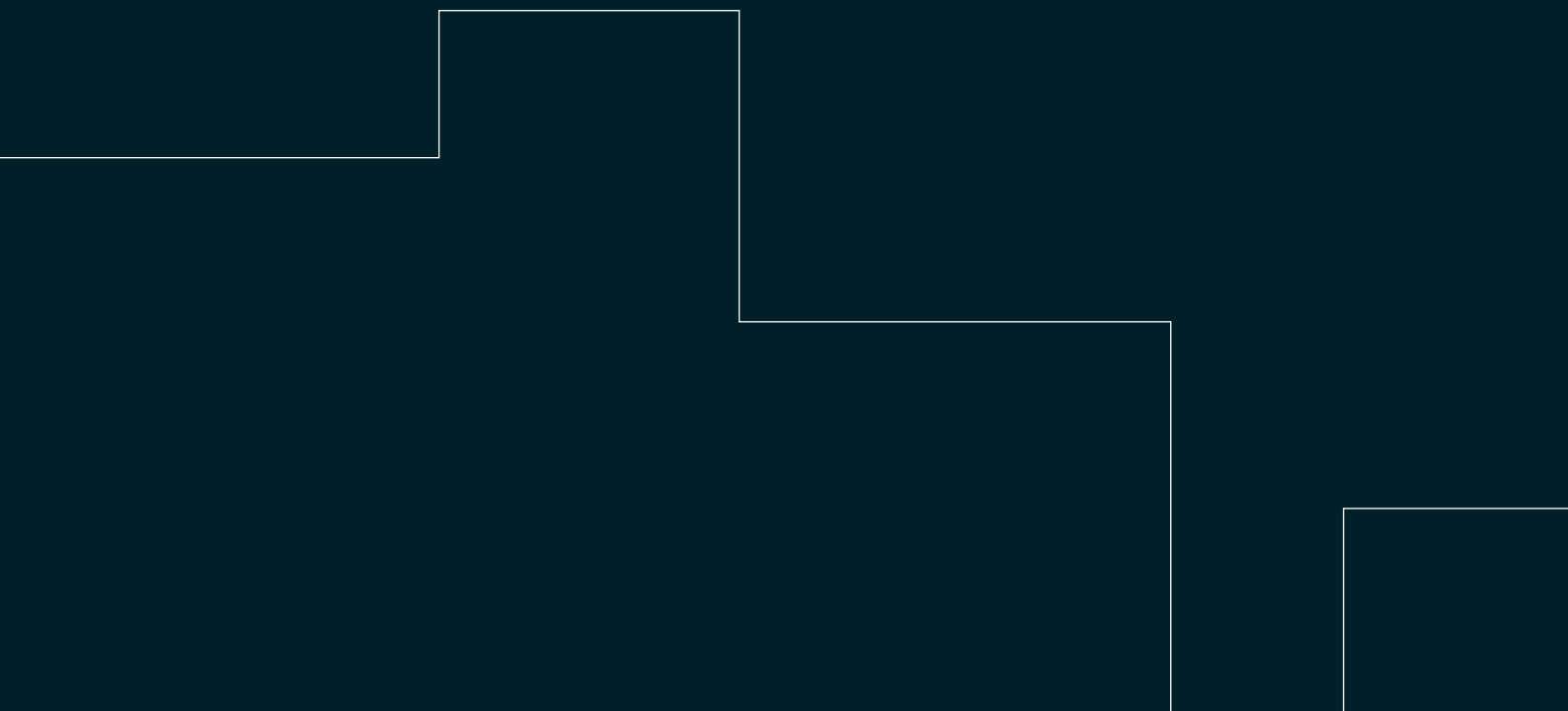

Code of Conduct

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Message from our CEO



Dr Gordon Sanghera
Chief Executive Officer



I am proud we have evolved into a globally recognised company with a clear mission, working from offices around the world, with a team reflecting more than 55 nationalities.”

Welcome to our Code of Conduct – a document that outlines how we uphold high standards of behaviour. These underpin our success by creating a positive culture, trusted relationships and a strong reputation.

