ADAPTIMMUNE THERAPEUTICS PLC (the "Company")

TERMS OF REFERENCE FOR AUDIT COMMITTEE

The Audit Committee was established as a Board Committee on 12 February 2015.

The following updated and revised terms of reference (which in the USA is known as the "charter") were proposed and adopted by a resolution of the Board on 21 July 2016.

1. CONSTITUTION AND PURPOSE

1.1 Constitution

This committee of the board known as the Audit Committee was established under regulation 72 of Table A, as then applicable to the Company, and the continuance of the Audit Committee is 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 oversee the Company's accounting and financial reporting processes and the audit of the Company's consolidated financial statements. The committee also assists the board in fulfilling its oversight responsibilities with respect to the Company's compliance with accounting, regulatory and related legal requirements.

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 matters within the scope of the committee's duties. In performing its responsibilities hereunder, the committee may consider information provided by the Company's management, external auditors and internal auditors, as appropriate.

While the committee has the responsibilities and powers set forth in these terms of reference, it is not the duty of the committee to plan or conduct audits, to determine that the Company's consolidated financial statements are complete and accurate and in accordance with generally accepted accounting principles, or to be responsible for the effective operation of the Company's system of internal controls. Nor is it the duty of the committee to conduct investigations, to resolve disagreements (if any) between management and the Company's external auditors, or to assure compliance with laws and regulations and the Company's policies and procedures.

Consistent with the board's and committee's oversight roles, the committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The committee should encourage open communication among the external auditors, internal auditors (where applicable), financial and senior management, and the board.

The committee shall engage in such activities as are necessary or appropriate (many of which are outlined in these terms of reference) in order for it to render an annual report of the committee that meets the requirements of the rules of the Securities and Exchange Commission (the **"SEC"**), including the actions and disclosure required by Regulation

S-K, Item 407(d)(3) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") regarding inclusion of the audited financial statements in the Company's Annual Reports on Form 10-K.

2. MEMBERSHIP

2.1 Appointment of committee

The committee shall comprise at least three members. Members of the committee shall be appointed by the board, on the recommendation of the Corporate Governance and Nominating Committee in consultation with the chairman of the audit committee.

2.2 Independence

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 independent judgement. Each member shall satisfy the independence requirements of The NASDAQ Stock Market LLC ("**Nasdaq**") and Rule 10A-3 of the Exchange Act, unless the Company wishes to avail itself of any applicable exemption allowed under such rules and regulations.

In addition, each member of the committee:

(a) must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and

(b) must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

At least one member shall qualify as an "audit committee financial expert" as defined in Item 407(d) (5)(ii) of Regulation S-K under the Securities Act. The chairman of the board shall not be a member of the committee.

The committee shall meet with the external auditor without management being present from time to time, as contemplated in paragraph 9.7.

2.3 Other attendees

Only members of the committee have the right to attend committee meetings. However, the external auditor, the internal auditor (where applicable), the chief executive officer and the chief financial officer will be invited to attend meetings of the committee on a regular basis, and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.

2.4 Term of appointments

Appointments to the committee shall be for a period of up to three years, extendable by no more than two additional three-year periods, so long as members continue to be independent at the time of extension of the appointment.

2.5 **Committee chairman**

The board shall appoint the committee chairman, and may also appoint a deputy chairman, on the recommendation of the Corporate Governance and Nominating Committee, which will also determine his or her period of office. 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.

2.6 **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 other appropriately qualified 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 and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. **QUORUM**

The quorum necessary for the transaction of business shall be two members. As the Securities Act of 1933 requires that at least one member of the committee qualifies as an **"audit committee financial expert"**, the quorum should include that member, whenever possible.

If less than a quorum is available for a given meeting, the board may, in its discretion, delegate the responsibilities of the committee to the available members of the committee and/or any substitute members who meet the qualifications for membership for the purposes of such meeting, including the delegation of its authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions made under such authority shall be presented to the full committee at its next meeting.

5. **FREQUENCY OF MEETINGS**

5.1 **Number of meetings**

The committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.

5.2 **Other formal dialogue**

Outside of the formal meeting programme, the committee chairman will maintain a dialogue with key individuals involved in the Company's governance, including the board chairman, the chief executive officer, the chief financial officer, the chief compliance officer, the external audit lead partner and any head of internal audit, where applicable.

