

## Written Resolutions under Companies Act 2006

Company number 05386273

### PRIVATE COMPANY LIMITED BY SHARES

### WRITTEN RESOLUTIONS

of

**OXFORD NANOPORE TECHNOLOGIES LIMITED (the “Company”)**

On 9 June 2021, the following resolutions (which were circulated to shareholders of the Company on 20 May 2021 (the “**Circulation Date**”)) were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006.

### ORDINARY RESOLUTIONS

#### 1. **RESOLUTION 1: TO AUTHORISE THE DIRECTORS TO ALLOT AND ISSUE THE LIMITED ANTI-TAKEOVER SHARES**

**THAT**, subject to and conditional on admission of the ordinary shares of the Company to the standard listing segment of the Official List maintained by the United Kingdom Financial Conduct Authority and to trading on the main market of the London Stock Exchange plc (“**Admission**”) and without prejudice to any existing authority under section 551 of the 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:

- (i) the class A limited anti-takeover share in the capital of the Company with a nominal value of £1.00 to Dr. Gordon Sanghera (Chief Executive Officer of the Company);
- (ii) the class B limited anti-takeover share in the capital of the Company with a nominal value of £1.00 to Dr. James Willcocks (Chief Business Development Officer of the Company);
- (iii) the class C limited anti-takeover share in the capital of the Company with a nominal value of £1.00 to Mr. Clive Brown (Chief Technology Officer of the Company),

(together, the “**LAT Shares**”), in each case, with all the rights and restrictions attached thereto as are set out in the articles of association attached at Appendix 1 to these resolutions. This authority will expire on 31 December 2021 unless previously renewed, varied or revoked by the Company by a resolution of its shareholders.

#### 2. **RESOLUTION 2: TO APPROVE THE ADOPTION OF THE OXFORD NANOPORE TECHNOLOGIES LONG-TERM INCENTIVE PLAN 2021**

**THAT**, the rules of the Oxford Nanopore Technologies Long-Term Incentive Plan 2021 (the “**Plan**”), summarised in Annex 3 be approved, and the directors of the Company be

authorised to do all such acts and things that they consider necessary or expedient to establish the Plan.

### **SPECIAL RESOLUTIONS**

3. **RESOLUTION 3: TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN CONNECTION WITH THE LAT SHARES**

**THAT**, subject to and conditional on (i) the passing of Resolution 1; and (ii) Admission, and without prejudice to any existing authority under section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally empowered pursuant to Article 9.5(a) of the Company's articles of association to allot or grant rights to subscribe for the LAT Shares pursuant to the authority granted by Resolution 1 free from the restriction under Article 9.4 of the Company's articles of association and any other rights of pre-emption as may apply from time to time (including the restrictions under section 561 of the Companies Act 2006). This authority will expire on 31 December 2021.

4. **RESOLUTION 4: TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN CONNECTION WITH THE OXFORD NANOPORE TECHNOLOGIES LONG-TERM INCENTIVE PLAN 2021**

**THAT**, subject to and conditional on (i) the passing of Resolution 2; and (ii) Admission taking place by 31 December 2021, the directors of the Company be empowered pursuant to Article 9.5(a) of the Company's articles of association to allot or grant rights to subscribe for shares free from the restriction under Article 9.4 of the Company's articles of association and any other rights of pre-emption as may apply from time to time (including the restrictions under section 561 of the Companies Act 2006), such authority to expire on 31 December 2021, save that the Company may make offers and enter into agreements before such authority expires which would, or might, require shares to be allotted or rights to subscribe for shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

5. **RESOLUTION 5: TO ADOPT NEW ARTICLES OF ASSOCIATION**

**THAT**, conditional on the passing of Resolutions 1 and 3, the regulations appended to these Resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect.



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For and on behalf of the Board