



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are located outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Oxford Nanopore Technologies plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Oxford Nanopore Technologies plc

(Incorporated and registered in England and Wales under company number 05386273)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Oxford Nanopore Technologies plc (the "**Company**") to be held at the Company's offices at Gosling Building, Edmund Halley Road, Oxford Science Park, Oxford OX4 4DQ at 1.00pm on Monday 10 June 2024 (the "**AGM**") is set out on pages 3 to 4 of this document (the "**Notice**").

Please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. A completed Form of Proxy must be received not less than 48 hours before the time of the AGM, excluding non-working days (i.e. by 1.00pm on Thursday 6 June 2024).

In order for you to be able to attend and vote at the meeting, your ownership of shares must be registered in the Company's register of members by 6.30pm on Thursday 6 June 2024.

Oxford Nanopore Technologies plc

(Incorporated and registered in England and Wales under company number 05386273)

30 April 2024

Notice of Annual General Meeting 2024

Dear Shareholder,

I am pleased to provide you with details of our AGM which we are holding at the Company’s offices at Gosling Building, Edmund Halley Road, Oxford Science Park, Oxford, OX4 4DQ at 1.00pm on Monday 10 June 2024.

The purpose of this Notice is to explain the business to be considered at the AGM and to set out how the AGM will be conducted.

Website

The Company’s website at <https://nanoporetech.com/about-us/> investors provides more information about the Company including:

- a copy of the Notice (and other information required by section 311A of the Companies Act 2006);
- a copy of the full Annual Report and Accounts for the period ended 31 December 2023; and
- all of the Company’s news and regulatory announcements.

Questions

Shareholders will be able to ask questions, subject to the limitations set out in note 9 on page 10, either: (i) in person at the AGM; or (ii) by emailing us in advance of the AGM at cosec@nanoporetech.com before 1.00pm on Thursday 6 June 2024.

Resolutions

The formal Notice is set out on pages 3 to 4 of this document. This document describes each resolution to be proposed at the AGM (each a “**Resolution**”, and together the “**Resolutions**”).

Resolutions 1 to 14 (inclusive) and Resolution 19 in the Notice will be proposed as ordinary resolutions. This means that, for each of these ordinary resolutions to be passed on a poll, shareholders representing a simple majority of the total voting rights of the shareholders voting must vote in favour of the Resolution.

Resolutions 15 to 18 (inclusive) in the Notice will be proposed as special resolutions. For each of these special resolutions to be passed on a poll, shareholders representing not less than 75% of the total voting rights of the shareholders voting must vote in favour of the Resolution.

Explanatory notes on each Resolution appear on pages 5 to 8 of this document.

Voting

In order to better reflect the views of all shareholders and in accordance with best practice, a poll will be held in relation to each Resolution. The results of voting will be posted on the Company’s website at <https://nanoporetech.com/about-us/investors> as soon as practicable after the AGM and through an announcement to the London Stock Exchange.

Action to be taken

The Board is planning to hold a physical AGM at its offices and is looking forward to meeting shareholders in person. The Board continues to encourage shareholders, where possible, to exercise their votes by submitting their proxy electronically or by post, as explained below.

The Form of Proxy can be completed online at www.shareview.co.uk. CREST members may use the CREST electronic proxy appointment to submit their proxy appointment in respect of the AGM as detailed in note 6 on page 9. Alternatively, a completed Form of Proxy may be sent to the Company’s registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.

Please note that, to be valid, all completed Forms of Proxy and appointments must be received by 1.00pm on Thursday 6 June 2024, being 48 hours before the AGM (excluding non-working days). The completion of an appointment of proxy does not preclude you from attending and voting at the AGM in person should you decide to do so.

Recommendation

The Board considers that all Resolutions to be put to the AGM are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Board will be voting in favour of all of the Resolutions in respect of their own beneficial holdings and unanimously recommends that you do so as well.

Yours faithfully,

Duncan Tatton-Brown
Chair

Oxford Nanopore Technologies plc

Registered Office
Gosling Building
Edmund Halley Road
Oxford Science Park
Oxford
OX4 4DQ

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** (“**AGM**”) of Oxford Nanopore Technologies plc (the “**Company**”) will be held at its offices at Gosling Building, Edmund Halley Road, Oxford Science Park, Oxford, OX4 4DQ at 1.00pm on Monday 10 June 2024 for the purposes of considering and, if thought fit, passing the following resolutions (each a “**Resolution**”, and together the “**Resolutions**”). Resolutions 1 to 14 (inclusive) and Resolution 19 will be proposed as ordinary resolutions and Resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

