

# ACTING WITH **INTEGRITY**

It's Who We Are, What We Believe, and How We Behave



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# A message from our Chairman and CEO

As a company dedicated to transforming the lives of people with cancer, ethical performance across our business is critical. Our contract with society requires that we maintain the highest levels of integrity in everything we do.

This happens consistently across the company, not just because of a set of rules or words on a page but because our culture is one that supports honest, ethical, high integrity behaviour. Maintaining this requires thoughtful, purposeful action by everyone aligned to our mission of making patients' lives better.

Adaptimmune's culture is shaped by our words and actions and how we operate on a day to day basis. By acting responsibly and fulfilling our commitments to honest and ethical behavior, acting with integrity, and complying with applicable laws, rules, regulations, and policies we sustain a culture that will enable our continued success.

Our Code of Conduct sets forth the guiding principles for how we operate and ties our Company's values to the way we make decisions. But to be clear – this is not about words on a page. We demonstrate our values in the ways we live out these words in every task we do, every day. We are constantly breaking new ground, exploring new ways of doing things, challenging accepted norms and we do these things both scientifically and operationally. It is inevitable that we all will face situations that challenge us. The Code of Conduct provides guidance when faced with those challenges.

It is our absolute responsibility to uphold our Code—to set a high standard for ourselves and be seen by our peers, customers, patients, other business partners, investors, and communities as a company that always does what is right, without compromise. We encourage you to speak up if you are ever in a situation in which you feel our values are at risk. You should never be afraid to speak up, because doing so solves problems, mitigates risk and makes us a better company. No one will ever suffer retaliation in any form for reporting, in good faith, suspected violations of our Code of Conduct. It is about taking care of ourselves, each other, and our Company.

Our sustained success and strong reputation require each of us to take personal responsibility for living the Code. Together, we can continue to grow as a company and be proud to come to work every day.



**Adrian (Ad) Rawcliffe,**  
Chief Executive Officer



**David Mott,**  
Chairman

# Our core mission and values

At Adaptimmune, our mission is clear:

**To transform the lives of people with cancer by designing and delivering cell therapies**

Every action we take and decision we make must be in service to this ambition as we strive to achieve our vision: **Arming Cells. Against Cancer. For Good.**

**We will get there by working together, united by a set of five principles that define our culture.**

**It's who we are, how we behave, and what we believe...**



**Brave**



**Collaborative**



**Honest**



**Successful**



**Trusting**





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## Introduction to our Code

## What we expect from you

Our Code is designed to provide guidance on the standards of integrity and compliance we expect across our business. Our Code describes the basic rules of conduct that we are all expected to follow. In addition, it provides helpful resources in the event we have a question or concern about proper conduct.

## Who must follow our Code

Our Code applies to each of us at Adaptimmune, regardless of position or level of authority. In addition to employees, the Code applies to consultants, agents, contractors, and other third parties who are authorized to act on our Company's behalf. It does not matter where you work or what you do for Adaptimmune—you have a responsibility to use good judgment and follow our Code.

## Additional obligations for managers

Adaptimmune managers have a special duty to foster a culture of integrity and compliance. Managers should serve as role models for integrity, compliance, respect, diversity, and inclusion in all their interactions. Managers and supervisors should ensure that employees who report to them feel comfortable raising questions and concerns, without fear of retaliation.

## Complying with the Law

Although our Code addresses some of the common challenges that global companies like Adaptimmune face, it cannot address every situation that may arise in our workplace. Laws and regulations are complex and subject to change, and they often vary from country to country. No business opportunity, perceived management pressure, or unwritten understanding ever justifies violating a legal requirement.



## Our commitment to doing what is right

Stay alert to warning signs. If you hear comments like these, take a step back and reevaluate the situation:

- “Don’t worry about it. Who’s going to know?”
- “Our competition does it, so it must be okay.”
- “We need to do whatever it takes.”
- “That’s how they do business here.”
- “We’ve always done it this way and no one has been disciplined.”

If you are ever unsure how to proceed, don’t take the action; instead, step back from the situation and consider these questions:

- Is it legal? Have I checked with the Legal and Compliance teams?
- Is it in line with our core values?
- Does it comply with our Code and other policies and practices?
- Am I involving the right people?
- Why am I doing this? Am I doing it for the right reasons?
- Would it be fair to everyone involved?
- Would I feel okay if I read about my actions in a newspaper?
- Is it consistent with our ethical reputation?

If you hesitate when answering or if you answer “No” to any of these questions, don’t take the action. If you are still in doubt, seek guidance by following the steps set forth in the ‘We Ask Questions and Raise Concerns’ section of our Code. Always take personal responsibility for doing the right thing.

