

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 11.00am on Monday 12 June 2023 (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 11.00am on Thursday 8 June 2023).

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 8 June 2023.

Oxford Nanopore Technologies plc

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

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

26 April 2023

Notice of Annual General Meeting 2023

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 11.00am on Monday 12 June 2023.

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 2022; 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 9, either: (i) in person at the AGM; or (ii) by emailing us in advance of the AGM at cosec@nanoporetech.com before 11.00am on Thursday 8 June 2023.

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 15 (inclusive) and Resolution 20 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 16 to 19 (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 7 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. However, we remain committed to protecting the health of our employees, shareholders and directors and any shareholders who plan to attend the AGM in person are asked not to do so if they are displaying any symptoms of Covid-19. 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.sharevote.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 8. 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 11.00am on Thursday 8 June 2023, 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

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 11.00am on Monday 12 June 2023 for the purposes of considering and, if thought fit, passing the following resolutions (each a “**Resolution**”, and together the “**Resolutions**”). Resolutions 1 to 15 (inclusive) and Resolution 20 will be proposed as ordinary resolutions and Resolutions 16 to 19 (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 2022 (the “**Annual Report and Accounts**”).
2. To receive and approve the Directors’ Remuneration Report for the year ended 31 December 2022 which is contained within the Annual Report and Accounts.
3. To elect Duncan Tatton-Brown as a director of the Company.
4. To re-elect Wendy Becker as a director of the Company.
5. To re-elect Clive Brown as a director of the Company.
6. To re-elect Timothy Cowper as a director of the Company.
7. To re-elect Sarah Gordon Wild as a director of the Company.
8. To re-elect Dr Guy Harmelin as a director of the Company.
9. To re-elect Adrian Hennah as a director of the Company.
10. To re-elect John O’Higgins as a director of the Company.
11. To re-elect Dr Gurdial (Gordon) Sanghera as a director of the Company.
12. To re-elect Dr James (Spike) Willcocks as a director of the Company.
13. 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 2024 AGM at which accounts are laid before shareholders in accordance with the Companies Act 2006 (the “**Act**”).
14. That the Company’s Audit & Risk Committee be authorised to fix the remuneration of Deloitte LLP as auditors of the Company.
15. 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 £27,574.55 (being approximately one third of the Company’s issued ordinary share capital as at 18 April 2023, 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 £27,574.55 (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 2024 AGM or, if earlier, the close of business on 12 September 2024, 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 15 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.

16. That, subject to and conditional on the passing of Resolution 15, the directors be and are generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) and/or sell ordinary shares held by the Company as treasury shares, payment for which is to be wholly in cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such power shall 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 16) up to an aggregate amount of £4,136.18, representing approximately 5% of the nominal value of the issued ordinary capital of the Company as at the Latest Practicable Date; and

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

The authority given by this Resolution 16 shall expire at such time as the authorities conferred on the directors by Resolution 15 expire save that, before the expiry of this authority, the Company may make any offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity (and sell treasury shares) securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

17. That, subject to and conditional on the passing of Resolution 15, the directors be and are generally empowered pursuant to sections 570 and 573 of the Act and in addition to any authority granted under Resolution 16, to allot equity securities (as defined in section 560 of the Act) and/or sell ordinary shares held by the Company as treasury shares, payment for which is to be wholly in cash, as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited:
- (a) to the allotment of equity securities up to an aggregate nominal amount of £4,136.18, representing approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the Latest Practicable Date; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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.
- The authority given by this Resolution 17 shall expire at such time as the authorities conferred on the directors by Resolution 15 expire save that, before the expiry of this authority, the Company may make any offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the power conferred hereby had not expired.
18. 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 82,723,656 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 18 will be carried out);
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the Company's 2024 AGM and 12 September 2024; 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.
19. That, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.
20. 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 20 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 2024 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 124 to 139 of the Annual Report and Accounts.

Resolution 3 – Election of Duncan Tatton-Brown

As announced by the Company on 30 June 2022, Duncan Tatton-Brown agreed to join the Board as Non-Executive Chair with effect from 1 August 2022. 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. He remains a Senior Advisor to Ocado and currently serves on the Boards of Cazoo and Trainline. Duncan holds a master’s degree in engineering from King’s College, Cambridge. Additional biographical details of Duncan are set out on page 106 of the Annual Report and Accounts.

Duncan Tatton-Brown was appointed since the date of the Company’s 2022 annual general meeting and under the Company’s articles, Duncan 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. The Board considers that Duncan Tatton-Brown is independent in character and judgement and there are no relationships which are likely to affect, or which could appear to affect, his character or the exercise of his judgement. Furthermore, he has confirmed, and the Board is satisfied, that he has sufficient time to discharge the requirements of this role.