1. To receive and consider the Directors’ Report, the Audited Statement of Accounts and Auditor’s Report of the Company for the financial year ended 31 December 2023 (the “**Annual Report and Accounts**”).
2. To receive and approve the Directors’ Remuneration Report for the year ended 31 December 2023 which is contained within the Annual Report and Accounts.
3. To elect Dr Sarah Fortune as a director of the Company.
4. To elect Nicholas Keher as a director of the Company.
5. To elect Dr Heather Preston as a director of the Company.
6. To elect Katherine (Kate) Priestman as a director of the Company.
7. To re-elect Dr Guy Harmelin as a director of the Company.
8. To re-elect Adrian Hennah as a director of the Company.
9. To re-elect John O’Higgins as a director of the Company.
10. To re-elect Dr Gurdial (Gordon) Sanghera as a director of the Company.
11. To re-elect Duncan Tatton-Brown as a director of the Company.
12. To appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the Company’s 2025 AGM at which accounts are laid before shareholders in accordance with the Companies Act 2006 (the “**Act**”).
13. That the Company’s Audit & Risk Committee be authorised to fix the remuneration of Deloitte LLP as auditors of the Company.
14. That the board of directors (the “**Board**”) be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to:
 - (a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company (“**Rights**”) up to an aggregate nominal amount of £28,728.22 (being approximately one third of the Company’s issued ordinary share capital as at 23 April 2024, being the latest practicable date prior to the publication of this Notice (the “**Latest Practicable Date**”)); and
 - (b) allot equity securities of the Company (as defined in section 560 of the Act) up to a further aggregate nominal amount of £28,728.22 (being approximately one third of the Company’s issued ordinary share capital as at the Latest Practicable Date) in connection with an offer by way of a pre-emptive offer (including an offer by way of a rights issue, or open offer),

provided that (i) such authorities shall expire on the earlier of the conclusion of the Company’s 2025 AGM or, if earlier, the close of business on 10 September 2025, and (ii) before such expiry the Company may make any offer or agreement which would or might require shares or equity securities to be allotted or Rights to be granted after such expiry and the directors may allot such shares or equity securities and grant such Rights pursuant to any such offer or agreement as if the authority conferred by this Resolution 14 had not expired. These authorities shall be in substitution for all other authorities granted to the directors to allot shares or equity securities and grant Rights.

15. That, if Resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
 - (i) to or in connection with any rights issue, open offer or other pre-emptive offer, open for acceptance for a period determined by the directors, to the holders of ordinary shares on the register on any fixed record date in proportion (as nearly as may be practicable) to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions, the issue, transfer and/or holding of any securities in certificated form or uncertificated form, the use of one or more currencies for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares or any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in any territory; and
 - (ii) to the allotment of equity securities or sale of treasury shares (other than pursuant to paragraph (i) of this Resolution 15) up to an aggregate nominal amount of £8,618.47, representing approximately 10% of the nominal value of the issued ordinary capital of the Company as at the Latest Practicable Date; and
 - (iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the 2025 AGM (or, if earlier, at the close of business on 10 September 2025), but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

References herein to the allotment of equity securities shall include the sale of treasury shares (within the meaning of section 724 of the Act).

16. That, if Resolution 14 is passed, the Board be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities up to an aggregate nominal amount of £8,618.47 representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at the Latest Practicable Date, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the 2025 AGM (or, if earlier, at the close of business on 10 September 2025), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. That the Company be generally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of the Company's ordinary shares 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 hereby authorised to be purchased is 86,184,662 ordinary shares, being approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date;

(b) the minimum price (exclusive of expenses) that may be paid is £0.0001 each for each ordinary share being the nominal value thereof; and

(c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the Company's ordinary shares are listed on the Official List shall be the higher of (i) 5% above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the 5 business days before the purchase is made; and (ii) the amount stipulated by Article 5(i) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 17 will be carried out);

(d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the Company's 2025 AGM and 10 September 2025; and

(e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its ordinary shares in pursuance of any such contract.

18. That, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

19. That, in accordance with section 266 of Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution 19 has effect be and are hereby authorised to incur political expenditure (as defined in section 365 of the Act) not exceeding £100,000 in total during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Company's 2025 AGM.

Explanatory notes

The notes on the following pages give an explanation of the Resolutions proposed in the Notice of AGM (the “Notice”).

Resolution 1 – Report and Accounts

The Board is required to present the Annual Report and Accounts at the AGM.

A copy of the Annual Report and Accounts is available on the Company's website at <https://nanoporetech.com/about-us/investors/reports>.

Resolution 2 – Approval of Directors’ Remuneration Report

The directors are required to prepare an annual report detailing the remuneration of the directors and a statement by the Chair of the Remuneration Committee (together the “Directors’ Remuneration Report”). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. This vote is an advisory one and does not affect the actual remuneration paid to any individual director.

The Directors' Remuneration Report is set out in full on pages 116 - 135 of the Annual Report and Accounts.