When we founded this company in 2005, we did so with a vision to not only change the future of biological sensing, but to do so in an ethical manner that fostered a culture of ambition, productivity and integrity. Our goal has always been to have a profoundly positive and sustainable impact on society by enabling our customers to access advanced scientific data to support their work – whether in fundamental scientific research or subsequent uses in health, food, agriculture or the environment. Importantly, we have always maintained that this ambition should never supersede our commitment to uphold the highest standards of behaviour and corporate citizenship.

I am proud we have evolved into a globally recognised company with a clear mission, working from offices around the world, with a team reflecting more than 55 nationalities. Our people are at the heart of what we do, and the diversity of our team – reflected in our geography, interests and talents – is what makes us great. With a vision and an ambitious mindset, our culture is guided by clear values that we look for and encourage in our teams, including: Determination – it can be done; Judgement – we do it well; and Contribution – we make it happen.

Our Code of Conduct serves as a handbook for putting these values into practice. It ensures our position is clear on a variety of issues, including how we interact with our stakeholders, and the behaviour we expect of every team member. This Code of Conduct reflects the commitment we have made to contribute positively – whether in the products we make, the scientific communities we nurture and support, or all along our value chain. Thank you for taking the time to read and understand our expectations as we work towards achieving our ambitious vision to enable the analysis of anything, by anyone, anywhere.

Dr Gordon Sanghera
Chief Executive Officer

Overview

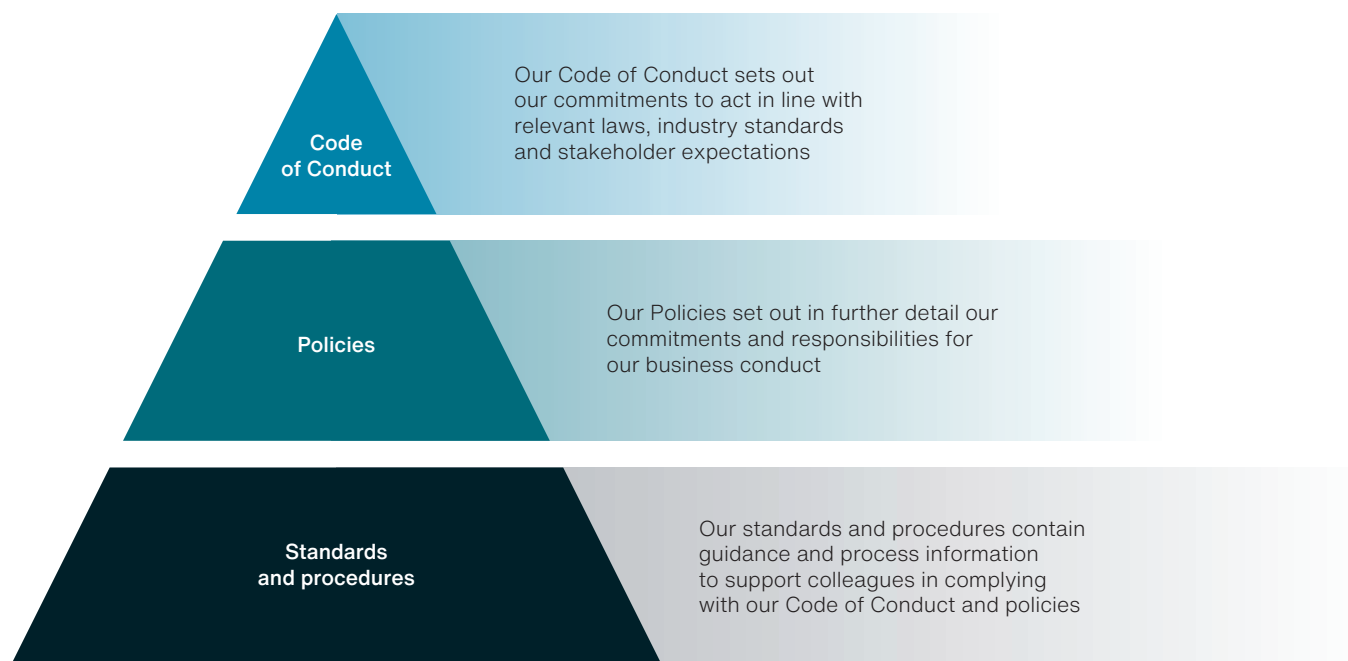
Our goal is to bring the widest benefits to society through enabling the analysis of anything, by anyone, anywhere. We have developed a new generation of nanopore-based sensing technology that is currently used for real-time, high-performance, accessible and scalable analysis of DNA and RNA. We are guided by clear values that motivate our teams to create accessible, high-performance products that have positive global impact. We have ambitious goals to develop our disruptive technology and grow customer communities across the world.