6. NOTICE OF MEETINGS

6.1 Calling of meetings

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman. Additionally, any other member of the committee, any director, the chief financial officer, the external audit lead partner or the head of internal audit (if applicable) may ask the committee secretary to convene a meeting if they consider that such a meeting is necessary or appropriate. Further, the external auditors and the chief financial officer may have access to the committee chairman or any other member of the committee as required in relation to any matter falling within the remit of the committee.

Meetings will be arranged to tie in with the publication of the Company's financial statements, and prior to a board meeting where accounts or financial statements are to be approved.

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.

6.2 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, shall be forwarded to each member of the committee, any other person required to attend, as well as to all other non-executive directors for their information, no later than two working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

7. MINUTES OF MEETINGS

7.1 Preparation of minutes

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

7.2 Circulation of minutes

The committee secretary shall promptly circulate draft minutes of committee meetings to all members of the committee. 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).

8. ANNUAL GENERAL MEETING

The committee chairman should attend the annual general meeting to answer shareholder questions on the committee's activities and their responsibilities.

9. DUTIES

9.1 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.

9.2 Financial reporting

(a) The committee shall monitor the integrity of the consolidated financial statements of the Company (including its annual, half-yearly and quarterly reports, interim management statements (if produced), and any other formal announcement relating to its financial performance), reviewing significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditors.

(b) In particular, the committee shall review the Company's consolidated financial statements (including its quarterly reports and interim management statements), annual accounts and accompanying reports to shareholders, earnings releases and any other announcement regarding the Company's results to be made public, other financial information or financial risk management to be made public, with particular reference to its oversight of the following:

(i) the consistency of, and any significant changes to, critical accounting policies and practices, including on a year on year basis

(ii) the methods used to account for significant or unusual transactions, including where different approaches are possible;

(iii) whether the Company has followed appropriate accounting standards and made reasonable estimates and judgements;

(iv) the clarity and reasonableness of disclosure in the Company's financial reports and the context in which statements are made;

(v) all material information presented with the financial statements, such as the business review and the corporate governance statements relating to the audit and to financial risk management;

(vi) major judgemental decisions or areas;

(vii) significant adjustments resulting from the audit;

(viii) the going concern assumption; and

(ix) compliance with the Nasdaq listing rules, SEC requirements, legal requirements, and applicable codes of corporate governance practices.

(c) Where the committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the board.

9.3 **Narrative reporting**

(a) The committee shall review the disclosure required by Regulation S-K, Item 407(d)(3) under the Exchange Act regarding inclusion of the audited financial statements in the Company's Annual Reports on Form 10-K.

(b) Where requested by the board, the committee should review the content of the annual report and accounts and advise the board on whether, taken as a whole, it is fair, balanced and understandable and reasonably provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

9.4 **Internal controls and risk management systems**

The committee shall:

(a) review with the external auditors, management and the internal auditors (if any), the adequacy and effectiveness of the Company's internal controls including in accordance with the requirements of the Sarbanes-Oxley Act of 2002 (the **"Sarbanes-Oxley Act"**), where applicable;

(b) review disclosures about any significant deficiencies or material weaknesses in the design or operation of the Company's system of internal controls and any fraud involving management or employees playing a significant role in the Company's system of internal controls including, to the extent applicable, any disclosures made by the Company's chief executive officer and chief financial officer during their certification process for the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q;

(c) review, to the extent applicable, the Company's internal controls report and the independent auditors' internal controls report prior to the filing of any reports, including without limitation, the Annual Report on Form 10-K required to be filed by the Company with the SEC;

(d) review and approve the statements to be included in the annual report concerning internal controls and financial risk management; and

(e) establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

9.5 **Compliance, whistleblowing and fraud**

The committee shall:

(a) review the adequacy and security of the Company's arrangements for its employees and consultants to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;

(b) review the Company's procedures for detecting fraud;

(c) review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance;

(d) review and consider the adequacy and effectiveness of the Company's anti-money laundering systems and controls; and

(e) receive and review regular reports from the compliance officer regarding the adequacy and effectiveness of the Company's compliance function.