Resolution 3 – Election of Dr Sarah Fortune

As announced by the Company on 19 December 2023, Dr Sarah Fortune agreed to join the Board as Non-Executive Director with immediate effect. As a Professor of Immunology and Infectious Diseases at the Harvard T.H. Chan School of Public Health in Boston, Sarah brings deep expertise in genomic diagnostics and multi-omics approaches to infectious disease, including at the intersection of human genetics. Her world-leading research has focused on understanding how tuberculosis (TB) mutates to become drug resistant using a combination of single cell, genetic, and genomic approaches, including nanopore sequencing. In 2019, she led one of three labs awarded funding by the US National Institutes of Health to establish a new centre for immunology research to accelerate progress in TB vaccine development – work that remains ongoing. Oxford Nanopore will draw on Sarah's rich experience as the company seeks to develop more sequencing-based applications in the clinical space, including its first sequencing-based test for drug-resistant TB. Sarah holds a Doctor of Medicine from Columbia University and a Bachelor of Science in biology from Yale University.

Additional biographical details of Sarah are set out on page 96 of the Annual Report and Accounts and are also appended to this Notice.

Dr Fortune was appointed since the date of the Company's 2023 annual general meeting and under the Company's articles, Sarah is offering herself for election at the AGM. Accordingly, she will be proposed for election pursuant to a separate resolution which, if approved, will take effect from the conclusion of the AGM.

The Nomination Committee which considers the balance of the Board and the mix of skills, knowledge and experience of directors, has considered and recommends the proposed election. The Board considers that Sarah is independent in character and judgement and there are no relationships which are likely to affect, or which could appear to affect, her character or the exercise of her judgement. Furthermore, she has confirmed, and the Board is satisfied, that she has sufficient time to discharge the requirements of this role.

Resolution 4 – Election of Mr Nicholas (“Nick”) Keher

As announced by the Company on 22 January 2024, Nick Keher has been appointed as Chief Financial Officer (“CFO”) and Director of Oxford Nanopore, effective 22 January 2024. Nick succeeded Tim Cowper, who moved into a new role as Chief Operating Officer (“COO”) after performing both the role of CFO and fulfilling most of the responsibilities typically assigned to a COO for the past five years.

Nick is an experienced life sciences CFO, having previously served as CFO of Clinigen Group and Benevolent AI. Prior to his CFO roles he gained extensive experience in the life sciences industry serving as Managing Director and Head of the European healthcare equity research team at Royal Bank of Canada (RBC), and before that held roles at Investec and GSK after switching from practising pharmacy. Nick has significant experience of financial leadership of complex, scientific businesses, and has a deep understanding of capital markets. Nick has responsibility for the Group's finance function and investor relations function.

Additional biographical details of Nick are set out on page 94 of the Annual Report and Accounts and are also appended to this Notice.

Nick Keher was appointed since the date of the Company's 2023 annual general meeting and under the Company's articles, Nick is offering himself for election at the AGM. Accordingly, he will be proposed for election pursuant to a separate resolution which, if approved, will take effect from the conclusion of the AGM.

The Nomination Committee which considers the balance of the Board and the mix of skills, knowledge and experience of directors, has considered and recommends the proposed election.

Resolutions 5 – Election of Dr Heather Preston

As announced by the Company on 19 December 2023, Dr Heather Preston agreed to join the Board as Non-Executive Director with immediate effect. Heather brings more than 30 years of experience in healthcare, as a scientist, physician, McKinsey management consultant and long-time investor in biotech and the life sciences, most recently as a Managing Partner of Pivotal BioVentures based in San Francisco. She has been a director of more than 18 private and public technology-based healthcare companies, where she was involved in designing and implementing effective scaling strategies. Oxford Nanopore will draw on Heather's expertise as it looks to deliver long-term growth and shareholder value. Heather currently serves on the Boards of Oxford Biomedica plc and Azura Ophthalmics.

Additional biographical details of Heather are set out on page 98 of the Annual Report and Accounts and are also appended to this Notice.

Dr Preston was appointed since the date of the Company's 2023 annual general meeting and under the Company's articles, Heather is offering herself for election at the AGM. Accordingly, she will be proposed for election pursuant to a separate resolution which, if approved, will take effect from the conclusion of the AGM.

The Nomination Committee which considers the balance of the Board and the mix of skills, knowledge and experience of directors, has considered and recommends the proposed election. The Board considers that Heather is independent in character and judgement and there are no relationships which are likely to affect, or which could appear to affect, her character or the exercise of her judgement. Furthermore, she has confirmed, and the Board is satisfied, that she has sufficient time to discharge the requirements of this role.

4 Oxford Nanopore Technologies

Notice of Annual General Meeting 2024

Notice of Annual General Meeting 2024

Oxford Nanopore Technologies 5

Resolution 6 – Election of Katherine (Kate) Priestman

As announced by the Company on 13 July 2023, Kate Priestman agreed to join the Board as Non-Executive Director with immediate effect. Kate brings extensive experience as a biopharma executive for more than 25 years, serving in leadership roles across commercial, operations, corporate strategy, communications and government affairs. Kate is currently Chief Corporate and External Affairs Officer on the management team of global biopharma CSL, and was previously Senior Vice President of R&D Strategy, Portfolio and Operations at GlaxoSmithKline, where she led the evolution of GSK’s science and technology strategy, portfolio management and global R&D operations & business transformation, helping steer the FTSE 100 company’s growth. Kate also served on GSK’s separation board, delivering the successful spin-out of Haleon plc in 2022.

