



MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

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 20, 2023

Dear Adaptimmune Therapeutics plc Shareholder:

This letter, the notice of the general meeting (the “**Adaptimmune general meeting**”) set out in this document (the “**Notice**”) and associated materials for the Adaptimmune general meeting are being sent or supplied to you because, as of April 18, 2023, you are registered as a holder of ordinary shares in the register of members of Adaptimmune Therapeutics plc (“**Adaptimmune**”). However, this letter, the Notice and associated materials will also be available to holders of Adaptimmune American Depositary Shares (“**Adaptimmune ADSs**”) and contain information relevant to holders of Adaptimmune ADSs.

As previously announced, on March 5, 2023, Adaptimmune entered into an Agreement and Plan of Merger, as it may be amended from time to time (the “**merger agreement**”), with TCR² Therapeutics Inc. (“**TCR²**”), and CM Merger Sub, Inc., a Delaware corporation (“**Merger Sub**”), pursuant to which Merger Sub will be merged with and into TCR² (the “**merger**”), with TCR² surviving the merger as a wholly-owned direct subsidiary of CM Intermediate Sub II, Inc., a Delaware corporation and wholly-owned subsidiary of Adaptimmune (“**CM Intermediate**”).

If the merger is completed, each issued and outstanding share of TCR² common stock, par value \$0.0001 per share (“**TCR² Common Stock**”) (other than shares of TCR² Common Stock held by TCR² as treasury stock, or shares of TCR² Common Stock owned by Adaptimmune, Merger Sub or any direct or indirect wholly-owned subsidiaries of Adaptimmune), including shares of TCR² Common Stock underlying TCR² restricted stock units that immediately vest upon a change of control of TCR², will be converted into the right to receive 1.5117 (the “**Exchange Ratio**”) Adaptimmune ADSs.

In connection with the merger, each option to acquire shares of TCR² Common Stock granted under a TCR² equity plan or otherwise set forth in the merger agreement that is outstanding and unexercised, whether or not vested, will be assumed and substituted for an award of options to purchase a number of ordinary shares of Adaptimmune, par value £0.001 per share (the “**Adaptimmune ordinary shares**”) or Adaptimmune ADSs based on a calculation equal to the product of (i) the total number of shares of TCR² Common Stock subject to such TCR² option immediately prior to the effective time of the merger (the “**Effective Time**”) multiplied by (ii) six times the Exchange Ratio (the “**Ordinary Share Exchange Ratio**”), in the case of Adaptimmune ordinary shares or the Exchange Ratio, in the case of Adaptimmune ADSs, as applicable, with any fractional Adaptimmune ordinary shares or Adaptimmune ADSs rounded down to the nearest whole ordinary share or ADS, as applicable. Each award of restricted stock units with respect to shares of TCR² Common Stock (“**TCR² restricted stock units**”) granted under a TCR² equity plan or otherwise set forth in the merger agreement (other than restricted stock units that immediately vest upon a change of control of TCR²) will be assumed and substituted for an award of a restricted stock unit-style option to purchase a number of Adaptimmune ordinary shares or Adaptimmune ADSs based on a calculation equal to the product of (i) the total number of shares of TCR² Common Stock subject to such TCR² restricted stock unit multiplied by (ii) the Ordinary Share Exchange Ratio or the Exchange Ratio, as applicable, with any fractional shares rounded down to the nearest whole Adaptimmune ordinary share or Adaptimmune ADS, as applicable.

Adaptimmune ADSs are listed on the Nasdaq Global Select Market (“**Nasdaq**”) under the symbol “ADAP.” Shares of TCR² Common Stock are listed on Nasdaq under the symbol “TCRR.”

The merger is conditioned upon, among other things, the affirmative vote of a majority of the votes cast by shareholders of issued Adaptimmune ordinary shares in favor of (a) authorizing the Adaptimmune Board of Directors (the “**Adaptimmune Board**”) (or a duly authorized committee thereof) to allot all Adaptimmune ordinary shares to be issued in connection with the merger (to be represented by Adaptimmune ADSs) and (b) approving the issuance of Adaptimmune ordinary shares to be represented by Adaptimmune ADSs in connection with the merger at the Adaptimmune general meeting to be held on May 30, 2023.