Resolutions 4 to 12 – 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. All of the directors will stand for election at the forthcoming AGM. Each director will be proposed for election pursuant to a separate Resolution, which, if approved, will take effect from the conclusion of the AGM.

Sarah Gordon Wild has served on the Board of the Company for over eight years and will not be considered independent in accordance with the UK Corporate Governance Code from 1 January 2024. The Company has now commenced the search for a suitable replacement and expect to be able to update shareholders in the next few months. Sarah will stand for re-election at the AGM but it is anticipated that she will retire from the Board by the end of the calendar year.

A brief biography of each director is set out on pages 106 to 109 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 2022, 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 13 – 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 2024 AGM.

Resolution 14 – 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 15 – 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 18 April 2023, the Company did not hold any shares in treasury. The above authorities will remain in force until the conclusion of the Company's 2024 AGM or 12 September 2024, 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 16 and Resolution 17, "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 16 and 17 – Disapplication of Pre-emption Rights

Resolution 16, 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 £4,136.18, representing approximately 5% of the Company's issued ordinary share capital as at the Latest Practicable Date.

Resolution 17, 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 £4,136.18, bringing the combined authority under Resolutions 16 and 17 to an aggregate nominal amount of £8,272.37, representing approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date.

The authorities under Resolutions 16 and 17 will remain in force until the conclusion of the Company's 2024 AGM or 12 September 2024, whichever is earlier. The directors have no present intention to exercise the authority conferred by Resolutions 16 and 17.

Resolutions 16 and 17 are in line with the Pre-Emption Group's Statement of Principles which were amended in November 2022 (the "Principles"). 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 17 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 18 – 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 82,723,660 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 2024 AGM and 12 September 2024.

Resolution 19 – 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 19 will be effective until the conclusion of the Company's 2024 AGM, when it is intended that a similar resolution will be proposed.

Resolution 20 – 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 20 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 20 is passed until the conclusion of the Company's 2024 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
26 April 2023

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

Incorporated and registered in England and Wales under company number 05386273

Notes to the notice of AGM

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 8 June 2023; 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.

Shareholders who plan to attend the AGM in person are asked not to do so if they are displaying any symptoms of Covid-19.

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 the notes to the Form of Proxy.

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 be valid, the Form of Proxy must be received by post or, during normal business hours only, by hand at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA by 11.00am on Thursday 8 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 appoint a proxy electronically at www.sharevote.co.uk, where full instructions on how to do so are provided. When appointing a proxy electronically, you will need your shareholder voting ID, task ID and shareholder reference number, each of which can be found in the Form of Proxy. For an electronic proxy appointment to be valid, an appointment must be received by no later than 11.00am on Thursday 8 June 2023 or if the AGM is adjourned, no later than 48 hours (excluding non-working days) before the time of any adjourned meeting.

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).

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 11.00am on Thursday 8 June 2023.

10. Availability of the Notice and other information

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 827,236,566 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 827,236,566.

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. Shareholders' Rights

Sections 338 and 338A of the Act: Under Section 338 and Section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give to shareholders of the Company entitled to receive the Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM 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 (a) (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 no later than 1 May, 2023, being the date six clear weeks before the AGM, 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.

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

Duncan Tatton-Brown

Non-Executive Chair

Appointed: 1 August 2022

Independent: N/A

Skills and experience: Duncan joined the Group as Non-Executive Chair with effect from 1 August 2022.

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.

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

Committee memberships: Nomination (chair)

Wendy Becker

Non-Executive Director and Senior Independent Director

Appointed: 24 June 2021

Independent: Yes

Skills and experience: Wendy previously served as Chief Executive Officer at Jack Wills Limited, a British-based brand name clothing manufacturer and retailer, having been promoted from Chief Operating Officer after turning around its historical operational difficulties and pursuing new growth avenues. Previously she worked in the telecoms industry as Group Chief Marketing Officer at Vodafone Group plc and Managing Director at TalkTalk. Wendy was also previously a partner at McKinsey & Company and spent the last five years on the board at FTSE 250 property business Great Portland Estates plc, stepping down in July 2022. Wendy started her career in brand management at The Procter & Gamble Company after gaining a bachelor's degree in economics from Dartmouth College. She also holds a Master of Business Administration from Stanford University's Graduate School of Business and has been named by the FT in the "Top 50 Women to Watch in International Business".

Current external appointments: Wendy is the current Chair of NASDAQ-listed Logitech International SA and is a non-executive director of Sony Corporation. Wendy is also on the board of the British Heart Foundation and a member of the University of Oxford's executive governing body. She also has directorships at the Oxford University Press and Saïd Business School, Oxford.