In addition, she previously held global and UK roles at Eli Lilly & Co and Zeneca, after an early career at the BBC, where she spent several years as a broadcaster. Kate also currently serves as a Trustee of RBG Kew, an organisation with around 500 scientists working globally to understand plant biology and fight biodiversity loss.

Additional biographical details of Kate are set out on page 98 of the Annual Report and Accounts and are also appended to this Notice.

Kate was appointed since the date of the Company’s 2023 annual general meeting and under the Company’s articles, Kate is offering herself for election at the AGM. Accordingly, she will be proposed for election pursuant to a separate resolution which, if approved, will take effect from the conclusion of the AGM.

The Nomination Committee which considers the balance of the Board and the mix of skills, knowledge and experience of directors, has considered and recommends the proposed election. The Board considers that Kate is independent in character and judgement and there are no relationships which are likely to affect, or which could appear to affect, her character or the exercise of her judgement. Furthermore, she has confirmed, and the Board is satisfied, that she has sufficient time to discharge the requirements of this role.

Resolutions 7 to 11 – Re-election of other Directors

In accordance with the Company’s Articles of Association and in order to comply with the 2018 UK Corporate Governance Code, all directors of the Company are required to be subject to annual election or re-election by the shareholders. As previously announced, each of Wendy Becker, Tim Cowper and Spike Willcocks will not stand for re-election at the AGM and will retire from the Board at the conclusion of the AGM. All other directors will be proposed for election pursuant to a separate Resolution, which, if approved, will take effect from the conclusion of the AGM.

A brief biography of each director is set out on pages 94 - 98 of the Annual Report and Accounts and is also appended to this Notice.

The Board is satisfied that each director proposed for election has the appropriate balance of skills, experience, independence and knowledge to enable them to fully and effectively discharge their duties and responsibilities as a director of a listed company. Following a Board evaluation in 2023, the Board is satisfied that each director’s performance continues to be effective and to demonstrate commitment to the role.

The details on each director’s experience and qualifications provided in the appendix to this Notice are given in support of the recommendation of the Company’s Board and Nomination Committee to elect each of the directors at the AGM.

Resolution 12 – Appointment of Auditor

This Resolution seeks to appoint Deloitte LLP as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the Company’s 2025 AGM.

Resolution 13 – Remuneration of Auditor

This Resolution seeks shareholder consent for the Audit & Risk Committee, for and on behalf of the Board, to set the remuneration of the Company’s auditors.

Resolution 14 – Authority to Allot Shares

This Resolution seeks to authorise the directors to allot shares or to grant rights in respect of shares in the Company and sell ordinary shares held by the Company as treasury shares. This authority is limited to the amount set out in paragraph (a) of the Resolution, being approximately one third of the issued ordinary share capital as at the Latest Practicable Date.

In addition to the above authority, and in accordance with the relevant guidance issued by the Investment Association, paragraph (b) of this Resolution seeks to authorise the Directors to allot equity securities of the Company in connection with a fully pre-emptive offer. This authority is limited to the amount set out in paragraph (b), being approximately a further one third of the total ordinary share capital in issue as at the Latest Practicable Date. This authority will allow the Company to implement a rights issue or an open offer within that limit without needing a separate shareholder meeting.

As at the Latest Practicable Date, the Company did not hold any shares in treasury. The above authorities will remain in force until the conclusion of the Company’s 2025 AGM or 10 September 2025, whichever is earlier.

The purpose of giving the directors such authorities is to maintain the Company’s flexibility to take advantage of any appropriate opportunities that may arise. The directors have no present intention to exercise these authorities except in connection with the Company’s employee share and incentive plans but consider it prudent to obtain the flexibility that this authority provides to respond to market developments and to enable allotments to take place in appropriate circumstances. The authorities are in line with guidance issued by the Investment Association.

For the purposes of Resolution 14 and Resolution 15, “rights issue” means an offer to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class) to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to factions of such securities, the issue, transfer and/or holding of any securities in certificated form or uncertificated form, the use of one or more currencies for making payments in respect of the offer, any such shares or other securities being represented by depositary receipts, treasury shares or any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in any territory.

Resolutions 15 and 16 – Disapplication of Pre-emption Rights

Resolution 15, which will be proposed as a special resolution, seeks to authorise directors to issue equity securities of the Company for cash, or sell treasury shares, without first offering them to existing shareholders in proportion to their existing shareholdings. Under this Resolution, the directors will be authorised to allot equity securities for cash, or sell treasury shares, in connection with pre-emptive offers to ordinary shareholders and offers to holders of other equity securities, if required by the rights of those securities or as the Board otherwise consider necessary, or otherwise up to an aggregate nominal value of £8,618.47, representing approximately 10% of the Company’s issued ordinary share capital as at the Latest Practicable Date.

