amount credited to that reserve is limited by the Companies Act. However, with the approval of its shareholders by way of a special resolution and subsequent confirmation by the High Court, a company may reduce or cancel its share premium account and in certain circumstances either return all or part of the sum arising to shareholders as a return of capital, or credit some or all of such sum arising to its profit and loss account.

To the extent that the release of such a sum from the Share Premium Account creates or increases a credit on the profit and loss account, that sum represents distributable reserves of the Company.



DIRECTORS:

Ian Johnson (Executive Chairman)
Garry Watts (Senior Independent Director)
Michael Roller (Chief Financial Officer)
Jonathan Emms (Chief Operating Officer)

Jo LeCouilliard (Non-Executive Director)
Sharon Curran (Non-Executive Director)
Nicholas Mills (Non-Executive Director)

3. The Capital Reduction

The proposed Capital Reduction requires the approval of the Shareholders by special resolution at the General Meeting and subsequent confirmation by the High Court. If Resolution 1 is passed at the General Meeting, it is proposed that an application will be made shortly thereafter to the High Court to confirm the Capital Reduction. It is expected that the final hearing of the application will take place on 8 November 2022.

On the hearing of the Company's application, the High Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposal. The Company and the Directors will take such steps to satisfy the High Court in this regard as they consider appropriate. Such steps may include seeking the consent of the Company's creditors to the Capital Reduction or the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company. If the High Court makes the appropriate order, the Capital Reduction will become effective when the order has been registered by the Registrar of Companies which is expected to take place by 18 November 2022, depending on processing times at Companies House.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including prospective and contingent liabilities) and considers as at the date of this document that the Company will be able to satisfy the High Court that, as at the date (if any) on which the Court Order relating to the Capital Reduction and the statement of capital in respect of the Capital Reduction have both been registered by the Registrar of Companies at Companies House, the Company's creditors will not be prejudiced and/or will be sufficiently protected to the satisfaction of the High Court.

The Capital Reduction will not involve any distribution or repayment of capital and will not reduce the underlying net assets of the Company.

The Board reserves the right to abandon or discontinue (in whole or in part) the Capital Reduction and the application to the High Court in the event that the Board considers that the terms on which the Capital Reduction would be (or would be likely to be) confirmed by the High Court would not be in the best interests of the Company and/or the Shareholders as a whole.

The Capital Reduction is dependent on Resolution 1 being passed and upon being confirmed by the High Court. If Resolution 1 is not passed or the Capital Reduction is not confirmed by the High Court, the Capital Reduction will not proceed. The Board is recommending the Capital Reduction.

4. Buyback Authority

The Directors propose that subject to Resolution 1 being passed, Resolution 2 is passed to grant the Company authority to buy back its own ordinary shares in the market. Whilst there is no current intention to utilise the authority, the Board considers it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources. However, the authority would only be used if the Board was satisfied at the time that to do so would be for the benefit of the Company and of its shareholders generally, taking into account relevant factors and circumstances at that time.

5. General Meeting

The Capital Reduction and Buyback Authority are conditional upon the approval of the holders of the Ordinary Shares by the passing of the Resolutions to be proposed at the General Meeting, as set out in Part 4 of this document. The notice convening the General Meeting, to be held at 10.00 a.m. at Hayakawa Building, Edmund Halley Road, Oxford Science Park, Oxford OX4 4GB on 6 October 2022 is set out in Part 4 of this document.

6. Action to be taken

A Form of Proxy in relation to the General Meeting is enclosed. Those shareholders who do not wish to attend the General Meeting but who still wish to vote are asked to complete it either by: (1) signing it in accordance with the instructions printed thereon and returning it as soon as possible to the Registrars or (2) (if applicable) by completing a proxy appointment through CREST in accordance with the details set out in this document and the CREST Manual.

In order to be valid for the General Meeting it must be received by the Registrars no later than 10.00 a.m. on 4 October 2022. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

7. Recommendation

The Directors consider that the Capital Reduction and Buyback Authority are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do so in respect of their own shareholdings.

