

**OXFORD NANOPORE TECHNOLOGIES PLC**  
**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**  
**EFFECTIVE FROM 5 OCTOBER 2021**  
**DATE OF LAST UPDATE: 23 SEPTEMBER 2025**

The Nomination Committee (the **Committee**) is a committee of the board of directors (the **Board**) of Oxford Nanopore Technologies plc (the **Company**) from which it derives its authority and to which it regularly reports.

These Terms of Reference are reviewed annually by the Committee, or when required by changes to regulation or legislation, and were most recently updated on 23 September 2025.

**1 MEMBERSHIP**

- 1.1 The Committee shall comprise a chair and a minimum of two other members. The majority of the Committee shall be independent non-executive directors (in accordance with the principles of the UK Corporate Governance Code 2024 (the Code), which the Company has chosen to comply with in part on a voluntary basis).
- 1.2 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 1.3 The Board shall appoint the chair of the Committee who should be either the chair of the Board or an independent non-executive director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present at a meeting shall elect one of their number present to chair the meeting. The chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the chair of the Board.
- 1.4 The Committee chair shall review membership of the Committee annually, as part of the annual performance review of the Committee.
- 1.5 If any member of the Committee is unable to act for any reason, the Committee chair may appoint any other non-executive director of the Company to act as their alternate.

**2 SECRETARY**

The Company Secretary, or their nominee, shall act as the secretary of the Committee and provide all necessary support to the Committee, including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

**3 QUORUM**

The quorum necessary for the transaction of business at a Committee meeting shall be two members present in person or by audio or video conference.

**4 MEETINGS**

- 4.1 The Committee shall meet at least twice a year and otherwise as required.
- 4.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer (to the extent they are not a member of the Committee), the director of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and with the agreement of the Committee chair. The Committee chair shall have the discretion to decide who, other than Committee members, shall attend and address Committee meetings.

- 4.3 No person (including directors or the chair of the Board) shall participate at a meeting of the Committee (or during a relevant part) at which any part of their nomination is being directly discussed or participate in any recommendation or decision specifically concerning their nomination.

## **5 NOTICE OF MEETINGS**

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any member of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, so far as practicable. Late papers will be accepted by agreement with the Committee chair. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.
- 5.3 A duly convened Committee meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **6 MINUTES OF MEETINGS**

- 6.1 The secretary of the Committee shall minute the proceedings, decisions and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee chair it would be inappropriate to do so.
- 6.3 A decision or resolution in writing and signed by all Committee members will be as effective as a decision or resolution passed at a Committee meeting. Any such written decision or resolution shall be tabled and noted at the next meeting of the Committee.

## **7 ENGAGEMENT WITH SHAREHOLDERS**

The Committee chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## **8 DUTIES**

- 8.1 The Committee shall carry out the following duties for the Company and its subsidiaries (the Group) as appropriate:
- 8.1.1 regularly review the structure, size and composition (including the skills, experience, diversity, independence and knowledge) of the Board and make recommendations to the Board with regard to any changes;
  - 8.1.2 ensure plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession that
    - i. is based on merit and objective criteria;
    - ii. promotes diversity, inclusion and equal opportunity; and
    - iii. takes into account the challenges and opportunities facing the Company, and the skills, experience and knowledge needed on the Board in the future.

The definition of senior management for the purposes of these Terms of Reference should be determined by the Board but should normally include the Executive Team and the Company Secretary and other such members of management as the Committee is designated to consider;

- 8.1.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
  - 8.1.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
  - 8.1.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
  - 8.1.6 before any appointment is made by the Board, evaluate the balance of skills, knowledge, composition, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall:
    - i. use open advertising or the services of external advisers to facilitate the search;
    - ii. consider candidates from a wide range of backgrounds; and
    - iii. consider candidates on merit and against objective criteria, having due regard to the benefits of diversity, inclusion and equal opportunity and taking care that appointees have enough time available to devote to the position;
  - 8.1.7 ensure that the chair of the Board does not remain in post beyond nine years from the date of their first appointment to the Board noting that to facilitate effective succession planning and the development of a diverse Board, this period can be extended for a limited time;
  - 8.1.8 prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board;
  - 8.1.9 ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
  - 8.1.10 ensure that all newly appointed directors receive a full, formal and tailored induction on joining the Board and examine ongoing training and development needs as required;
  - 8.1.11 review the results of the Board performance review process that relate to the composition of the Board, succession planning and how effectively Board members work together to achieve objectives;
  - 8.1.12 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
  - 8.1.13 support workforce initiatives that promote a culture of inclusion and diversity; and
  - 8.1.14 work and liaise as necessary with all other Board committees, ensuring the interaction between Committees and with the Board is reviewed regularly.
- 8.2 The Committee shall also make recommendations to the Board concerning:
- 8.2.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
  - 8.2.2 suitable candidates as new directors and succession for existing directors;
  - 8.2.3 membership of the audit and remuneration committees, and any other Board committees as

appropriate, in consultation with the chair of those committees;

- 8.2.4 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;
- 8.2.5 the re-election by shareholders of directors or the retirement provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors and the Board as a whole;
- 8.2.6 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
- 8.2.7 the appointment of any director to executive or other office.

## **9 REPORTING RESPONSIBILITIES**

- 9.1 The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the Company's annual report about its activities, including:
  - 9.3.1 the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
  - 9.3.2 how the Board performance review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence future Board composition;
  - 9.3.3 the policy and any initiatives on diversity and inclusion, their objectives and link to Company strategy, how they have been implemented and progress on achieving the objectives; and
  - 9.3.4 the gender balance of those in the senior management team and their direct reports.
- 9.4 If an external search consultancy has been engaged, it should be identified in the Company's annual report alongside a statement about any other connection it has with the Company or individual directors.
- 9.5 The Committee shall have the right to report on any unresolved disagreements between the Committee and the Board to shareholders as part of the Committee's report on activities.

## **10 OTHER MATTERS**

- 10.1 The Committee shall:
  - 10.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
  - 10.1.2 give due consideration to all relevant laws and regulations, the provisions of the Code (for so long as the Company has elected to voluntarily comply with all or certain provisions of the Code) and associated guidance, the requirements of the FCA's UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate; and
  - 10.1.3 arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any

changes it considers necessary to the Board for approval.

## **11 AUTHORITY**

11.1 The Committee is authorised by the Board to:

11.1.1 obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference;

11.1.2 investigate any activity or state of affairs within its Terms of Reference; and

11.1.3 seek any information it requires from any employee or officer of the Company.

These terms of reference shall be made available on the Group's website <https://nanoporetech.com>