

March 15, 2019

Dear Shareholder:

## **2019 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 March 13, 2019 (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 **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Thursday, May 2, 2019 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**”).

### **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 and are planning to attend the AGM in person (or by way of corporate representative) it would be helpful if you could inform Margaret Henry, Company Secretary, by email: [margaret.henry@adaptimmune.com](mailto:margaret.henry@adaptimmune.com), tel: +44 (0)1235 430036 or mobile: +44 (0)7710 304249.

If you are unable to attend the AGM, you can still vote on the Resolutions by appointing a proxy. A form of proxy for use at the AGM is enclosed. 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 **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Tuesday, April 30, 2019**.

You may also submit your proxy vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (see instructions on form of proxy) to arrive by no later than **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Tuesday, April 30, 2019**. The return of a form of proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the AGM if you so wish.

In order to attend and vote at the AGM as an ordinary shareholder, 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 Tuesday, April 30, 2019.

Therefore, if you sell or transfer your ordinary shares in the Company on or prior to April 30, 2019, 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 attend and vote at the AGM as an ordinary shareholder. You will also not be able to use the enclosed form of proxy. 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—“*Holder of American Depositary Shares*”.

### **Holder 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 Friday, March 15, 2019 (the record date for ADS holders)**.

If you hold ADSs through a bank, broker or nominee on March 15, 2019, 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 Thursday, April 25, 2019**.

### **Contacts 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](mailto:citibank@shareholders-online.com) or at Citibank Shareholder Services, P.O. Box 43077, Providence, RI 02940-3077.

If at any point you require guidance, please contact Margaret Henry, Company Secretary, on email: [margaret.henry@adaptimmune.com](mailto:margaret.henry@adaptimmune.com), tel: +44(0)1235 430036 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 favour 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*