We will achieve these goals by making good choices and taking responsibility for them. Our Code of Conduct sets out our minimum commitments for business conduct.

Who is covered by the Code of Conduct?

Our Code of Conduct applies to all directors, employees, consultants, and temporary workers of Oxford Nanopore Technologies plc (called the company in this document) and its subsidiaries (together referred to as the Group). This Code of Conduct applies everywhere the Group does business.

The Code of Conduct establishes principles usually more fully clarified in other policies, which together, are designed to help guide us to act legally, ethically, and in line with stakeholder expectations. While the Code sets out our minimum commitments, in some regions, local legislation and regulation, or our local business requirements, may be stricter and go beyond the commitments set out in this Code. In addition, alongside the Code, we are also guided by our values of Determination, Contribution, and Judgement in everything we do.



How we interact with our stakeholders

Our stakeholders are the people, communities and organisations that have an interest in our vision, purpose and strategy. We maintain open, transparent dialogue with all stakeholders and believe that effective engagement with them is critical to creating long-term value.

We will provide accurate and reliable information to all our stakeholders in a timely manner through our communications.



Employees

We recognise that high engagement with employees is critical to the Group's success, and aligns employees with the Group's strong culture and values, ensuring everyone works together towards a shared vision. We aim to provide an open environment with regular communication with our employees, including through all-employee meetings, our intranet, or our Values in Action initiative.

We communicate the Group's goals, vision and targets, and provide the relevant training and information needed for all employees to perform at the highest level and develop their careers.



Customers, research partners and collaboration partners

We consider ourselves part of a broad scientific community of users of our technology. We collaborate with customers as well as supporting them from a technical and customer service perspective. Engaging and responding to our customer and partner needs is a key priority.

We assess our customers carefully to ensure we do not deal with any sanctioned parties or embargoed countries unless authorised to do so. This includes confirming the intended end use of our technology. We strictly prohibit the use of our technology weapons of mass destruction or their delivery systems.

We sponsor research and make field application scientists available to our most innovative users, to help them make the most of our technology, push the boundaries of genomics and life sciences, and have a positive impact on society.



Suppliers

We have a complex and healthy supply chain. It is important we work with suppliers and business partners who have a consistent set of ethical standards, and who conduct business legally, fairly and with integrity. We therefore expect our suppliers and business partners to adhere to the standards set out in this Code of Conduct. We aim to build honest, respectful and transparent relationships with suppliers who share our commitment to high standards of corporate governance.

We expect our suppliers to comply with applicable laws and regulations in the countries where they operate, and the country where we provide the goods or services. This includes, but is not limited to, areas including health and safety, employment and labour standards, and social and environmental standards. We prefer to purchase goods and services from, and to collaborate with, suppliers who agree to our Code of Conduct.

We perform due diligence on our suppliers and undertake regular evaluations to ensure they adhere to our expectations and values. We will source minerals responsibly through our global supply chain, and adhere to our Conflicts Mineral Policy. We will immediately suspend or discontinue working with any suppliers where we identify a reasonable risk that they are sourcing from, or are linked to, any party committing human rights abuses.



