

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 of 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 11.00 am on Thursday 23 June 2022 (the "**AGM**") is set out on pages 4 to 6 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 (i.e. by 11.00 am on Tuesday 21 June 2022).

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 6.30 pm on Tuesday 21 June 2022.



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

12 April 2022

Notice of Annual General Meeting 2022

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 11.00 am on Thursday 23 June 2022.

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.

The board of directors (the "**Board**") continues to monitor the situation surrounding the Covid-19 pandemic and the associated advice from the UK government. At the time of publication of this Notice, there are no UK government restrictions that prevent us from holding the AGM in person. If the Covid-19 guidance changes at any point prior to the AGM, such that shareholders are unable to attend in person, the Company will update shareholders through an announcement to the London Stock Exchange and on the Company's website at <https://nanoporetech.com/about-us/investors>.

In accordance with the Company's policy on Covid-19 shareholders who plan to attend the AGM in person should take a lateral flow test and ensure a negative result before entering the Company's offices. Shareholders should not attend if they are displaying any symptoms of Covid-19.

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 2021; and
- all of the Company's news and regulatory announcements.

Questions

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 11.00 am on Thursday 16 June 2022.

Resolutions

The formal Notice is set out on pages 4 to 6 of this document. This document describes each resolution to be proposed at the AGM (each a "**Resolution**", and together the "**Resolutions**").

Resolutions 1 to 16 (inclusive) and Resolution 21 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 17 to 20 (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 7 to 10 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 hopes to welcome shareholders to the AGM in person. However, in light of the ongoing Covid-19 pandemic, we recommend that you complete and return the Form of Proxy accompanying this Notice and appoint the chair of the AGM as their proxy when doing so. This will ensure that your vote will be counted even if the AGM is ultimately held as a closed meeting, AGM attendance becomes restricted or if you are unable to attend in person.

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 12. 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 11.00 am on Tuesday 21 June 2022, being 48 hours before the AGM. 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.

Retirement

On a personal note, I am honoured to have served as a director and chair of the Company for many years. Having joined the Board in 2011, I have served on the Board for over ten years, and, per the 2018 UK Corporate Governance Code, I am no longer considered independent. As the Company indicated in its Initial Public Offering prospectus, I plan to retire during 2022 as soon as a new chair is nominated.

Yours faithfully,

Peter Allen

Chair

Oxford Nanopore Technologies plc

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 11.00 am on Thursday 23 June 2022 for the purposes of considering and, if thought fit, passing the following resolutions (each a “**Resolution**”, and together the “**Resolutions**”). Resolutions 1 to 16 (inclusive) and Resolution 21 will be proposed as ordinary resolutions and Resolutions 17 to 20 (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 2021 (the “**Annual Report and Accounts**”).
2. To receive and approve the Directors’ Remuneration Report for the year ended 31 December 2021 which is contained within the Annual Report and Accounts.
3. To receive and approve the Directors’ Remuneration Policy, the full text of which is contained within the Directors’ Remuneration Report at pages 108 to 122 of the Annual Report and Accounts.
4. To elect Dr Gurdial (Gordon) Sanghera as a director of the Company.
5. To elect Dr James (Spike) Willcocks as a director of the Company.
6. To elect Clive Brown as a director of the Company.
7. To elect Timothy Cowper as a director of the Company.
8. To elect Peter Allen as a director of the Company.
9. To elect Wendy Becker as a director of the Company.
10. To elect Adrian Hennah as a director of the Company.
11. To elect John O’Higgins as a director of the Company.
12. To elect Sarah Gordon Wild as a director of the Company.
13. To elect Dr Guy Harmelin as a director of the Company.
14. 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 2023 AGM at which accounts are laid before shareholders in accordance with the Companies Act 2006 (the “**Act**”).
15. That the Company’s Audit & Risk Committee be authorised to fix the remuneration of Deloitte LLP as auditors of the Company.
16. 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 £27,422.46 (being approximately one third of the Company’s issued ordinary share capital as at 8 April 2022, 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 £27,422.46 (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 rights issue only,

provided that (i) such authorities shall expire on the earlier of the conclusion of the Company’s 2023 AGM or, if earlier, the close of business on 23 September 2023, 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 16 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.

17. That, subject to and conditional on the passing of Resolution 16, 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 17) up to an aggregate amount of £4,133.37, 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 17 shall expire at such time as the authorities conferred on the directors by Resolution 16 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.