I am pleased to confirm that the Adaptimmune general meeting will take place at **12:30 p.m. London time (7:30 a.m. Eastern Time) on Tuesday May 30, 2023 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 Adaptimmune general meeting (the “**Resolutions**”).

Action to be taken by holders of Adaptimmune ordinary shares

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

If you are a holder of Adaptimmune ordinary shares and are planning to attend the Adaptimmune general meeting in person (or by way of corporate representative) it would be helpful if you could inform Morrow Sodali, Adaptimmune’s proxy solicitor, by calling toll-free at 1 (800) 662-5200. Banks, brokerage firms and other nominees may call collect at 1 (203) 658-9400.

If you are unable to attend the Adaptimmune general meeting, you can still vote on the Resolutions by appointing a proxy. A form of proxy for use at the Adaptimmune general meeting is enclosed or is being sent to you by email if you have opted to receive information by email. 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 **12:30 p.m. London time (7:30 a.m. Eastern Time) on Friday, May 26, 2023**.

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 Adaptimmune’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 **12:30 p.m. London time (7:30 a.m. Eastern Time) on Friday, May 26, 2023**. CREST members may appoint a proxy by using the CREST electronic proxy appointment service. The return of a form of proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the Adaptimmune general meeting if you so wish.

In order to attend and vote at the Adaptimmune general meeting as a holder of Adaptimmune ordinary shares or for your form of proxy to remain valid, you must continue to be registered as a holder of Adaptimmune ordinary shares in Adaptimmune’s register of members as of 6:30 p.m. London time (1:30 p.m. Eastern Time) on May 26, 2023.

Therefore, if you sell or transfer your Adaptimmune ordinary shares on or prior to May 26, 2023, your form of proxy can no longer be used and if submitted (whether before or after you sell or transfer your Adaptimmune 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 Morrow Sodali, Adaptimmune’s proxy solicitor, to request a new form of proxy for its use.

Should you elect to convert your holding of ordinary shares in the capital of Adaptimmune into an interest in the capital of Adaptimmune represented by ADSs before the Adaptimmune general meeting, you will cease to be a holder of Adaptimmune ordinary shares in your own name and will not be entitled to vote at the Adaptimmune general meeting as a holder of Adaptimmune ordinary shares. 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 Adaptimmune ADSs representing Adaptimmune ordinary shares — please refer to the next section — “*Holders of Adaptimmune ADSs*”.

Holders of Adaptimmune ADSs

In order to exercise your vote as a holder of Adaptimmune ADSs, you or your bank, broker or nominee must be registered as a holder of Adaptimmune ADSs in the Adaptimmune ADS register **by 5:00 p.m. Eastern Time on Tuesday, April 18, 2023 (the record date for holders of Adaptimmune ADSs)**.

If you hold Adaptimmune ADSs through a bank, broker or nominee on April 18, 2023, the materials for holders of Adaptimmune ADSs, which include the notice of the Adaptimmune general meeting from Citibank, N.A. as depositary bank (the “**depositary bank**”), the Adaptimmune general meeting documentation, and the Adaptimmune ADS proxy card, will be sent to your bank, broker or nominee who should forward the materials to you. Please reach out to your bank, broker or nominee to provide your voting instructions.

Please note that Adaptimmune ADS proxy cards submitted by holders of Adaptimmune ADSs must be received

by the depositary bank **by no later than 10:00 a.m. Eastern Time on Wednesday, May 24, 2023.**

Contact for Holders of Adaptimmune ADSs

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 43099, Providence, RI 02940-5000.

Contact at Adaptimmune

If at any point you have any queries, please contact Morrow Sodali, Adaptimmune's proxy solicitor, by calling toll free at 1 (800) 662-5200.