Government officials

Our employees abide by the following guidelines when liaising with Members of Parliament, government or other elected officials, and government bodies, offices or agencies:

- Identify themselves by name and provide the company's details and registration number.
- Declare the interests and objectives they promote.
- Do not try to obtain information or decisions dishonestly or by the use of undue pressure, improper behaviour or offensive language.
- Do not abuse any registration with a particular body, office or agency for commercial gain, nor distort or misrepresent any effect of registration.
- Do not damage the reputation of the relevant institution, or cause prejudice to the institution, or use any logo without express authorisation.
- Ensure that information provided is complete, up to date, accurate and not misleading, and is available in the public domain and, if necessary, present any materials demonstrating the accuracy of any information provided.

How we interact with our stakeholders continued

- Respect, and avoid obstructing the implementation and application of any publicly available rules, codes and guidelines established by relevant institutions.
- Do not induce any Members of Parliament (or equivalent) or members of the European Commission, other elected officials or other political entities to contravene the rules and standards of behaviour that apply to them.

If employing any former Member of Parliament (or equivalent), we will take into account the confidentiality requirements and rules that apply to them, with a view to preventing conflicts of interest. To the extent we outsource tasks to third parties, we ensure they adhere to relevant ethical standards.

We ensure that all employees who engage with government officials are aware of, and comply with, this Code of Conduct and any other code that may be required by a specific body in a particular territory.



With shareholders

We recognise that having an aligned vision with our shareholders is very important, and we focus on providing long-term value. We conduct our business with high standards of governance and in compliance with the listing rules of the London Stock Exchange.

We treat our shareholders equally and provide timely, accurate and clear information on our business, including on our strategy, financial information, technology and operational performance.



With community and environment

Our communities comprise those living and working in close geographic proximity to our operations, those with whom we do business, whether as a supplier or a customer and, more broadly, the members of wider society whose lives the Group aims to affect positively with its technology.

Our products and operations are designed to enable access to sequencing technology for the public good, and we have developed our technology for those who need it, whether in developed markets or settings with more-limited resources.



With media

All interactions with media, including journalists for print or online publications, or others who provide public commentary on our business, are led by our communications team. This team supports any employees who are interviewed by the media, who also receive training on the types of information they may or may not disclose.



London Calling 2022

Business conduct

We conduct our business with the utmost integrity, complying with laws and regulations that apply. Our reputation and success depend on the trust and confidence of our stakeholders, including customers, shareholders, employees and the communities where we operate. To that end, we have developed the following Code of Business Conduct that applies to all directors, officers, employees and agents of our company. We expect all stakeholders, including our suppliers, to adhere to this policy and conduct business with the same high ethical standards we do.

Conflict of interest

We avoid conflicts between personal interests and the interests of the company. A conflict of interest occurs when personal interests or relationships interfere with our ability to act in the best interests of the company. Examples of conflicts of interest include engaging in activities that compete with the company, accepting gifts or other benefits that influence our business decisions, or having a financial interest in a company that does business with our company. Any person who has a potential or actual conflict of interest must disclose it to their manager or a human resources representative. We expect all directors, officers, employees and agents of our group, as well as our suppliers, to do the following:

- (a) Maintain the highest possible standard of integrity in all their business relationships, both inside and outside the Group.
- (b) Reject any business practice which might reasonably be deemed improper (including improper practices which might benefit the Group).
- (c) Never use their authority or position for personal gain.
- (d) At all times, act with impartiality, independence and integrity.
- (e) Avoid being, or giving the appearance of being, in a position that may result in an actual or perceived detriment to the Group's reputation or interests.

Anti-bribery

We conduct business with the highest standards of ethical conduct and comply with all laws and regulations that apply, including those related to anti-bribery and corruption. We prohibit all forms of bribery, whether direct or indirect, and we expect all directors, officers, employees and agents of our company, as well as our suppliers, to adhere to this policy.

Bribery involves offering, giving, receiving or soliciting anything of value, including money, gifts or favours, to improperly influence someone's behaviour or

decision. This includes bribes to government officials, political figures or individuals in the private sector.

We prohibit third-party intermediaries, such as consultants or agents, to engage in bribery on our behalf. We conduct due diligence on all third parties we engage with, and require them to adhere to our anti-bribery policy. We also require our suppliers to adhere to our anti-bribery policy, and we conduct due diligence on them.

