



Adaptimmune Therapeutics PLC
Registered office: 60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX, U.K.
Incorporated in England & Wales with registered no. 09338148

April 22, 2020

Dear Shareholder:

2020 Annual General Meeting of Adaptimmune Therapeutics plc (the “AGM”)

This letter, the notice of the AGM set out in this document (“**the Notice**”) and associated materials for the AGM are being sent to you because, as of April 20, 2020 (being the latest practicable date before the circulation of this document), you are registered as a holder of ordinary shares in the register of members of the Company. However, this letter, the Notice and associated materials will also be available to holders of American Depositary Shares (“**ADS**”) and contain information relevant to holders of ADSs.

I am pleased to confirm that our AGM will take place at **11:30 a.m. London time (6:30 a.m. Eastern Standard Time) on Friday, May 29, 2020 at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX**. The Notice is set out in this document and it contains the resolutions to be proposed at the AGM (the “**Resolutions**”).

Impact of COVID-19

On March 23, 2020, the UK Government published compulsory measures (“**the Stay at Home Measures**”) to address the spread of COVID-19. The Stay at Home Measures became law in England on March 26, 2020. Among other things, the Stay at Home Measures prohibit public gatherings of more than two people. The Company and its shareholders are required to comply with these measures in the holding of the AGM.

The only permitted exception for the AGM is for two persons to attend in order to form the quorum so that the AGM can proceed. For the purposes of the AGM, a quorate meeting will be formed by two persons being present and between them holding (or being the proxy or corporate representative of the holders of) at least one-third in number of the issued ordinary shares of the Company entitled to vote at the Meeting. The Company will arrange for the presence of two persons at the AGM and the required social distancing measures will be in place at the AGM venue (Adaptimmune’s offices) to ensure the health and safety of those persons.

This means that, as things currently stand, ordinary shareholders are not allowed to attend the AGM in person and all shareholders should appoint a proxy to ensure that the AGM is quorate and to vote on the proposed resolutions. If the Stay at Home Measures are continuing at the time of the AGM, any ordinary shareholder seeking to attend the AGM in person will be refused entry.

The situation with respect to COVID-19 is rapidly evolving. If the arrangements for our AGM need to change materially, we will issue a further communication via a Form 8-K filing with the U.S. Securities and Exchange Commission and on the Investor Relations section of our website at www.adaptimmune.com.

Action to be taken by holders of ordinary shares in the Company

If you are a holder of American Depositary Shares (“**ADSs**”), please ignore this section and refer instead to the section below—“*Holders of American Depositary Shares*”.

If you are a holder of ordinary shares in the Company, please vote on the Resolutions by appointing a proxy. A form of proxy for use at the AGM is enclosed, or is being sent to you by email if you have opted to receive information by email. **You are encouraged to appoint the Chairman of the AGM as your proxy. If you appoint any person other than the Chairman of the AGM as your proxy, that person may not be allowed to attend the AGM.**

You are able to submit your proxy vote online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy) to arrive by no later than **11:30 a.m. London time (6:30 a.m. Eastern Standard Time) on Wednesday, May 27, 2020**.

Alternatively, if you have received a printed form of proxy and prefer to return it by post, you are advised to complete and return the form of proxy in accordance with the instructions printed on it and so as to arrive at the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England as soon as possible but in any event by no later than **11:30 a.m. London time (6:30 a.m. Eastern Standard Time) on Wednesday, May 27, 2020**. CREST members may appoint a proxy by using the CREST electronic proxy appointment service.

In order for your form of proxy to remain valid, you must continue to be registered as a holder of ordinary shares in the Company's register of members as of 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on Wednesday, May 27, 2020.

Therefore, if you sell or transfer your ordinary shares in the Company on or prior to May 27, 2020, your form of proxy can no longer be used and if submitted (whether before or after you sell or transfer your ordinary shares) will be treated as invalid. Please pass this document to the person who arranged the sale or transfer for delivery to the purchaser or transferee. The purchaser or transferee should contact Margaret Henry, Company Secretary, to request a new form of proxy for its use.

Should you elect to convert your holding of ordinary shares in the capital of the Company into an interest in the capital of the Company represented by ADSs before the AGM, you will cease to be a holder of ordinary shares in your own name and will not be entitled to vote at the AGM as an ordinary shareholder. You will also not be able to use the form of proxy that has been sent to you. However, you may be able to exercise your vote as a holder of an interest in the capital of the Company represented by American Depositary Shares—please refer to the next section—"Holders of American Depositary Shares".

Holders of American Depositary Shares

In order to exercise your vote as a holder of an interest in the capital of the Company represented by ADSs, you or your bank, broker or nominee must be registered as a holder of ADSs in the ADS register **by 5:00 p.m. Eastern Standard Time on Wednesday, April 22, 2020 (the record date for ADS holders)**.

If you hold ADSs through a bank, broker or nominee on April 22, 2020, the AGM documentation, including the ADS proxy card, will be sent to your broker who should forward the materials to you. Please reach out to your broker to provide your voting instructions.

Please note that ADS proxy cards submitted by ADS holders must be received by Citibank, N.A. **no later than 10:00 a.m. Eastern Standard Time on Tuesday, May 26, 2020**.

Contact for ADS holders

If you have queries about how you can deliver voting instructions, please contact Citibank, N.A.—ADR Shareholder Services at tel: +1-877-248-4237 (toll free within the United States) or +1-781-575-4555 (for international callers) or by email: citibank@shareholders-online.com or at Citibank Shareholder Services, P.O. Box 43077, Providence, RI 02940-3077.

Contact at Adaptimmune

If at any point you require guidance, please contact Margaret Henry, Company Secretary, on email: margaret.henry@adaptimmune.com or cell: +44 (0)7710 304249.

Recommendation

You will find an explanatory note in relation to each of the Resolutions in the attached proxy statement. Your Directors consider that each Resolution is in the best interests of the Company and its shareholders as a whole and is likely to promote the success of the Company. Accordingly, your Directors unanimously recommend that you vote in favor of the Resolutions as each of the Directors with personal holdings of shares in the Company intends to do in respect of their own beneficial holdings of shares.

Thank you for your ongoing support of Adaptimmune.

Yours sincerely,



David M. Mott
Chairman, Adaptimmune Therapeutics plc