Resolution 16, which will be proposed as a special resolution, is to extend the directors’ authority to allot equity securities for cash, or sell treasury shares, up to a further maximum nominal amount of £8,618.47, bringing the combined authority under Resolutions 15 and 16 to an aggregate nominal amount of £17,236.94, representing approximately 20% of the Company’s issued ordinary share capital as at the Latest Practicable Date. Each of Resolutions 15 and 16 include authority for a further disapplication of pre-emption rights up to an aggregate nominal amount of £1,723.69, representing approximately 2% of issued ordinary share capital, to be used only for the purposes of a follow-on offer as described below.

The authorities under Resolutions 15 and 16 will remain in force until the conclusion of the Company’s 2025 AGM or 10 September 2025, whichever is earlier. The directors have no present intention to exercise the authority conferred by Resolutions 15 and 16.

Resolutions 15 and 16 are in line with the Pre-Emption Group’s Statement of Principles which were amended in November 2022 (the “Principles”). This allows the Directors to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 10% of a company’s issued ordinary share capital for use on an unrestricted basis, (ii) up to an additional 10% of issued ordinary share capital in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment, and (iii) in the case of both (i) and (ii), up to an additional 2% of issued ordinary share capital for the purposes only of a follow-on offer. The Principles provide for a follow-on offer as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. In compliance with the Principles, the directors confirm that they will not allot equity securities for cash in a rights issue, or sell treasury shares, on a non-pre-emptive basis pursuant to the authority in Resolution 16 other than in connection with an acquisition or specified cash investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The Directors also confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Principles.

Resolution 17 – Authority to Purchase Own Shares

This Resolution, which will be proposed as a special resolution, is to authorise the Company to purchase its own ordinary shares as permitted by the Act. The authority limits the number of shares which the Company may purchase pursuant to this authority to a maximum aggregate of 86,184,662 ordinary shares, being approximately 10% of the Company’s issued ordinary share capital as at the Latest Practicable Date and sets maximum and minimum prices.

The Act allows the Company to hold shares which have been repurchased as treasury shares and either re-sell them for cash, cancel them either immediately or in the future or use them for the purposes of its employee share and incentive schemes. This provides the Company with additional flexibility in the management of its share capital. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. There is no statutory limit on the percentage of share capital that the Company is permitted to hold as treasury shares. However, in keeping with the guidance issued by the Investment Association, the Company will limit the number of shares that it will hold as treasury shares to no more than 10% of its issued share capital.

In seeking this authority, the directors are not indicating any commitment to buy back any of the Company’s shares. The directors will only exercise the authority if, in the light of market conditions prevailing at the time, they consider that the purchase of shares can be expected to result in an increase in earnings or net assets per share and is in the best interest of the Company’s shareholders generally. The directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company’s capital reserves. This authority shall, unless previously renewed or revoked, expire on the earlier of the Company’s 2025 AGM and 10 September 2025.

Resolution 18 – Notice of General Meetings

This Resolution, which will be proposed as a special resolution, seeks to shorten the minimum notice period required for general meetings of the Company, other than AGMs, to 14 clear days. Under the Act, all general meetings must be held on 21 clear days’ notice unless shareholders approve a shorter notice period for general meetings that are not AGMs, which cannot be less than 14 clear days.

This reduced notice period will not be used as a matter of routine for general meetings but only where, taking into account all of the circumstances, the directors consider it appropriate, and it is thought to be to the advantage of shareholders as a whole.

The approval of this Resolution 18 will be effective until the conclusion of the Company’s 2025 AGM, when it is intended that a similar resolution will be proposed.

Notes to the notice of AGM

Resolution 19 – Political Expenditure

The Act restricts companies from making donations to political parties, other political organisations or independent election candidates and from incurring political expenditure without shareholder consent. Although it has been the Company's practice not to incur political expenditure or otherwise to make payments to political parties and it intends that this will remain the case, the directors are proposing to seek authority to incur political expenditure on the terms of Resolution 19 as a precautionary measure in case any of its normal operating activities are caught by the broad definition of political expenditure contained in the Act.

The authority sought is capped at £100,000 for the Company and its subsidiaries and will cover the period from the date Resolution 19 is passed until the conclusion of the Company's 2025 AGM unless such authority has been renewed, revoked or varied by the Company in an earlier general meeting.

The Company and its subsidiaries made no political donations and incurred no political expenditure in the past year.

By Order of the Board

Hannah Coote
Company Secretary
30 April 2024

Registered Office
Gosling Building
Edmund Halley Road
Oxford Science Park
Oxford
OX4 4DQ

Incorporated and registered in England and Wales under company number 05386273

1. Attendance and eligibility to vote at the AGM

Only shareholders whose name appears in the Company's register of members as at 6.30pm on Thursday 6 June 2024; or if the meeting is adjourned, at 6.30pm on the day two days (excluding non-working days) prior to the adjourned meeting, shall be entitled to vote and attend the AGM. A shareholder's voting entitlement will depend on the number of shares held at that time. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.

