

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

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 RESOLUTION

**To authorise certain transactions between the Company and LF Woodford Equity
Income Fund**

THAT:

- (A) the terms of the buyback agreement supplied to members by the Company on or about 13 February 2019 (the "**Buyback Agreement**") be approved for the purposes of section 694 of the Companies Act 2006, and the Company be authorised to enter into the Buyback Agreement and to cancel the shares so purchased;
- (B) without prejudice to any existing authority under section 551 Companies Act 2006, the directors of the Company 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 £2,156.31 (the "**New Shares**") to LF Woodford Equity Income Fund, a sub fund of LF Woodford Investment Fund, holding its shares through Nortrust Nominees Limited ("**Woodford**"), such authority to expire (unless renewed, varied or revoked) on 31 December 2019, and that the pre-emption rights under Article 9.4 of the Company's Articles of Association shall be disapplied in respect of any such allotment of New Shares;
- (C) Woodford may transfer, and the Company may acquire, 2,156,310 ordinary shares in the capital of the Company as if the restrictions in Article 10.1 of the Company's Articles of Association did not apply; and
- (D) for the purposes of Article 12 of the Company's Articles of Association, the Company be authorised to enter into the Buyback Agreement, the subscription agreement and the letter of undertaking, each in the form supplied to members on or about 13 February 2019 and any other document in connection therewith as the directors think proper.

FRIDAY



A829PMDU

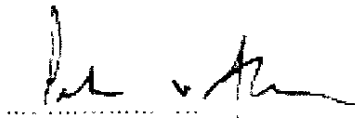
A25

29/03/2019

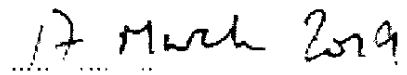
#219

COMPANIES HOUSE

By order of the board.

A handwritten signature in black ink, appearing to be "John V. [unclear]", written over a dotted line.

Director/Secretary

The date "17 March 2019" handwritten in black ink, written over a dotted line.

Date