Committee memberships: Remuneration (chair), Nomination

Clive Brown

Chief Technology, Innovation and Product Officer

Appointed: 18 September 2019

Independent: No

Skills and experience: Clive is the Group's Chief Technology, Innovation and Product Officer, having joined as director of bioinformatics and IT in 2008. He has served on the Board since September 2019. Clive joined the Group from the Wellcome Trust Sanger Institute in Cambridge, UK, where he played a key role in the adoption and exploitation of 'next generation' DNA sequencing platforms. In 2003, he was appointed director of Computational Biology and IT at Solexa Limited (acquired by Illumina, Inc. in 2007), where he was central to the development and commercialisation of the Genome Analyzer. Clive has also held various management and consulting positions at Glaxo Wellcome (now GlaxoSmithKline plc), Oxford Glycosciences plc and other EU and US based organisations.

Clive holds degrees in genetics and computational biology from the University of York.

Current external appointments: SCO Group Ltd

Committee memberships: None

Tim Cowper

Chief Financial Officer

Appointed: 13 December 2018

Independent: No

Skills and experience: Tim was appointed Chief Financial Officer of the Group in March 2021, having previously served as Vice President, Finance. He joined the Group as Financial Controller in 2012 and became Commercial Operations Director in 2013. Tim took the role of Finance Director in 2017 and joined the Board in 2018. Having qualified as an accountant at Ernst & Young, Tim became Financial Controller of Celltech, serving as a key member of their IPO team and managing several of their transactions as a listed company. He went on to serve as Financial Controller at Sterilox Medical. Tim has also been Finance Director at British Biotech plc (Vernalis plc) and has previously worked in management roles at other biotech and technology companies, including the AIM-listed Bioventix plc.

Tim has an economics degree from the University of Sussex and is a qualified chartered accountant.

Current external appointments: None

Committee memberships: None

Sarah Gordon Wild

Non-Executive Director

Appointed: 1 January 2015

Independent: Yes

Skills and experience: From 1983 to 2003, Sarah worked as a biotechnology analyst, based on Wall Street for the majority of this time. She served as a Management Committee member and senior healthcare analyst at Lone Pine Capital LLC between 1998 and 2003. Sarah has a master's degree in social and economic aspects of science and technology in industry from Imperial College, London and a zoology degree from Aberdeen University.

Current external appointments: Sarah currently serves as a non-executive director of Evox Therapeutics Limited and Redx Pharma plc, and as a partner at Duke's Auctioneers (Duke's 1823 LLP). She is also a board member of Lone Pine Capital LLC's offshore funds. Sarah is also a director of Larkham Limited, SGW Research Limited and The Bridport Literary Festival Limited.

Committee memberships: Nomination, Remuneration

Directors' biographies continued

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 and Tsumego Lt.

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 Stadtparkasse KölnBonn, the German regional bank. Adrian 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. He is also a trustee of the Wincott Foundation.

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.

Committee memberships: Audit & Risk, Nomination, Remuneration

Dr Gordon Sanghera

Chief Executive Officer

Appointed: 23 May 2005

Independent: No

Skills and experience: Gordon is one of the co-founders of the Company and was appointed Chief Executive Officer of the Group in June 2005. He has over 20 years of experience in the design, development and global launch of disruptive platform sensor technologies. Gordon spent 16 years at MediSense, Inc ("MediSense"). Following its acquisition by Abbott Laboratories, Gordon held both UK and US vice president and director-level positions, including as Vice President (for world-wide marketing), Research Director, and Manufacturing Process Development Director. Before its acquisition by Abbott Laboratories, Gordon led MediSense's R&D function, where 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

Dr Spike Willcocks

Chief Strategy Officer

Appointed: 24 May 2006

Independent: No

Skills and experience: Spike is one of the co-founders of the Company and has served on the Board since May 2006. He was appointed Chief Business Development Officer of the Group in November 2016 and now serves as Chief Strategy Officer. Spike was one of the initial members of IP Group plc ("IP Group") following its landmark partnership with the University of Oxford's Department of Chemistry. Ultimately leading its life science team, Spike's role encompassed all aspects of technology commercialisation, including spin-out company formation and business and corporate development, as well as private and public equity financings. While at IP Group, Spike was a key player in the creation of 14 life science businesses based on technology from three universities, leading proposals for the investment of seed financing from IP Group and serving as director and chair for six portfolio companies. Working alongside the executive teams of the portfolio companies, Spike played an integral role in out-licensing transactions, co-development deals and acquisitions. As well as supporting fundraising for portfolio biotechnology companies, he also assisted with IP Group's IPO in 2003 on the London Stock Exchange.

Spike has a doctorate in biological sciences and a degree in chemistry from the University of Oxford.

Current external appointments: Veiovia Limited

Committee memberships: None