All resolutions at the AGM will be decided by poll. The Board believes a vote by way of poll to be more representative of shareholders' voting intentions so that votes are counted according to the number of shares held.

2. Appointing a proxy

You are entitled to, and we encourage you, to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM.

A vote withheld is not a vote in law which means that a vote withheld will not be counted in the calculation of votes for or against a Resolution. Where no specific instruction is given, your proxy may vote at their own discretion or refrain from voting as they see fit. You can appoint more than one proxy in relation to the meeting if each is appointed to exercise the rights attaching to different shares held by you. Details of how to appoint a proxy are set out in note 3 below.

Any power of attorney or any other authority under which a Form of Proxy is signed (or a duly certified copy of such power of attorney) must be included with the Form of Proxy.

3. Voting by proxy

To reflect the increasing popularity of electronic communications and to further reduce our environmental impact, we will not send out paper proxy forms by default. If you would like to receive a paper proxy form you should contact our registrar, Equiniti, by telephone on +44 (0)371 384 2030. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding bank holidays in England and Wales. Any requests must be received no later than Wednesday, 29 May 2024.

To be valid, the completed Form of Proxy must be received online, by post, or during normal business hours only, by hand at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA by 1.00pm on Thursday 6 June 2024 (or if the AGM is adjourned, no later than 48 hours (excluding non-working days) before the time of any adjourned meeting).

You can submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and create an online portfolio using your Shareholder Reference Number which can be found on your Voting Card or Form of Proxy. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.



Equiniti provide a range of services to shareholders.

Extensive information including many answers to frequently asked questions can be found online.

Use the QR code to register for free at www.shareview.co.uk

You may only appoint a proxy using the procedure set out in these Notes. A Form of Proxy lodged electronically will be invalid unless it is lodged at the electronic address specified in this Note 3. An electronic communication sent by a shareholder to the Company or to the Company's registrar, Equiniti Limited, which is found to contain a computer virus will not be accepted.

Shareholders may not use any electronic address in this Notice or any related documents to communicate with the Company about proceedings at the AGM or the contents of this Notice other than for expressly stated purposes.

The return of a completed Form of Proxy or any CREST Proxy Instruction (as described in Note 6 below), will not prevent a shareholder from attending the meeting and voting in person if they wish to do so.

4. Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise all its powers as a shareholder on its behalf provided that no more than one corporate representative exercises powers over the same shares.

5. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") does not have a right to appoint a proxy. However, a Nominated Person may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may have a right under any such agreement to give instructions to the shareholder as to the exercise of voting rights.

The right to appoint a proxy, as set out in note 2 above, does not apply directly to Nominated Persons.

6. CREST proxy appointment

CREST shareholders who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of the AGM by using the procedures described in the CREST manual available at https://www.euroclear.com. CREST personal shareholders or other CREST sponsored shareholders and CREST shareholders who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take 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 (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 instructions as described in the CREST Manual available at https://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 Company's agent (ID number RA19) no later than 48 hours before the AGM (excluding non-working days). 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 Applications Host) from which the Company'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 shareholders and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST shareholder concerned to take (or, if the CREST shareholder is a CREST personal shareholder or sponsored shareholder or has appointed a voting service providers, to procure that their CREST sponsor or voting service providers take) 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 shareholders and, where application, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST systems 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 (as amended).

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 1.00pm on Thursday 6 June 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.

7. Joint shareholdings

If two or more shareholders jointly hold shares in the Company, each shareholder may attend, speak and vote at the AGM, appoint a proxy or give voting instructions. However, if more than one joint holder votes, appoints a proxy or gives voting instructions, the only vote, appointment or voting instruction which will count is the vote, appointment or voting instruction of the joint holder whose name is listed first on the register.

8. Shareholder requisition rights

Under section 527 of the Act, shareholders 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 AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

9. Questions for the Board

Any shareholder with the right to attend the AGM has the right to ask questions relating to the business being dealt with at the AGM. The Company must cause to be answered any such question relating to the business but no answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or good order of the AGM that the question be answered.

Shareholders will be able to ask questions either: (i) in person at the AGM; or (ii) by emailing us in advance of the AGM at cosec@nanoporetech.com before 1.00pm on Thursday 6 June 2024.

10. Availability of the Notice and other information

at the Company's website at <https://nanoporetech.com/about-us/investors> provides more information about the Company including:

- (i) a copy of the Notice and other information required by section 311A of the Act;
- (ii) a copy of the Annual Report and Financial Statements; and
- (iii) all of the Company's news and regulatory announcements.

11. Documents for inspection

Copies of the following documents are available for inspection at the Company's registered office during normal business hours on any weekday (excluding public holidays) from the date of this Notice until the conclusion of the AGM:

- (i) copies of the executive directors' service agreements; and
- (ii) copies of non-executive directors' terms and conditions of appointment.

