

ADAPTIMMUNE THERAPEUTICS PLC (the "Company")

TERMS OF REFERENCE FOR RESEARCH AND DEVELOPMENT COMMITTEE (the "R&D Committee")

The R&D Committee was established as a committee of the board with effect from 1 January 2024.

The following terms of reference were proposed and adopted by a resolution of the board on 14 December 2023 and are effective from 1 January 2024.

1. CONSTITUTION AND PURPOSE

1.1 Constitution

This committee of the board known as the R&D Committee is established pursuant to Article 27.3 of the Articles of Association of the Company adopted by special resolution passed on 27 April 2015 and effective as of 6 May 2015. In these terms of reference, the "**Group**" means the Company and its subsidiary undertakings from time to time.

1.2 Purpose

The purpose of the committee is to assist the board in fulfilling its oversight responsibilities with respect to the Company's research and development ("**R&D**") strategy; the Company's pipeline; and other clinical, scientific and R&D matters.

In order to fulfil these functions, the committee members shall, within the scope of their duties, have unrestricted access to Company personnel and documents, and shall have authority to direct and supervise an investigation into any matter relating to the Company's clinical, scientific or other R&D activities, or anything else within its scope of responsibility.

2. MEMBERSHIP

2.1 Appointment of committee

The committee shall comprise at least three members.

All members of the committee shall be independent non-executive directors that is, independent of management and free from any business or other relationship which could materially interfere with the exercise of their business judgement. Each member shall satisfy the independence requirements of the NASDAQ Stock Market LLC ("**Nasdaq**"), unless the Company wishes to avail itself of any applicable exemption allowed under such rules and regulations.

2.2 Other attendees

Only members of the committee have the right to attend committee meetings. However, other individuals, such as the chief executive officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and/or necessary.

2.3 **Term of appointments**

Appointments to the committee are made by the board and shall be for a period of up to three years, extendable by additional three-year periods, so long as members continue to be independent.

2.4 **Committee chairman**

The board shall appoint the committee chairman, and may also appoint a deputy chairman. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board.

2.5 **Appointment of alternate members**

If a regular member is unable to act due to absence, illness or any other cause, the committee chairman may, if there are any other independent non-executive directors, appoint another independent non-executive director to serve as an alternate member.

3. **SECRETARY**

The company secretary or his or her nominee shall act as the secretary of the committee.

4. **QUORUM**

The quorum necessary for the transaction of business shall be two members.

5. **FREQUENCY OF MEETINGS AND NOTICE**

5.1 **Number of meetings**

The committee shall meet at least twice a year and otherwise as required.

5.2 **Calling of meetings**

Meetings of the committee shall be called by the committee secretary at the request of the committee chairman. Additionally, any other member of the committee, any director or the external auditors may ask the committee secretary to convene a meeting if they consider that such a meeting is necessary or appropriate.

Meetings may be in person or by conference call or other similar communications equipment by means of which all persons participating in the meeting can hear each other. The committee may also act by unanimous written consent.

5.3 **Notice of meetings**

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, (together with an agenda of items to be discussed and supporting papers, as appropriate), shall be forwarded to each member of the committee and any other person required to attend, as well as to all other non-executive directors for their information, no fewer than two working days before the date of the meeting.

6. MINUTES OF MEETINGS

6.1 Preparation of minutes

The committee secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.

6.2 Circulation of minutes

The committee secretary shall promptly circulate draft minutes of committee meetings to all committee members. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the committee chairman it would be inappropriate to do so.

7. DUTIES

7.1 Duties of the committee

The committee should carry out its duties for the Company, major subsidiary undertakings and the Group as a whole, as appropriate. The following processes of the committee are designed to assist it in carrying out its oversight responsibilities. These processes are set forth as a guide with the understanding that the committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

7.2 Specific duties

The primary duty and responsibility of the Committee is to assist the board by reviewing information within the areas of oversight as described in paragraph 1.2 above (*Purpose*), and, where applicable, to present recommendations to the board for its review or approval.

Topics may include:

- review of the Company's R&D strategy and programmes and the Company's progress in achieving R&D goals and objectives;
- review of the Company's position and strategies in relation to emerging scientific trends and activities critical to the success of R&D;
- review of the Company's preclinical and clinical data, programmes, pipeline and the progress thereof; and
- review of the quality, direction and competitiveness of the Company's R&D programmes.

8. REPORTING RESPONSIBILITIES

8.1 The committee chairman shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 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. OTHER MATTERS

The committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- (b) give due consideration to laws and regulations, Nasdaq and SEC rules, and any other applicable rules, as appropriate; and
- (c) 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.

10. AUTHORITY

The committee is authorised by the board to:

- (a) obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- (b) seek any information it requires from any employee of the Company or the Group in order to perform its duties; and
- (c) request the attendance of any employee of the Company or the Group at a meeting of the committee as and when required.

Adopted by resolution of the Board of Directors of Adaptimmune Therapeutics plc at a meeting held on 14 December 2023.

Committee membership effective from 1 January 2024:

Chairman

Kristen Hege, non-executive director

Other members

Andrew Allen, non-executive director

Ali Behbahani, non-executive director

Priti Hegde, non-executive director