

The Board of Directors
on behalf of Oxford Nanopore Technologies Limited
Gosling Building
Edmund Halley Road
Oxford Science Park
Oxford
OX4 4DQ

9 September 2021

Dear Sirs/Mesdames

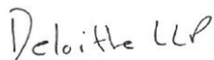
Oxford Nanopore Technologies Limited (the “Company”)

We hereby give our consent to the inclusion in the Registration Document of the Company dated 9 September 2021 (the “Investment Circular”) of our accountant’s report on historical financial information in Part 8 Section A as shown in the Investment Circular dated 9 September 2021 (the cover of which we attach) and being put on public display in accordance with Annex 1 item 21.1 of the UK version of the Commission delegated regulation (EU) 2019/980 supplementing the Prospectus Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the “Prospectus Delegated Regulation”).

Our consent is required by Annex 1 item 1.3 of the Prospectus Delegated Regulation and is given solely for the purpose of complying with that provision and for no other purpose.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Yours faithfully



This document comprises a registration document (the “**Registration Document**”) relating to Oxford Nanopore Technologies Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority of the United Kingdom (the “**FCA**”) made under section 73A of the Financial Services and Markets Act 2000 (the “**FSMA**”). This Registration Document has been prepared to provide information with regard to the Company and has been approved by the FCA (as competent authority under Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the EU (Withdrawal) Act 2018 (the “**EUWA 2018**”) (the “**UK Prospectus Regulation**”)) in accordance with section 87A of FSMA and has been made available to the public as required by Rule 3.2 of the Prospectus Regulation Rules. The FCA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation, and such approval should not be considered as an endorsement of the company that is the subject of this Registration Document.

The Company and the directors of the Company, whose names appear on page [37] of this Registration Document (the “**Directors**”), accept responsibility for the information contained in this Registration Document. To the best of the knowledge of the Company and the Directors, the information contained in this Registration Document is in accordance with the facts and this Registration Document makes no omission likely to affect its import.

This Registration Document should be read in its entirety. See Part 1 (*Risk Factors*) for a discussion of certain risks relating to the Group.



OXFORD NANOPORE TECHNOLOGIES LIMITED

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 05386273)

No representation or warranty, express or implied, is made and no responsibility or liability is accepted by any person, other than the Company and the Directors, as to the accuracy, completeness, verification or sufficiency of the information contained herein, and nothing in this Registration Document is, or shall be relied upon as, a promise or representation as to the past, present or future. The delivery of this Registration Document shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Group since the date of this Registration Document or that the information contained herein is correct as of any time subsequent to its date. No person is or has been authorised to give any information or to make any representation not contained in or not consistent with this Registration Document and, if given or made, such information or representation must not be relied upon as having been authorised by the Company or the Directors.

This Registration Document may be combined with a securities note and a summary to form a prospectus in accordance with the Prospectus Regulation Rules. A prospectus is required before an issuer can offer transferable securities to the public or request the admission of transferable securities to trading on a regulated market. However, this Registration Document, where not combined with a securities note and a summary to form a prospectus, does not constitute an offer or invitation to sell or issue, or a solicitation of an offer or invitation to purchase or subscribe for, any securities in the Company in any jurisdiction, nor shall this Registration Document alone (or any part of it), or the fact of its distribution, form the basis of, or be relied upon in connection with, or act as any inducement to enter into, any contract or commitment whatsoever with respect to any offer or otherwise.

The distribution of this Registration Document in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been or will be taken by the Company to permit possession or distribution of this Registration Document in any jurisdiction where action for that purpose may be required or doing so is restricted by law. In the United States, you may not distribute this Registration Document or make copies of it without the Company's prior written consent other than to people you have retained to advise you in connection with this Registration Document, or persons reasonably believed by the Company to be "qualified institutional buyers" as defined in Rule 144A under the US Securities Act of 1933, as amended. Accordingly, neither this Registration Document nor any advertisement nor any offering material may be distributed or published in any jurisdiction, other than in the United Kingdom, except under circumstances that will result in compliance with any applicable laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. Persons into whose possession this Registration Document comes should inform themselves about and observe any such restrictions.

The contents of this Registration Document are not to be construed as legal, financial or tax advice. Each recipient of this Registration Document should consult their or its own legal, financial or tax adviser for advice.

Capitalised terms have the meanings ascribed to them in Part 11 (*Definitions*).

Information contained on the Group's website is not incorporated into and does not form part of this Registration Document.

The date of this Registration Document is [●] September 2021.