### REMEMBER...

- **If you know it’s wrong... don’t do it**
- **If in doubt... ask**
- **Set an example for others**
- **Don’t ignore what you believe to be illegal or unethical conduct**
- **Looking the other way is not acceptable... speak up**
- **Take responsibility for doing the right thing**





## We ask questions and raise concerns

If in doubt, ask. If concerned, speak up.

Maybe you sense that something is not right. Maybe you saw something or heard about an act that you think might not be in keeping with our values, our Code, our policies, or the law. If so, you have a responsibility to share your concerns by reporting it right away—even if you are not sure that a Code violation has occurred. When you report concerns, you help us handle issues properly, fix problems before they occur, and remedy situations promptly that have already happened.

You can ask a question or raise a concern to:

- Your manager
- Human Resources
- A member of the Compliance Team
- A member of the Legal Team

If you are uncomfortable discussing the matter with any of these resources or the response is inadequate, you can also raise concerns via the Helpline or Web Portal ('Adaptimmune Listens') at the following:

- URL – [adaptimmune.ethicspoint.com](https://adaptimmune.ethicspoint.com)
- Mobile – [adaptimmunemobile.ethicspoint.com](https://adaptimmunemobile.ethicspoint.com)
- UK Phone Number – 0-800-89-0011 followed by (833) 627-1022
- US Phone Number – (833) 627-1022

The Helpline operates globally 24 hours a day, 7 days a week, 365 days a year. To protect your anonymity, these services are administered by an independent third-party company.

## When concerns are raised

Adaptimmune takes all reports of misconduct seriously. If Adaptimmune learns of wrongdoing, it will act swiftly to correct the problem and prevent future occurrences. Adaptimmune makes every effort to ensure that investigations are consistent, comprehensive, confidential to the extent possible, and follow applicable laws. If the investigation reveals that misconduct has occurred, Adaptimmune will respond as it deems appropriate or necessary, consistent with the law. Depending on the circumstances, this may include training and/or disciplinary action, including termination of contract. Individuals may also be subject to civil or criminal prosecution for violating the law.

### To Make a Report

Select the country in which you are located.

- Select -

After you complete your report you will be assigned a unique "report key." Write down your report key and password. Keep them in a safe place. After 5-6 business days, use your key and password to check your report for feedback or questions.

**EthicsPoint is NOT a 911 or Emergency Service:**  
Do not use this site to report events presenting an immediate threat to life or property. Reports submitted through this service will not receive an immediate response. If you require emergency assistance, please contact your local authorities.

## Cooperating with investigations

Everyone has an obligation to cooperate fully and truthfully with any internal or external investigations into allegations of misconduct. Failure to do so can result in discipline up to—and including—termination of employment. You must always provide truthful and accurate information to Adaptimmune personnel conducting an investigation as well as to government regulators and external auditors.

## We do not tolerate retaliation

It is important that you feel comfortable raising your questions and concerns. Adaptimmune will not tolerate any adverse action taken against you for raising a good faith concern or assisting in the investigation of suspected illegal or unethical conduct, even if a reported concern is ultimately unsubstantiated. Anyone found to have taken part in retaliatory acts against someone who has reported genuine concerns in good faith faces serious disciplinary consequences, up to and including termination of contract.

## Consequences of misconduct

Violations of our Code can have serious consequences on our ability to treat patients effectively and in the way we would like. They can also have serious consequences for any individuals involved. Remember, if you witness or suspect misconduct, you have a personal responsibility to speak up as soon as possible.

### SECTION GLOSSARY

**Retaliation:** The act of doing or saying something harmful or hurtful to someone in response to their initial action.



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**We will conduct  
research and  
development  
with integrity**

## Research and development

We are committed to scientific excellence in research to deliver innovative, high-quality therapies that address the unmet medical needs of people with cancer. This requires us to conduct our research and development in compliance with all applicable laws and regulations, ethical guidelines and, if required, good laboratory practices (GLP) and good clinical practices (GCP).

When we conduct research, we ensure patients are treated with dignity and respect, and are protected from unnecessary risk. We ensure that patients participating in research understand the nature and purpose of the research and the associated risks and have consented to take part.

### Transparency

We value transparency in scientific research, and will not attempt to improperly influence the outcome of any research or reports made by clinical investigators or other researchers. We recognize the importance of ensuring that data from clinical trials and in-house studies and related analyses are accurate. We are committed to providing high-quality research whether results are positive or negative, in a timely and accurate fashion.

### Data integrity

We are committed to maintaining the integrity and quality of all our research and clinical data to ensure that our publications, public presentations, and regulatory submissions are founded on data of the highest quality.

Our data is recorded in a manner consistent with ALCOA.

#### We maintain the integrity of our data using five key principles (the ALCOA principles):

- **Attributable:** who recorded the data is known
- **Original:** source or authentic record - not an unauthorized copy.
- **Legible:** can be reliably read, viewed or used.
- **Accurate:** data recorded must be complete, consistent, truthful, and representative of facts.
- **Contemporaneous:** recorded at time of event.