We also require all directors, officers, employees and agents of our company to report any suspected or actual incidents of bribery or corruption. We investigate all reports promptly and thoroughly, and take appropriate action where necessary. We do not tolerate retaliation against anyone who reports an incident of bribery or corruption in good faith.

Gifts and hospitality

We recognise that customary business practices may involve the exchange of gifts or hospitality. However, we must ensure that such exchanges do not create a conflict of interest, violate anti-bribery laws, or damage our reputation. Gifts or hospitality must be modest, infrequent, and consistent with local customs and practices. They must not be given or accepted in exchange for, or to influence, business decisions.

We understand that there may be cultural differences in the way business is conducted in different countries, but we do not compromise on our ethical standards. We also recognise that there may be situations where gifts or hospitality may be appropriate and reasonable, such as in the context of a business relationship. However, we prohibit the giving or receiving of gifts or hospitality that are intended to improperly influence behaviour or decisions.

We require any sponsored research and potential declarations of interest to be disclosed in publications.

Political donations

We do not make political donations to influence government officials or political parties. However, we may make donations to support charitable or civic causes that align with our values and mission. Any such donations must be transparent, lawful and approved by senior management.

Anti-facilitation of tax evasion and anti-money laundering

We conduct our business with the highest standards of integrity and in compliance with all laws and regulations that apply. We expect all directors, officers, employees and agents of our company, as well as our suppliers, to do the same.

We do not tolerate tax evasion or money laundering of any kind. We recognise that these serious crimes have significant economic and social costs, and we will prevent them. We will not tolerate any form of fraud, including financial fraud and cyber fraud.

We have policies and procedures to prevent facilitating tax evasion or fraud, including conducting due diligence on all suppliers and requiring them to comply with our anti-facilitation of tax evasion policy. We also require suppliers to disclose information about their business operations and to provide evidence of complying with laws and regulations that apply.

We expect all stakeholders, including employees, suppliers, and customers, to report any suspected incidents of tax evasion, money laundering or fraud. We investigate all reports promptly and thoroughly, and take appropriate action where necessary. We also recognise that reporting may be difficult for some individuals, and so provide ways to report anonymously.

Inside information

We do not use or disclose inside information for personal gain or to benefit others. Inside information refers to non-public information that could affect the value of our company's securities. Any person who has access to inside information must keep it confidential and not trade on it or provide it to others unless it is necessary to do so in the course of their duties. Where an employee of the Group is deemed to hold inside information, we have policies and systems to restrict their trading access and ensure we remain compliant with all obligations under the Market Abuse Regulations.

Competition

We compete fairly and ethically in the marketplace and do not engage in anti-competitive behaviour such as price fixing, bid rigging or market allocation. We respect the intellectual-property rights of others and do not engage in unauthorised use or infringement of these rights.

Human genomic data and human samples

Human genomic data is sensitive personal data. We take all reasonable steps to ensure that no personally identifiable data is associated with human genomic data, so the identity of the individual cannot be determined from the information we hold. Where we generate human genomic data ourselves, we ensure it is given a pseudonym, and that we hold the necessary records of consent separately to it and any resultant data. We always require the source of any human genomic data (the person or organisation providing or generating the data) to confirm explicitly that they have the consent of the data subject, and that the consent complies with all data protection and other legislation.

We have an internal committee that must provide its approval before we procure, accept or sequence any human samples. We always require that samples are collected with informed consent, and that it covers our proposed sequencing where required.

Modern slavery

We are against modern slavery and human trafficking in all of its forms. We recognise that these are serious human rights abuses that have no place in our group or supply chain.

Modern slavery encompasses all forms of forced labour, debt bondage, servitude and human trafficking. It involves individuals being forced to work against their will, often under poor working conditions, with little or no pay, and without the freedom to leave. It can also involve the exploitation of vulnerable individuals such as children or those in marginalised groups.

We expect all directors, officers, employees and agents of our company, as well as our suppliers, to adhere to this policy and to conduct business in a manner consistent with our commitment to human rights.