Your vote is very important, regardless of the number of shares of Adaptimmune ordinary shares or Adaptimmune ADSs you own. Whether or not you expect to attend the Adaptimmune general meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the Adaptimmune general meeting.

THE ADAPT IMMUNE BOARD HAS (I) UNANIMOUSLY DETERMINED THAT THE TERMS OF THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT ARE MOST LIKELY TO PROMOTE THE SUCCESS OF ADAPT IMMUNE FOR THE BENEFIT OF ADAPT IMMUNE SHAREHOLDERS AS A WHOLE; (II) UNANIMOUSLY APPROVED, ADOPTED AND DECLARED ADVISABLE THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, INCLUDING THE MERGER; (III) UNANIMOUSLY RESOLVED TO RECOMMEND THAT ADAPT IMMUNE SHAREHOLDERS APPROVE (A) AUTHORIZATION OF THE ADAPT IMMUNE BOARD TO ALLOT ALL ADAPT IMMUNE ORDINARY SHARES TO BE ISSUED IN CONNECTION WITH THE MERGER AND (B) ISSUANCE OF ADAPT IMMUNE ORDINARY SHARES (AND, ACCORDINGLY ADAPT IMMUNE ADSs); AND (IV) UNANIMOUSLY DETERMINED THAT SUCH PROPOSALS BE SUBMITTED TO ADAPT IMMUNE SHAREHOLDERS FOR APPROVAL AT A MEETING OF ADAPT IMMUNE SHAREHOLDERS DULY CALLED AND HELD FOR SUCH PURPOSES. THE ADAPT IMMUNE BOARD MADE ITS DETERMINATION AFTER CONSIDERING A NUMBER OF REASONS MORE FULLY DESCRIBED IN THIS JOINT PROXY STATEMENT/ PROSPECTUS.

THE ADAPT IMMUNE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE AUTHORIZATION OF THE ADAPT IMMUNE BOARD (OR A DULY AUTHORIZED COMMITTEE THEREOF) TO ALLOT ALL ADAPT IMMUNE ORDINARY SHARES TO BE ISSUED IN CONNECTION WITH THE MERGER (TO BE REPRESENTED BY ADAPT IMMUNE ADSs) AND "FOR" THE APPROVAL OF THE ISSUANCE OF ADAPT IMMUNE ORDINARY SHARES (AND ACCORDINGLY, ADAPT IMMUNE ADSs) TO BE ISSUED IN CONNECTION WITH THE MERGER.

For a discussion of risk factors that you should consider in evaluating the transaction, see the section of this joint proxy statement/prospectus titled, "*Risk Factors*" beginning on page 29 of this joint proxy statement/prospectus.

We urge you to read this joint proxy statement/prospectus carefully and in its entirety.

Sincerely,



David M. Mott
Chairman of the Board
Adaptimmune Therapeutics plc

Neither the Securities and Exchange Commission nor any state or provincial securities commission or regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated April 20, 2023 and is first being mailed to Adaptimmune shareholders on or about April 21, 2023.



Adaptimmune Therapeutics PLC

**60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX,
United Kingdom**

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, MAY 30, 2023**

NOTICE is hereby given that a general meeting of shareholders of Adaptimmune Therapeutics plc (“**Adaptimmune**”), a public limited company incorporated under the laws of England and Wales, will be held at 12:30 p.m. London time (7:30 a.m. Eastern Time) on Tuesday May 30, 2023, at Adaptimmune’s corporate headquarters, located at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX, (the “**Adaptimmune general meeting**”), for the following purposes:

Ordinary resolutions

1. *Allotment Proposal.* Without prejudice to all existing authorities (which will remain in full force and effect), to authorize Adaptimmune’s directors generally and unconditionally, for the purposes of section 551 of the U.K. Companies Act 2006 (the “**Companies Act 2006**”), to allot ordinary shares in Adaptimmune, and grant rights to subscribe for or to convert any security into ordinary shares in Adaptimmune, up to a maximum aggregate nominal amount of £380,600.712 in connection with the transactions contemplated by the Agreement and Plan of Merger, dated as of March 5, 2023, as amended, by and among Adaptimmune, TCR2 Therapeutics Inc. (“**TCR2**”) and CM Merger Sub, Inc. (the “**merger**”) for a period expiring (unless previously renewed, varied or revoked by resolution of Adaptimmune) at the conclusion of Adaptimmune’s annual general meeting in 2024, provided that Adaptimmune may make offers or agreements before this authority expires which would or might require ordinary shares in Adaptimmune to be allotted, or rights to subscribe for or convert any security into ordinary shares in Adaptimmune to be granted, after this authority has expired and the directors of Adaptimmune may allot ordinary shares in Adaptimmune and grant rights in pursuance of those offers or agreements as if this authority had not expired (the “**Allotment Proposal**”); and
2. *Share Issuance Proposal.* Subject to and conditional upon the passing of the Allotment Proposal, to approve the issuance of ordinary shares of Adaptimmune, par value £0.001 per share (the “**Adaptimmune ordinary shares**”) to be represented by Adaptimmune American Depositary Shares (“**Adaptimmune ADSs**”) in connection with the merger for purposes of applicable Nasdaq rules (the “**Share Issuance Proposal**”).

Proposals 1 and 2 will be proposed as ordinary resolutions and under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The results of any polls taken on the resolutions at the Adaptimmune general meeting and any other information required by the Companies Act 2006 will be made available on the Adaptimmune website (<https://www.adaptimmune.com>) as soon as reasonably practicable following the Adaptimmune general meeting and for the required period thereafter.

BY ORDER OF THE BOARD

Registered Office

60 Jubilee Avenue, Milton Park,
Abingdon,
Oxfordshire OX14 4RX, United Kingdom
Registered in England and Wales
No 09338148

A handwritten signature in blue ink that reads "M. Henry".

Margaret Henry
Company Secretary
April 20, 2023

Notes

- (a) Only those members registered in the register of members of Adaptimmune at 6:30 p.m. London time (1:30 p.m. Eastern Time) on May 26, 2023 will be entitled to attend and vote at the Adaptimmune general meeting in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the Adaptimmune general meeting. Should the Adaptimmune general meeting be adjourned to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Adaptimmune general meeting. Should the Adaptimmune general meeting be adjourned for a longer period, then to be so entitled, members must be entered on the register at the time which is 48 hours before the time fixed for the adjourned Adaptimmune general meeting or, if Adaptimmune gives notice of the adjourned Adaptimmune general meeting, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the Adaptimmune general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member but must attend the meeting in person. Proxy forms should be lodged with Adaptimmune's Registrar (Computershare) not later than 12:30 p.m. London time (7:30 a.m. Eastern Time) on May 26, 2023. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached joint proxy statement/prospectus explains proxy voting and the matters to be voted on in more detail. Please read the joint proxy statement/prospectus carefully. For specific information regarding the voting of your Adaptimmune ordinary shares, please refer to this joint proxy statement/prospectus under the section entitled "Questions and Answers About the Merger".
- (c) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (d) In the case of joint holders, the vote of the senior who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Adaptimmune's relevant register or members for the certificated or uncertificated shares of Adaptimmune (as the case may be) in respect of the joint holding.
- (e) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Adaptimmune general meeting and any adjournments of it by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for those instructions as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by Adaptimmune's agent 3RA50 by 12:30 p.m. London time (7:30 a.m. Eastern Time) on May 26, 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Adaptimmune's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed voting service providers, to procure that its CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Adaptimmune may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (f) As of April 18, 2023 (being the last practicable date before circulation of this Notice), Adaptimmune's issued ordinary share capital consisted of 994,213,968 Adaptimmune ordinary shares, carrying one vote each. Therefore, the total voting rights in Adaptimmune as of that date are 994,213,968.
- (g) Except as set out in the notes to this Notice, any communication with Adaptimmune in relation to the Adaptimmune general meeting, including in relation to proxies, should be sent to Adaptimmune's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with Adaptimmune for any purpose other than those expressly stated.