9.6 **Internal audit**

Where there is an internal audit function, the committee shall:

(a) approve the appointment or termination of appointment of the head of internal audit;

(b) review and approve the charter of the internal audit function and confirm that the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;

(c) confirm that the internal auditor has direct access to the Company chairman and to the committee chairman, and is accountable to the committee;

(d) review and assess the annual internal audit work plan;

(e) receive a report on the results of the internal auditor's work on a periodic basis;

(f) review management's responsiveness to the internal auditor's findings and recommendations;

(g) meet with the head of internal audit at least once a year without management being present to discuss the committee's remit and any issues arising from the carrying out of internal audits; and

(h) review the effectiveness of the Company's internal audit function, in the context of the Company's overall risk management system.

Where there is no internal audit or risk management function, the committee shall periodically consider whether there is a need for one and make a recommendation to the board.

9.7 **External audit**

The committee shall:

(a) consider and make recommendations to the board, to be put to shareholders for approval at the annual general meeting, in relation to the appointment, re-appointment and removal of the Company's external auditor (including resolution of disagreements between management and the Company's external auditors, including regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and to remove the external auditors if circumstances warrant such removal;

(b) consider at least once every ten years whether the audit services contract should be put out to tender to enable the committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of any such tender oversee the selection process;

(c) if an auditor resigns, investigate the issues leading to this and decide whether any action is required;

(d) be directly responsible for the relationship with the external auditor including (but not limited to):

(i) their remuneration, including both fees for audit and non-audit services, seeking to ensure that the level of fees is appropriate to enable an effective and high quality audit to be conducted;

(ii) pre-approval of the terms of engagement, of all audit and permitted non-audit and tax services that may be provided by the external auditor including any engagement letter issued at the start of each audit and the scope of the audit;

(iii) the committee annually may establish ceilings on the level of fees and costs of generally pre-approved services that may be performed without seeking re-approval from the committee (but in any event, at least annually the committee is to receive a summary of such services actually performed);

(iv) the committee may delegate pre-approval authority to the committee chairman or, failing him or her, one or more of its members. The committee chairman or member (or members), as the case may be, to whom such authority is delegated must report, for information only, any pre-approval decisions to the committee at its next regularly scheduled meeting;

(v) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;

(vi) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;

(vii) agreeing with the board a policy on the employment of former employees of the Company's auditor, and overseeing the implementation of this policy;

(viii) overseeing the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partner, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements;

(ix) assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures; and

(x) seeking to ensure appropriate co-ordination with the activities of the internal audit function;

(e) meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage), and at least once a year meet with the external auditor without management being present to discuss the auditor's remit and any issues arising from the audit;

(f) review and approve the annual audit plan and confirm that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; and

(g) review the findings of the audit with the external auditor. This shall include but not be limited to, the following:

(i) a discussion of any major issues or recommendations which arose during the audit and any matter the external auditors want to discuss (in the absence of management where necessary);

(ii) key accounting, audit and disclosure judgements, including critical accounting policies and significant changes thereto;

(iii) material alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors;

(iv) levels of errors identified during the audit; and

(v) the effectiveness of the audit process,

provided that, such review shall include the matters required to be discussed by Statement on Auditing Standards No. 61 (Codification of Statements on Accounting Standards, AU § 380, as amended, as adopted by the Public Company Accounting Oversight Board) relating to the conduct of the audit, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, management's response to the difficulties or problems, and any significant disagreements with management;

(h) to obtain and review, at least annually, a formal written statement of the external auditors, which statement shall:

(i) describe the external auditors' internal quality-control procedures;

(ii) address any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities/regulators during

the preceding five years with respect to independent audits carried out by the external auditors and remediation steps taken to deal with such matters; and

(iii) delineate all relationships between the external auditors and the Company;

(i) review any representation letter(s) requested by the external auditor before they are signed by management;

(j) review material written communications between external auditors and management, including, but not limited to, any management letter, schedule of unadjusted differences and management's response to the auditor's findings and recommendations; and

(k) develop and implement policy on the supply of non-audit services by the external auditor, being mindful of the potential threat to auditor objectivity and independence, and taking into account any relevant ethical guidance on the matter.