Please contact us by email on cosec@nanoporetech.com in advance of your visit if you would like to inspect these documents.

12. Issued share capital and total voting rights

As at the Latest Practicable Date, the Company's issued share capital consisted of 861,846,622 ordinary shares, 1 A limited anti-takeover share, 1 B limited anti-takeover share and 1 C limited anti-takeover share. The Company currently has no shares in treasury. Only the ordinary shares are voting shares, with each ordinary share carrying one vote. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date is 861,846,622.

13. Dates and times

All dates and times stated in this Notice and any further announcements regarding the AGM are in British Summer Time unless otherwise stated.

14. Right to call a General Meeting

Under Section 303 of the Act, shareholders representing 5% or more of the paid-up capital of the Company (but excluding any paid-up capital held as treasury shares) who have a right to vote at general meetings, may request the directors to call a general meeting.

15. Data Processing

Personal data provided by shareholders at or in relation to the AGM will be processed in line with the Company's privacy policy, which can be accessed at the Company's website at [www. https://nanoporetech.com/privacy-policy](https://nanoporetech.com/privacy-policy).

Appendix 1: Directors' biographies

Directors proposed for election

Dr Sarah Fortune
Non-Executive Director

Appointed: 19 December 2023

Independent: Yes

Skills and experience: As a Professor of Immunology and Infectious Diseases at the Harvard T.H. Chan School of Public Health in Boston, Dr Sarah Fortune brings deep expertise in genomic diagnostics and multi-omics approaches to infectious disease, including at the intersection of human genetics. Her world-leading research has focused on understanding how Tuberculosis (TB) mutates to become drug resistant using a combination of single cell, genetic, and genomic approaches, including nanopore sequencing. In 2019, she led one of three labs awarded funding by the US National Institutes of Health to establish a new centre for immunology research to accelerate progress in TB vaccine development – work that remains ongoing. Oxford Nanopore will draw on Sarah's rich experience as the company seeks to develop more sequencing-based applications in the clinical space, including its first sequencing-based test for drug-resistant TB. Sarah holds a Doctor of Medicine from Columbia University and a Bachelor of Science in biology from Yale University.

Current external appointments: None

Committee memberships: Audit & Risk, Nomination

Nick Keher
Chief Financial Officer

Appointed: 22 January 2024

Independent: No

Skills and experience: Nick is an experienced life sciences CFO, having previously served as CFO of Clinigen Group and Benevolent AI. Prior to his CFO roles, he gained extensive experience in the life sciences industry serving as Managing Director and Head of the European healthcare equity research team at Royal Bank of Canada, and before that held roles at Investec and GSK after switching from practising pharmacy. Nick has significant experience of financial leadership of complex, scientific businesses, and has a deep understanding of capital markets. Nick was appointed CFO in January 2024 and has responsibility for the Group's finance function and investor relations function. Nick has a master's degree in pharmacy from Aston University and is a qualified chartered accountant.

Current external appointments: None

Committee memberships: None

Dr Heather Preston
Non-Executive Director

Appointed: 19 December 2023

Independent: Yes

Skills and experience: Heather brings more than 30 years of experience in healthcare, as a scientist, physician, McKinsey management consultant and long-time investor in biotech and the life sciences, most recently as a Managing Partner of Pivotal BioVentures based in San Francisco. She has been a director of more than 18 private and public technology-based healthcare companies, where she was involved in designing and implementing effective scaling strategies. Oxford Nanopore will draw on her expertise as it looks to deliver long-term growth and shareholder value. Heather holds a Doctor of Medicine from the University of Oxford and a Bachelor of Science degree in biochemistry from St Bartholomew's Hospital Medical School at the University of London.

Current external appointments: Heather currently serves on the Board of Oxford Biomedica plc and Azura Ophthalmics.

Committee memberships: Nomination, Remuneration

Katherine (Kate) Priestman
Non-Executive Director

Appointed: 13 July 2023

Independent: Yes

Skills and experience: Kate brings extensive experience as a biopharma executive for more than 25 years, serving in leadership roles across commercial, operations, corporate strategy, communications and government affairs. Kate is currently Chief Corporate and External Affairs Officer on the management team of global biopharma CSL, and was most recently Senior Vice President of R&D Strategy, Portfolio and Operations at GlaxoSmithKline, where she led the evolution of GSK's science and technology strategy, portfolio management and global R&D operations & business transformation, helping steer the FTSE 100 company's growth. Kate also served on GSK's separation board, delivering the successful spin-out of Haleon plc in 2022.

In addition, she previously held global and UK roles at Eli Lilly & Co and Zeneca, after an early career at the BBC, where she spent several years as a broadcaster. Kate also currently also serves as a Trustee of RBG Kew, an organisation with around 500 scientists working globally to understand plant biology and fight biodiversity loss.

