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8 October 2024

**Oxford Nanopore Technologies plc**

**Notification of intention to transfer listing category**

Oxford Nanopore Technologies plc ("**Oxford Nanopore**" or the "**Company**"), the company delivering a new generation of nanopore-based molecular sensing technology, today announces that it is proposing to transfer the listing category of its ordinary shares (the "**Ordinary Shares**") from the equity shares (transition) ("**Transition**") category to the equity shares (commercial companies) ("**ESCC**") category on the official list ("**Official List**") of the Financial Conduct Authority ("**FCA**") under Rule 21.5 of the UK Listing Rules ("**UKLR**") as modified by Transitional Provision 2 (the "**Transfer**").

The provision of a minimum of 20 business days' notice (which period commenced by way of today's announcement) is required to effect the Transfer. It is anticipated that the Transfer will take effect at 8:00 a.m. GMT on 6 November 2024.

No shareholder approval is required in connection with the Transfer.

This announcement is being made in accordance with UKLR 21.5.7.

**Dr. Gordon Sanghera, Chief of Executive Officer of Oxford Nanopore, commented:**

*"We are proud of all we have achieved since our IPO in 2021, including significantly growing our revenues, customer base and impact in the scientific community. Today we are more excited than ever about the opportunities for our unique platform, that provides richer, multi-omic data, faster and more accessibly and affordably. As we look ahead, now is the right time for Oxford Nanopore to transfer to the ESCC segment. We believe it will provide exposure to a wider investor base and eligibility for FTSE index inclusion, enhancing the liquidity of our shares, for the benefit of our shareholders"*

**1. Transfer background and rationale**

On 5 October 2021, Oxford Nanopore was admitted to the standard segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange following the completion of its initial public offering ("**IPO**"). The Company listed on the standard segment since, at the time of its IPO, the rights attaching to its limited anti-takeover shares ("**LAT Shares**") made it ineligible for admission to the premium segment under the former Listing Rules.

As outlined in the Company's IPO Prospectus, the LAT Shares could carry their rights for up to three years from the date of admission. Therefore, on 5 October 2024, the LAT Shares ceased to carry any of their rights.

Following the implementation of the FCA's new UKLRs, on 29 July 2024 the Company was automatically 'mapped' to the Transition category on the Official List. The Transition category carries forward continuing obligations that applied under Chapter 14 of the former Listing Rules to companies with a standard listing prior to 29 July.

The board of directors of the Company (the "**Board**") now believes that a listing in the ESCC category is the most appropriate listing category for Oxford Nanopore, providing exposure to a wider investor base and enhancing the liquidity of the Company's shares. It is anticipated that, subject to the Transfer becoming effective, being listed in the ESCC category will permit Oxford Nanopore to be eligible for inclusion in the FTSE UK Index Series at the December 2024 quarterly review. Accordingly, the Board has concluded that it is in the best interests of the Company and its shareholders as a whole to effect the Transfer.

The Company has therefore requested that the FCA approve the Transfer with effect from 8:00 a.m. GMT on 6 November 2024.

**2. Effect of the Transfer under the UK Listing Rules**

Following the Transfer, certain additional provisions of the UKLRs will formally apply to the Company. In summary these provisions, set out in Chapters 4 - 10 (inclusive) of the UK Listing Rules apply to companies with a listing in the ESCC category, which includes the Company's listing in the ESCC category following the Transfer.

ESCC category, and relate to the following matters:

- the requirement to appoint a sponsor (Chapter 4);
- the application of certain additional requirements for admission to listing in the ESCC category (Chapter 5);
- the requirement to comply with various continuing obligations, including to comply with all relevant provisions of the UK Corporate Governance Code (or to provide an explanation for any non-compliance in its annual financial report), and requirements relating to notifications and contents of financial information (Chapter 6);
- the requirement to announce, or obtain shareholder approval for, certain significant transactions (depending on their size and nature) and to announce certain transactions with "related parties" of the Company (Chapters 7 and 8);
- certain restrictions in relation to the further issuance of shares and the Company dealing in its own securities and treasury shares (Chapter 9); and
- various specific content requirements that will apply to circulars issued by the Company to its shareholders (Chapter 10).

The Company already complies with certain of these obligations on a voluntary basis.

The Company will remain subject to the City Code on Takeovers and Mergers as administered by the Takeover Panel, the UK Market Abuse Regulation regime and the UK Prospectus Rules.

The Transfer will not have an impact on the business or commercial activities of the Company. There will be no material change in the rights and protections of shareholders as a result of the Transfer.

### **3. Eligibility requirements**

In accordance with Transitional Provision 2 of the UKLRs, the Company must comply with the additional eligibility requirements for companies in the ESCC set out in UKLR 5.2 - 5.4. The Company has complied with these requirements:

- the Company confirms it is not externally managed for the purposes of UKLR 5.2;
- the Company does not have any controlling shareholders for the purposes of UKLR 5.3; and
- the Company's constitution allows it to comply with the UKLRs for the purposes of UKLR 5.4.

### **4. Corporate governance**

The Board remains firmly committed to upholding strong corporate governance. The annual report and accounts of the Group for the financial year ended 31 December 2023 describe the extent to which the Company applied and complied with the provisions of the UK Corporate Governance Code throughout that financial year. The annual report and accounts of the Group to be published for the financial year ended 31 December 2024 will also include such a statement.

As at 31 December 2023, the Group was in full compliance with the provisions of the UK Corporate Governance Code.

### **5. Appointment of sponsor**

The Company has appointed Citigroup Global Markets Limited ("**Citi**") to act as its sponsor in relation to the Transfer. Citi also acts as Joint Corporate Broker to the Company.

### **6. FTSE eligibility and inclusion**

It is anticipated that, subject to the Transfer becoming effective and other conditions being met, the Company will be eligible for inclusion into the FTSE UK Index Series at the December 2024 quarterly review. Gaining inclusion in the FTSE UK Index Series is expected to have a positive impact on Oxford Nanopore's liquidity and trading profile.

### **7. Consent**

Citi has given and has not withdrawn its written consent to the inclusion in this announcement of the references to its name in the form and context in which they are included.

-ENDS-

## Enquiries

For further information, please contact:

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## **About Oxford Nanopore Technologies plc:**

Oxford Nanopore Technologies' goal is to bring the widest benefits to society through enabling the analysis of anything, by anyone, anywhere. The Group has 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. The technology is used in more than 125 countries, to understand the biology of humans, plants, animals, bacteria, viruses and environments as well as to understand diseases such as cancer. Oxford Nanopore's technology also has the potential to provide broad, high impact, rapid insights in a number of areas including healthcare, food and agriculture.

For more information please visit: [www.nanoporetech.com](http://www.nanoporetech.com)

## **Forward-looking statements**

This announcement contains certain forward-looking statements. For example, statements regarding expected revenue growth and profit margins are forward-looking statements. Phrases such as "aim", "plan", "expect", "intend", "anticipate", "believe", "estimate", "target", and similar expressions of a future or forward-looking nature should also be considered forward-looking statements. Forward-looking statements address our expected future business and financial performance and financial condition, and by definition address matters that are, to different degrees, uncertain. Our results could be affected by macroeconomic conditions, the COVID-19 pandemic, delays in our receipt of components or our delivery of products to our customers, suspensions of large projects and/or acceleration of large products or accelerated adoption of pathogen surveillance. These or other uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements.

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