

Written Resolutions under Companies Act 2006

Company number 05386273

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

OXFORD NANOPORE TECHNOLOGIES LIMITED (the "Company")



A11 \*A9ØR6GG9\* 13/03/2020 #338  
COMPANIES HOUSE

On 20 January 2020, the following special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

1. the provisions of, and the rights of shareholders under, Article 14 of the Company's articles of association (the "**Articles**") shall be disapplied in accordance with Article 14.21 of the Articles in respect of the transfer of up to 4,800,000 ordinary shares in aggregate in the Company on or before 30 April 2020, provided that such authority shall, in the case of a Connected Member (as defined in the Articles) be limited to a maximum of 10 per cent. of the interest held in the Company by such Connected Member (such interest to include ordinary shares held in the Company by such Connected Member and ordinary shares which, by exercise of a vested option, such Connected Member would be entitled to hold in the Company) and any sale by a Connected Member in accordance with this resolution shall be deemed a Permitted Transfer, as defined in, and for the purposes of, the Articles. This authority will expire on 1 May 2020, save that the Company may make offers and enter into agreements before such authority expires which would, or might, require ordinary shares in the Company to be sold after the authorisation expires and the directors may sell any ordinary shares under any such offer or agreement as if the authority had not expired;
2. without prejudice to any existing authority under section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to issue and allot ordinary shares in the Company up to an aggregate nominal amount of £1,600.00 (the "**New Shares**") on or before 30 April 2020 and that the pre-emption rights under Article 9 of the Articles shall be disapplied in respect of any such allotment of New Shares under Article 9.5(a) of the Articles. This authority will expire on 1 May 2020, save that the Company may make offers and enter into agreements before such authority expires which would, or might, require ordinary shares in the Company to be allotted after the authority expires and the directors may allot ordinary shares under any such offer or agreement as if the authority had not expired; and
3. save as otherwise determined by the board of directors of the Company (the "**Board**"), the provisions of Article 14 shall be suspended in accordance with Article 14.21 of the Articles and shall not be operative in respect of any transfer notice received by the Company within the period starting from 18 January 2020 and ending on the earliest of (i) the Company terminating the Placing; (ii) completion of the Placing taking place; or (iii)

1 May 2020, such that, unless otherwise determined by the Board, any transfer notice received during this period shall be deemed void.

For these purposes, the "**Placing**" means the issue and allotment of up to 1,600,000 new ordinary shares in the Company at a price per share of £58.00 (including the issue and allotment of shares in more than one instalment) pursuant to the authority granted in resolution 2.

A handwritten signature in black ink, appearing to read 'inflera', written over a horizontal dotted line.

For and on behalf of the Board