Current external appointments: None

Committee memberships: Nomination, Remuneration

Directors' biographies continued

Directors proposed for re-election

Dr Guy Harmelin

Non-Executive Director

Appointed: 17 September 2020

Independent: Yes

Skills and experience: Guy has extensive experience in healthcare and technology investment and entrepreneurship. He was previously on the leadership team at Harel Insurance Investments and Financial Services Ltd ("Harel"), the largest insurance group in Israel. He has invested and worked with multiple companies including Lemonade, Inc., Innoviz Technologies Ltd, American Well Corporation, Ecoppia Scientific Ltd, Ayala Pharmaceuticals, Inc., Biond Biologics Ltd, Tabit Technologies Ltd, Assured Allies (Assured, Inc.), QM Technologies, Inc., Rafael and Ein-Tal Hospitals. Prior to joining Harel, Guy was a co-founder and chief executive officer of RondinX Ltd, a computational drug target discovery company that was acquired by BiomX, Inc. in 2017. Guy has a Doctor of Medicine (Summa Cum Laude) from the University of Florence and served as a resident physician at the Tel Aviv Medical Centre.

Current external appointments: Guy is currently a director of Ecoppia Scientific Ltd, Tsumego Ltd and QM Technologies, Inc.

Committee memberships: Audit & Risk, Nomination, Remuneration

Adrian Hennah

Non-Executive Director

Appointed: 24 June 2021

Independent: Yes

Skills and experience: Adrian spent 18 years in Chief Financial Officer roles at three FTSE 100 companies and his executive career spans healthcare, engineering, and fast-moving consumer goods. He was CFO at Reckitt Benckiser Group plc and held the same positions at Smith & Nephew plc and Invensys plc (now Invensys Limited). Prior to this, he spent 18 years at GlaxoSmithKline plc working in both finance and operations. Adrian has also recently completed a nine-year term as a director on the board of RELX plc. Adrian began his career working in audit and consultancy with PwC and Stadtsparkasse KölnBonn, the German regional bank. He holds a degree in law and economics from the University of Cambridge.

Current external appointments: Adrian currently serves as a Non-Executive Director of Unilever plc and J Sainsbury plc where he is also Chair of the Audit Committee. Adrian also serves as an external member of the Finance Committee of Oxford University Press and a Trustee of the charity, "Our Future Health".

Committee memberships: Audit & Risk (chair), Nomination

John O'Higgins

Non-Executive Director

Appointed: 19 September 2019

Independent: Yes

Skills and experience: From 2006 to 2018 John was the Chief Executive Officer of Spectris plc, an international productivity enhancing instrumentation and controls business, where he led rapid global growth and evolution of the company as it pursued multiple market applications from a board technology platform. From 2010 to 2015, he was a Non-Executive Director of Exide Technologies, Inc., a US-based supplier of battery technology to automotive and industrial users. John has a Master of Business Administration from INSEAD and a master's degree in mechanical engineering from Purdue University.

Current external appointments: John currently serves as senior independent director of Johnson Matthey plc and as chairman of Elementis plc. John is also a director of Envea Global SA. He is also a trustee of the Wincott Foundation.

Committee memberships: Audit & Risk, Nomination, Remuneration

Dr Gordon Sanghera

Chief Executive Officer

Appointed: 23 May 2005

Independent: No

Skills and experience: Gordon is a co-founder of Oxford Nanopore along with Spike Willcocks and Hagan Bayley. He was appointed CEO in May 2005 and has led the Company through multiple financing rounds, and in 2021, a listing on the London Stock Exchange. Gordon has significant experience in the design, development, and global launch of disruptive platform sensor technologies. Prior to working at the Company, Gordon spent 16 years at MediSense, Inc. Following its acquisition by Abbott Laboratories, Gordon held both UK and US vice president and director positions, including as Vice President for Worldwide Marketing, Research Director, and Manufacturing Process Development Director. During this time, he was instrumental in the launch of several generations of blood glucose bio-electronic systems for the consumer and hospital medical markets. Gordon has a doctorate in bio-electronic technology and a degree in chemistry from Cardiff University.

Current external appointments: None

Committee memberships: Nomination

Duncan Tatton-Brown

Non-Executive Chair

Appointed: 1 August 2022

Independent: N/A

Skills and experience: Duncan brings extensive, relevant experience as an executive and Non-Executive Director of FTSE companies, growth and founder-led technology businesses, and, in particular, where UK-born businesses have grown to have a strong international commercial presence. He has had a distinguished career across a wide range of innovative businesses in the technology, retail and media sectors, including serving as Chief Financial Officer of Ocado Group plc from 2012 to 2020, during which time the business expanded from being a pure-play online grocer to a leading UK technology business serving clients around the world, with revenue growing 3.5 times and technology headcount growing 10-fold. Duncan holds a master's degree in Engineering from King's College, Cambridge. He is also a member of the Chartered Institute of Management Accountants.

Current external appointments: Duncan serves on the board of Trainline plc and chairs Wednesday Topco Limited, the company behind loveholidays.com.

Committee memberships: Nomination (chair)