18. That, subject to and conditional on the passing of Resolution 16, 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 17, 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 £4,113.37 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 18 shall expire at such time as the authorities conferred on the directors by Resolution 16 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.

19. 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 8,226.74 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 19 will be carried out);
 - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the Company's 2023 AGM and 23 September 2023; 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.
20. That, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.
21. 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 21 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 2023 AGM.

EXPLANATORY NOTES

The notes on the following pages give an explanation of the Resolutions proposed in the Notice of AGM (the “Notice”). Resolutions 1 to 16 (inclusive) and Resolution 21 are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 20 (inclusive) are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1—Report and Accounts

The Board is required to lay the Annual Report and Accounts before shareholders each year 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 advisory in nature and the directors’ entitlement to receive remuneration is not conditional on it.

The Directors’ Remuneration Report is set out in full on pages 108 to 122 of the Annual Report and Accounts.

Resolution 3—Approval of Directors’ Remuneration Policy

The Company is required to put the Directors’ Remuneration Policy to its shareholders for approval at the first AGM following listing, and at least once every three years thereafter. This will be the first time that the approval of shareholders will be sought to the Directors’ Remuneration Policy. This vote will be binding on the Company, and, if approved, will take effect as described below.

The Company has taken care to ensure that the Directors’ Remuneration Policy is aligned to the Company’s purpose and values and clearly linked to the successful delivery of long-term strategy. The Remuneration Policy has been prepared in conjunction with the Company’s external remuneration consultants, FIT Remuneration Consultants LLP, and is designed to comply with listed company market practice and provide appropriate reward for outstanding performance.

The Directors’ Remuneration Policy is contained in the Directors’ Remuneration Report and can be found on pages 108 to 122 of the Annual Report and Accounts. It sets the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the directors.

The Directors’ Remuneration Policy, if approved, will take effect from the date of approval by shareholders and will apply for up to three years, until replaced or amended by a new policy. Once the policy is effective, the Company will not be able to make any remuneration payment to a director or prospective director, or loss of office payments to a current or past director, unless the payment is consistent with the Directors’ Remuneration Policy or has otherwise been approved by shareholders.

It is intended that the Directors’ Remuneration Policy, if approved, will therefore be put to shareholders for approval every three years unless, during that time, there is a need for it to be changed.

Resolutions 4 to 13—Election of 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.

It was previously indicated in the Company’s Initial Public Offering prospectus that Peter Allen would not submit himself for re-election at the AGM. However, although the Company’s search for a new chair has already commenced, as at the date of this Notice, a new chair has not yet been nominated and it is proposed that Peter Allen submits himself for re-election at the AGM and continues as chair until a successor is appointed. The Company intends to finalise this process during 2022.

Brief biographies of each director are set out on pages 93 to 95 of the Annual Report and Accounts and are 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.

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 to elect each of the directors at the AGM.

Resolution 14—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 2023 AGM.

Resolution 15—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 16—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 rights issue only. 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 within that limit without needing a separate shareholder meeting.

As at 12 April 2022, the Company did not hold any shares in treasury. The above authorities will remain in force until the conclusion of the Company's 2023 AGM or 23 September 2023, 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 17 and 18—Disapplication of Pre-emption Rights (special resolutions)

Resolution 17 seeks to authorise directors to issue equity securities of the Company for cash, or sell treasury shares, without first offering them to existing shareholder 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 £4,113.37, representing approximately 5% of the Company's issued ordinary share capital as at the Latest Practicable Date.

Resolution 18 is to extend the directors' authority to allot equity securities for cash, or sell treasury shares, up to a further maximum nominal amount of £4,113.37, bringing the combined authority under Resolutions 17 and 18 to an aggregate nominal amount of £8,226.74, representing approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date.

The authorities under Resolutions 17 and 18 will remain in force until the conclusion of the Company's 2023 AGM or 23 September 2023, whichever is earlier. The directors have no present intention to exercise the authority conferred by Resolutions 17 and 18.

Resolutions 17 and 18 are in line with the Pre-Emption Group's Statement of Principles which were last amended in 2015 (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 18 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.

In addition, the directors also confirm that, in accordance with the Principles, they do not intend to allot equity securities for cash, or sell treasury shares, representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless shareholders have been notified and consulted in advance.