We have policies and procedures to identify and mitigate the risk of modern slavery in our supply chain. We conduct due diligence on all suppliers and require them to comply with our modern slavery policy. We also require suppliers to disclose information about their labour practices and supply chain, and to provide evidence of compliance with laws and regulations that apply.

We encourage all stakeholders, including employees, suppliers and customers, to report any suspected incidents of modern slavery or human trafficking. We investigate all reports promptly and thoroughly, and take appropriate action where necessary. We also recognise that reporting may be difficult for some individuals and provide ways to report anonymously.



Export controls

We comply with all export control laws and regulations that apply, including restrictions on the export of goods, software or technology to certain countries or parties. We have policies and procedures to ensure we comply with export control laws, and require all employees and agents to adhere to them.

Reporting misconduct

We maintain the highest standards of ethics and integrity in all aspects of our business. We encourage all directors, officers, employees and agents of our company, as well as our suppliers, to raise concerns about any suspected or actual incidents of misconduct or wrongdoing.

We understand that individuals may be reluctant to come forward with information due to fear of retaliation or other adverse consequences. However, we have established mechanisms to help in reporting concerns, and we will take appropriate measures to protect whistle-blowers from any retaliation or victimisation.

People can report their concerns to a supervisor, manager, human resources representative, compliance officer, or using an external reporting hotline.

We treat all reports with the utmost seriousness and investigate them promptly and thoroughly. We will take appropriate action to address any confirmed incidents of misconduct or wrongdoing, including implementing corrective actions and sanctions.

We do not tolerate retaliation against anyone who reports an incident of misconduct or wrongdoing in good faith. If any person believes they have been subject to retaliation for reporting misconduct or wrongdoing, they should report this immediately through one of the channels above. Further details are contained in our Whistleblowing Policy.

Data privacy

We respect the privacy and confidentiality of personal and business information, including of our customers, employees and suppliers. We comply with all relevant data-protection laws and have policies and procedures to safeguard against unauthorised access, use or disclosure of such information. We also take information security seriously and have measures to protect against cyber threats such as hacking, phishing and malware.

Supporting the life sciences industry and public health

Our goal is to have a profoundly positive and sustainable impact on society by helping our customers access advanced scientific data to support their work, whether in fundamental scientific research or subsequent uses in health, food, agriculture or the environment. We do this by breaking down barriers to acquiring and using our sophisticated sequencing tools, through our support for research, increasing access to our technology, and promoting STEM education to encourage new generations of scientists.

We aim to increase access to genomics. Therefore we have designed our business model and product innovation to broaden accessibility for global scientific communities who are searching for solutions to global challenges. Our vision is to put these tools directly into the hands of existing scientific communities, so researchers no longer need to rely on external partners to perform their experiments.

The cost, size, and complexity of traditional sequencing technologies have historically made genomic insight inaccessible to much of the world. We have brought technologies to the market that increase access to high-quality sequencing by making the devices available

for free, and charging for flow cells (the consumable cartridges that contain the technology and chemistry needed for nanopore-based sequencing, and which are run in conjunction with our devices), in addition to consumables and software licences. These devices are easy to use, portable and scalable, making nanopore sequencing technology accessible to anyone, anywhere.

We also promote STEM education, helping people use sequencing to learn about biology earlier in their education, with the goal of broadening the communities who could use sequencing to answer real-world problems.

After an initial decade of fundamental R&D that resulted in new technology features for broad communities — such as portability and the ability to sequence longer fragments of DNA/RNA — we have invested in continuous improvement of our technology, and have processes in place to support this.

As a life science company that works with biological data, safeguarding this data is a key part of our business. We have processes that govern the use of biological data, including samples, and all employees must follow these.



Our people



Building an inclusive culture that supports the health, wellbeing and development of our people is key to the success of our business. We originated as a disruptive start-up, and have since established a culture of conversation, constructive challenge and connection within our teams. We believe these team dynamics have been essential to our success, and still play a part in our culture today.