Yours faithfully,

Chairman
Ian Johnson

PART 3

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise require:

“Board” or “Directors”	means the board of directors of the Company as set out on page 5 of this document;
“Buyback Authority”	means the proposed authority for the Company to buy back its own ordinary shares in the market;
“Company” or “NIOX”	means NIOX Group plc of Hayakawa Building, Edmund Halley Road, Oxford Science Park, Oxford OX4 4GB;
“Company’s Act”	means the Companies Act 2006 (as amended);
“Capital Reduction” or “Reduction”	means the proposed reduction of the Share Premium Account;
“Court Hearing”	means the hearing by the High Court to confirm the Capital Reduction;
“Court Order”	means the order of the High Court confirming the Capital Reduction;
“CREST”	means the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“CREST Proxy Instruction”	has the meaning given to it on page 2 of this document;
“Euroclear”	means Euroclear UK & Ireland Limited;
“Form of Proxy”	means the form of proxy for use by Shareholders in connection with the General Meeting and which is included with this document;
“FSMA”	means the Financial Services and Markets Act 2000 (as amended);
“General Meeting”	means the general meeting of the Company to be held at 10.00 a.m. on 6 October 2022 at Hayakawa Building, Edmund Halley Road, Oxford Science Park, Oxford OX4 4GB or any adjournment thereof, notice of which is set out at the end of this document;
“Group”	means the Company, its subsidiaries and its subsidiary undertakings;
“High Court”	means the High Court of England and Wales;
“London Stock Exchange”	means London Stock Exchange plc;
“Notice of General Meeting”	means the notice convening the General Meeting and which is set out at the end of this document;
“Ordinary Shares”	ordinary shares of £0.0008 each in the capital of Company;
“Registrars”	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA United Kingdom;
“Resolutions”	means the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at Part 4 of this document;
“Resolution 1”	means the special resolution to approve the Capital Reduction;
“Resolution 2”	means the special resolution to approve the Buyback Authority;
“Shareholders”	means the registered holders of Ordinary Shares of the Company;
“Share Premium Account”	means the share premium account of the Company; and
“UK”	means the United Kingdom of Great Britain and Northern Ireland.

PART 4

NOTICE OF GENERAL MEETING



NIOX GROUP PLC

(Incorporated in England and Wales with Registered No. 05822706)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of NIOX Group plc (the "Company") will be held at Hayakawa Building, Edmund Halley Road, Oxford Science Park, Oxford OX4 4GB at 10.00 a.m. on 6 October 2022 to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions of the Company.

SPECIAL RESOLUTIONS

1. **THAT** subject to the sanction of the High Court, the amount standing to the credit of the share premium account of the Company at the date an order is made confirming such cancellation by the Court be and hereby is cancelled (the "**Capital Reduction**").
2. **THAT** the Company be generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (CA 2006) to make market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of £0.0008 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
 - a) The maximum aggregate number of ordinary shares which may be purchased is 41,957,758 (being approximately 10% of the issued ordinary share capital as at 13 September 2022).
 - b) The minimum price (excluding expenses) which may be paid for each ordinary share is £0.0008.
 - c) The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made; and
 - ii. 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 trading venue where the purchase is carried out.
 - d) The authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

BY ORDER OF THE BOARD

Sarah Duncan
Secretary

DATED: 14 September 2022

REGISTERED OFFICE:

Hayakawa Building, Edmund Halley Road, Oxford Science Park, Oxford, OX4 4GB

NOTES:

1. Only persons entered on the Register of Members of the Company at 6:30pm on 4 October 2022 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned General Meeting (GM)) are entitled to vote at the GM either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the GM.
2. A Member is entitled to appoint a proxy to exercise all or any of his/her rights to attend and to speak and vote instead of him/her at the GM. A Member may appoint more than one proxy in relation to the GM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/ her. A proxy need not be a Member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
3. The Form of Proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, not later than 10:00am on 4 October. You must inform the Company's Registrars in writing of any termination of the authority of a proxy not later than 10:00am on 4 October 2022, otherwise the proxy authority will remain valid.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
5. In order 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 Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 (ID RA19) by 10:00am on 4 October 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.
6. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited 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, to procure that his/ her 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. 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.
8. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10:00am on 4 October 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
9. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
10. The statement of the rights of Members in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered Members of the Company.
11. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
12. As at 13 September 2022 (being the last practicable day prior to publication of this notice) the Company's issued share capital consists of 419,577,589 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 13 September 2022 are 419,577,589.
13. Voting on the resolutions will be conducted by way of a poll. This will result in a more accurate reflection of the views of shareholders. On a poll, each shareholder has one vote for every share held.
14. 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 shares.
15. Under section 527 of the Companies Act 2006 Members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the GM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous GM at which Annual Report and accounts were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the Members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, and it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the GM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
16. A Member attending the Meeting has the right to ask questions. Shareholders can submit questions to the Board in advance of the GM by emailing IR@niox.com by no later than 10:00am on 4 October 2022. We will consider all questions received and, if appropriate, provide a written response or publish answers on our website <https://www.investors.niox.com/investors/regulatory-news/>. The Company must cause to be answered any such question relating to the business being dealt with at the GM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the GM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company that the question be answered.
17. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.investors.niox.com.
18. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

(a) Under section 338 and section 338A of the Companies Act 2006, Members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to Members of the Company entitled to receive Notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting; and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than the date of notice of the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.