Resolution 19—Authority to Purchase Own Shares (special resolution)

This Resolution seeks authority for the Company make market purchases of 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 £8,226.74 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 at which shares may be brought.

In the event that shares are purchased under this authority, they would either be cancelled or, in accordance with the Act, be retained as treasury shares. 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. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

In seeking this authority, the directors are not indicating any current intention or commitment to buy back any of the Company's shares. The authority will be exercised only if the directors believe that to do so would be in the best interest of the Company's shareholders generally. The directors do, however, consider it desirable for a standing authority to remain available to provide flexibility in the management of the Company's capital reserves in appropriate circumstances, without the cost and delay of a general meeting. This authority shall, unless previously renewed or revoked, expire on the earlier of the Company's 2023 AGM and 23 September 2023.

Resolution 20—Notice of General Meetings (special resolution)

This 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 20 will be effective until the conclusion of the Company's 2023 AGM, when it is intended that a similar resolution will be proposed.

Resolution 21—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 21 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 21 is passed until the conclusion of the Company's 2023 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.

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

By Order of the Board
Hannah Coote
Company Secretary

12 April 2022

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 6.30 pm on Tuesday 21 June 2022; or if the meeting is adjourned, at 6.30 pm 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. As stated in the chair's letter, in light of the ongoing Covid-19 pandemic, we recommend that all shareholders complete and return the Form of Proxy accompanying this Notice and in doing so appoint the chair of the meeting as their proxy. This will ensure that your vote will be counted even if the AGM is ultimately held as a closed meeting, AGM attendance becomes restricted or if you are unable to attend in person.

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 11.00 am on Tuesday 21 June 2022 (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 11.00 am on Tuesday 21 June 2022 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 11.00 am on Thursday 16 June 2022.

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:

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

In view of the ongoing Covid-19 pandemic, 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 822,674,053 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 822,674,053.

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 under 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 Tuesday May 10, 2022, 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.

15. Data Processing

The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholders' proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders which dates to:

- (i) the shareholder, including name and contact details, the votes that the shareholder casts and the shareholder reference number; and
- (ii) any person who is identified as a proxy by a shareholder via a form of proxy, including their name and contact details.

Please note that if shareholders provide the personal data of a proxy, the Company requires the shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, fulfilling corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders, all in accordance with the Company's privacy policy which can be accessed at <https://nanoporetech.com/privacy-policy>.

Appendix 1: Directors' biographies

Peter Allen Non-executive Chairman

Appointed: 18 April 2011

Independent: N/A

Skills and experience: Peter has broad, senior experience in the life science industries and has been a member of the Board since April 2011. Previously, Peter served as Chair of the board of Diurnal Group plc for five years until June 2020, and as Chair of the board of Clinigen Group plc since their IPO in 2012 until the end of August 2021. Peter also served as the Chief Financial Officer of the electronics company Abacus Group plc from April 2005 until the company was sold to Avnet, Inc. in January 2009. Prior to this he was the Chief Financial Officer of Celltech Group plc ("Celltech") between 1992 and 2004. During that time, in addition to managing Celltech's floatation process in 1993, Peter played a key role in several strategic acquisitions, including Chiroscience Group plc, Medeva plc and Oxford Glycosciences plc. In 2003 Peter was appointed the Deputy Chief Executive Officer of Celltech until it was sold to UCB SA in 2004.

Peter is a qualified chartered accountant by background and has a joint degree in accountancy and law from the University of Kent.

Current external appointments: Peter serves as Chair of the boards of Abcam plc and Advanced Medical Solutions Group plc. He is also a non-executive director of Istesso Limited.

Committee memberships: Nomination (chair), 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. 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

Clive Brown Chief Technology Officer

Appointed: 18 September 2019

Independent: No

Skills and experience: Clive is the Group's Chief Technology 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

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. 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 FTSE 250 property business Great Portland Estates plc and a member of the University of Oxford's executive governing body. She also has directorships at the Design Museum, Oxford University Press and Saïd Business School, Oxford.

Committee memberships: Remuneration (chair), Nomination

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

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 Stadtparkasse 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, a director of Gt Peter St Apartment Management Company 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 he 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 a trustee of the Wincott Foundation and a member of the corporate partnerships board of the Great Ormond Street Hospital Children's Charity.

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

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