10. REPORTING RESPONSIBILITIES

10.1 Reporting to the board

The committee chairman shall report to the board on the committee's proceedings with regard to those matters which, in his judgement, warrant the attention of the board. Depending on the reporting date, this report may include:

(a) material issues that the committee considered in relation to the financial statements (required under paragraph 9.2(a)) and how these were addressed;

(b) the committee's assessment of the effectiveness of the external audit process (required under paragraph 9.7(d)(ix)) and its recommendation on the appointment or reappointment of the external auditor; and

(c) any other matters, including issues on which the board has requested the committee's opinion.

10.2 Making recommendations to the board

The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 Produce a report on committee activities

If required by applicable laws and regulations, the committee shall produce a report on its activities to be included in the Company's annual report. The report should include an explanation of how the committee has addressed the effectiveness of the external audit process; the significant issues that the committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditor.

10.4 **Relevant factors for reports**

In compiling the reports referred to in paragraph 10.1 and 10.3, the committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the board's assessment of whether the Company is a going concern. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

11. 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) be provided with appropriate and timely training, as may be deemed necessary by the committee, both in the form of an induction programme for new members and on an on-going basis for all members;

(c) give due consideration to laws and regulations, applicable U.S. Securities and Exchange Commission rules, the rules of Nasdaq and any other stock exchange on which the Company's securities are traded and any other applicable rules, as appropriate;

(d) receive reports from the external auditors and internal auditors (where applicable), including with respect to the coordination of their audit efforts;

(e) oversee any investigation of activities which are within its terms of reference, ensure that its terms of reference are available on the Company's website and include an explanation of its role and the authority delegated to it by the board;

(f) work and liaise as deemed necessary with other board committees;

(g) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to help to ensure it is operating effectively and recommend to the board any changes it considers necessary;

(h) maintain oversight over related party transactions to help to ensure that they are appropriately disclosed, and make recommendations to the board regarding authorisation, but without prejudice to the provisions of the Company's Articles of Association and the Companies Act 2006;

(i) consider and report to the board noteworthy questions of possible conflicts of interest involving directors, but without prejudice to the provisions of the Company's Articles of Association and the Companies Act 2006;

(j) while carrying out its duties, the committee's members should have regard to their duties as Directors of the Company, including their duties under the Companies Act 2006;

(k) review and/or make recommendations on the potential implications of legal actions being taken against the Company;

(l) review and/or make recommendations on the adequacy of arrangements for managing conflicts of interest;

(m) work with management to monitor and/or make recommendations on the expenses incurred by the chairman of the Company;

(n) oversee treasury management policies;

(o) review and assess the adequacy of these terms of reference annually and, where appropriate, make recommendations to the board in relation to any appropriate amendments; and

(p) address any other matters relating to its duties referred to the committee by the board.

12. AUTHORITY

The committee is authorised to:

(a) seek any information it requires from any employee of the Company or Group in order to perform its duties;

(b) obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;

(c) call any employee to be questioned at a meeting of the committee as and when required; and

(d) have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the committee and the board.

13. FUNDING

The committee shall have access to adequate funding, as determined by the committee, including for the payment of:

(a) compensation to the external auditors for the purpose of preparing or issuing an audit report or performing permitted non-audit and tax services for the Company;

(b) compensation to any advisers employed by the committee pursuant to Section 12 above *(Authority);* and

(c) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

14. RELIANCE

To the fullest extent permissible under applicable law, each member of the committee is entitled to rely in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the committee by any of the Company's officers, employees, or committees, the external auditors, internal auditors (where applicable), or any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the committee may consider and act upon from time to time, and the members of the committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

Adopted by resolution of the Board of Directors of Adaptimmune Therapeutics plc at a meeting held on 21 July 2016.

Committee membership effective from 1 June 2023:

Chairman

Lawrence M. Alleva, non-executive director

Other members

John Furey, non-executive director

Garry Menzel, non-executive director

Notes:

Each of Mr. Alleva, Mr. Furey and Dr. Menzel is an "independent director" as such term is defined in Rule 10A-3 under the Exchange Act. Our board of directors has determined that each of Mr. Alleva and Dr. Menzel is an "audit committee financial expert" as contemplated by the rules of the SEC implementing Section 407 of the Sarbanes-Oxley Act of 2002.