


**COMPANIES ACT 2006  
SPECIAL RESOLUTIONS**

Company number **05386273**

Company name **Oxford Nanopore Technologies Limited**

The attached resolutions were duly passed as special resolutions on 20.07.15 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Signed   
Director / Company secretary *[delete as appropriate]*

WEDNESDAY



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COMPANIES HOUSE

**Appendix 1**  
**Form of written resolutions**

**Company Number 05386273**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**  
**OF**  
**OXFORD NANOPORE TECHNOLOGIES LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION**  
**291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTIONS**

- 1 To authorise Connected Members (as defined in the Company's Articles of Association) to transfer a maximum of 12.5 per cent. of their shareholding in the Company**

THAT a transfer of Ordinary Shares by a Connected Member shall for all purposes of the Articles of Association of the Company be considered to be a Permitted Transfer (as defined in those Articles) provided that

- (i) the transfer is made in accordance with the arrangements described in the letter from the Company to its shareholders dated 22 June 2015 entitled "*(1) Placing of new Ordinary Shares and (2) limited opportunity for transfer of shares held by Connected Members*" and / or such other arrangements (not inconsistent with those referred to above or with subparagraph (ii) as may be, or as may already have been, specified in writing by the Company for the purposes of this resolution (the "**Relevant Arrangements**"),
- (ii) the aggregate number of Ordinary Shares transferred by virtue of the Relevant Arrangements by a Connected Member is no more than twelve and one half per cent of the number of Ordinary Shares held by that Connected Member (which shall include Ordinary Shares which, by exercise of a vested option, that Connected Member would be entitled to hold) immediately before the time at which the first of such transfers occurs (the Ordinary Shares which are therefore permitted to be sold being "**Transferable Connected Member Shares**"),

and

- (iii) a person that acquires any Transferable Connected Member Shares by virtue of the Relevant Arrangements shall not, if that person was not immediately before such acquisition a Connected Member, by reason only of having acquired such shares from a Connected Member be considered to be a Connected Member for the purposes of the Articles (and nor shall such shares be considered to be "Relevant Shares" as defined in the Articles) and, in particular (without limitation), the provisions of Articles 11 2, 11 3, 11 4 and 11 5 shall not apply to such person as regards any Transferable Connected Member Shares acquired in accordance with



the Relevant Arrangements (but, for the avoidance of doubt, a Connected Member that acquires any Transferable Connected Member Shares by virtue of the Relevant Arrangements shall be a Connected Member as regards those shares)

**2. To authorise the Directors to disapply pre-emption rights with respect to the issue of the Placing Shares**

THAT the directors of the Company (the "**Directors**") be generally and unconditionally authorised to exercise all the powers of the Company to issue and allot Ordinary Shares in the Company up to an aggregate nominal amount of £1,750 to any persons, at any times, and on such terms as the Directors think proper, as if Article 9 4 of the Company's Articles of Association (which contains pre-emption rights for existing shareholders) did not apply to any such issue and allotment by the Directors

By order of the board

Director/Secretary

Date

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 22 June 2015 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible member to the written resolutions is as follows
  - (A) a member signifies his/her agreement to the written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document
    - (i) identifying the resolutions to which his/her agreement relates, and
    - (ii) indicating his/her agreement to each of the resolutions by marking "X" in the "FOR" column next to each resolution to which the member agrees
  - (B) the authenticated document must be sent to the Company for the attention of Leah Partridge in hard copy form or by scan and email to [leah.partridge@nanoporetech.com](mailto:leah.partridge@nanoporetech.com)
  - (C) a member's agreement to the written resolutions, once signified, may not be revoked
  - (D) the written resolutions are passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 when the required majority of eligible members have signified their agreement to them
- 4 The statutory maximum period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date pursuant to section 297 of the Companies Act 2006. The written resolutions will therefore lapse if not passed by 20 July 2015

## AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

I, being an eligible member of the Company

- 1 confirm that I have received from the Company the form of written resolutions dated 22 June 2015 in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above form of resolutions are passed as written resolutions as indicated below, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions

RESOLUTIONS	FOR	AGAINST
Special Resolution 1 ( <i>To authorise Connected Members to transfer a maximum of 12.5 per cent of their shareholding in the Company</i> )		
Special Resolution 2 ( <i>To authorise the Directors to disapply pre-emption rights with respect to the issue of the Placing Shares</i> )		

Signed by

**NAME of the eligible member**

**Date**

For the attention of Leah Partridge by post or by scan and email to [leah.partridge@nanoporetech.com](mailto:leah.partridge@nanoporetech.com)

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 4 Robert Robinson Avenue  
 Oxford Science Park  
 Oxford, OX4 4GA, UK  
 Fax +44 (0)845 034 7901

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