We recruit people from diverse backgrounds with varied experience and perspectives, who reflect the global scientific community that we serve. We value people with diverse opinions, cultures, lifestyles and circumstances and believe in equality of opportunity, following practices that are free from unfair and unlawful discrimination. We are open and supportive to flexible and smart-working arrangements that support the needs of our people and the overall business. We have many examples of flexible-working arrangements, including reduced hours and the ability to work from home, to support the diverse nature and the full potential of our employees. We offer enhanced family-friendly and leave policies, and take part in wellbeing and support programmes.

We are committed to gender pay equality and have seen continued improvements to our gender pay gap and bonus pay gap since calculating the data in 2017, and have a range of strategic programmes in place to continue to improve our gender pay gap. These include those in talent acquisition, reward, building awareness and capability, diversity and inclusion, and learning and development.

We offer training for all levels, providing opportunities for our employees to learn continually throughout their career. We continue to focus on talent development and have initiatives in place such as the Butcher Bailey senior leadership training, mentoring programmes and Challenger sales training. In addition, we require employees to complete certain mandatory training each year, including anti-bribery training and Market Abuse Regulation training. New employees complete this training as part of their onboarding process.

We have highly successful annual R&D internships and also sponsor the Royal Society of Chemistry's Broadening Horizons programme, which promotes careers in chemistry for underrepresented minority graduates and PhD students.

We offer a working environment that promotes dignity and respect for all, and where we tolerate no form of intimidation, bullying or harassment (including but not limited to sexual harassment).

We will not tolerate discrimination for any reason. We recruit the best people, regardless of gender, race, social background, religion or belief, sex, sexual orientation, gender reassignment, marital or civil partnership status, pregnancy and maternity, age, disability, political opinion, trade union membership, or sensitive medical conditions. Our principles of non-discrimination and equality of opportunity applies to recruitment and selection, training and development, opportunities for promotion, conditions of service, pay and benefits, conduct at work, disciplinary and grievance procedures, and termination of employment.

We will support employees who wish to take up additional appointments if they do not conflict with their duties to Oxford Nanopore, and where the experience they gain will be beneficial in their role. We carry out our business in an environmentally responsible manner, and promote a safe and healthy workplace for our people. We provide employees with the training and resources necessary to conduct their work safely. It is the duty of everyone in the Group to take reasonable care for the health and safety of themselves and others while working.

We have a responsibility to respect human rights wherever we do business. We do not use any form of forced, compulsory or child labour of any kind. We do not tolerate slavery or human trafficking anywhere in our supply chain and will never knowingly deal with any organisation connected to slavery or human trafficking.



We believe that high growth does not need to come at the expense of the planet, and our guiding principle is to grow responsibly by making choices that protect our environment.

We aim to protect the planet through energy efficiency, product design, and a commitment to sustainable practices. We strive to improve our environmental performance throughout all of our global operations. We aim to prevent pollution, use energy efficiently, and reduce waste, releases, emissions and water use.

We have agreed to initiatives that aim to:

- minimise the environmental impact of our products
- reduce the carbon intensity of our operations
- assess and manage the impact our water use has on the environment
- improve our reduction, reuse and recycling of waste, both hazardous and non-hazardous
- align our EHS programmes with international standards for the environment and occupational health and safety
- move us closer to achieving net zero.

Of course, we understand that we do not exist in isolation – our commitment to sustainable practices extends beyond our internal operations and distribution, to encompass our entire value chain. We look to work with suppliers worldwide who operate under principles and toward goals that are similar to our own business conduct and ethics. We have a Supply Chain Business Code of Conduct that all key suppliers adhere to, and we have strict, risk-based requirements and internal processes that result in all suppliers being CSR-approved. This includes asking our key suppliers to complete a range of questionnaires covering social and environmental factors, and where we identify areas for improvement as part of this process, we work with them in these matters.

For further information

Our Code of Conduct reflects our commitment to doing business with integrity, honesty and transparency. We expect all directors, officers, employees and agents of our company to comply with this Code of Conduct and any laws and regulations that apply. If you have any questions about this Code of Conduct or its application, please contact legal@nanoporetech.com.

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