## Animal welfare

Whenever possible, we seek alternatives to animal testing and support the development and adoption of non-animal validated test methods to assess the safety and efficacy of potential new products. When animal testing is needed, we maintain high standards of animal care and welfare consistent with or exceeding those required by law and relevant external oversight bodies.

Significantly, we embrace the principles known as the “3Rs” of animal research first proposed in 1959 by Russell and Burch to describe the use of alternatives in animal research.

These are:

1. Replacement of animal experiments with non-animal experiments such as mathematical models, computer simulations, and in vitro biological systems wherever appropriate; and where animals must be used;
2. Reduction of the numbers of animals used in each study, and of the number of studies involving animals, to the absolute minimum necessary to obtain valid results and achieve our research objectives
3. Refinement of procedures involving animals to minimize the potential for pain and distress

## Safety monitoring and reporting

Adaptimmune monitors and evaluates safety data associated with our investigational therapies in clinical trials. To ensure we meet our worldwide safety reporting requirements, employees must promptly report any adverse events (AEs), or other events associated with any of our products, when they become aware of them. Adverse events include any unfavorable and unintended sign (including an abnormal laboratory finding, for example), symptom, or disease temporally associated with the use of a medicinal product, whether or not considered related to the medicinal product.

## Manufacturing and supply quality

We conduct manufacturing operations in compliance with applicable regulatory requirements, good manufacturing practices (GMP), and our internal rigorous quality standards. We require that suppliers and partners operate in compliance with applicable regulatory requirements.





## SECTION GLOSSARY

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**Good laboratory practices (GLP):** A quality system of management controls for research laboratories and organizations to ensure the uniformity, consistency, reliability, reproducibility, quality, and integrity of products in development for human or animal health.

**Good clinical practices (GCP):** The international ethical, scientific, and practical standard to which all clinical research is conducted. It is important that everyone involved in research is trained or appropriately experienced to perform the specific tasks they are being asked to undertake.

**Good manufacturing practices (GMP):** Good manufacturing practice (GMP) describes the minimum standard that a medicines manufacturer must meet in their production processes and requires that medicines are of consistent high quality, appropriate for their intended use and meet the requirements of the marketing authorization or clinical trial authorization

**Adverse event (AE):** An event, preventable or non-preventable, that caused harm to a patient as a result of medical care.

**ALCOA principles:** Five key principles to maintain the integrity of our data. It means: who recorded the data is known (Attributable); it can be reliably read, viewed, or used (Legible); it was recorded at the time of the event (Contemporaneous); it is the source or authentic record and not an unauthorized copy (Original); and it is accurate.



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**We will interact  
with the healthcare  
community with  
integrity**

## Interacting with patient organizations

Patients, their families, and caregivers are at the core of our mission. Adaptimmune is committed to acting with integrity and honesty to improve patient care and build trust with those we serve and to respect the independence of healthcare providers and patients.

When interacting with patient organizations, Adaptimmune will identify and observe clear ethical boundaries to ensure that all such interactions comply with applicable laws, regulations, and codes of practice.

## Interacting with healthcare professionals

We respect the integrity of the relationship between patients and healthcare providers, and the healthcare decisions they make. There are many laws intended to protect against fraud, waste, and abuse in healthcare. We comply with these laws by not offering things of value, including gifts or entertainment, which may improperly influence the decisions of Healthcare Professionals. When Healthcare Professionals provide services to our Company, we compensate them at fair market value for their work and take all local legal requirements into account. We ensure that the decision to hire the services of Healthcare Professionals, and the amount we pay for those services, is not intended to improperly influence their purchasing decisions.

**Contact the Compliance Team or the Legal Team should you require additional guidance.**



A photograph of two women in a professional setting. On the left, a woman with dark, curly hair is wearing a white blazer and looking down at a document. On the right, an older woman with blonde hair and glasses is wearing a light blue button-down shirt and holding a brown paper coffee cup. She is also looking at the document. The background is bright and out of focus. A large blue circular graphic is overlaid on the bottom left of the image.

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**We  
compete  
fairly in the  
marketplace**



## Anti-corruption

We are truthful and transparent in all of our interactions and do not influence others decisions through improper payments. Corruption harms our customers in many ways, including sometimes causing them to pay more than they should. Preserving trust every day is more important to us than any benefit we might get from doing business improperly. In some parts of the world, paying a bribe to get business may be something that others are doing. We won't. We would rather lose the business than secure it through a bribe, kickback, or other improper benefit.

### Example scenario

*I know someone who works for a foreign government agency. He asked if I would be willing to hire his daughter as an intern for the summer. He implied that offering her the position might help Adaptimmune win contracts in the future with his agency. Would it be okay if I offered her a position or recommended her to another department for a position?*

No. Offering the official's daughter a position or ensuring she receives special consideration in the hiring process could be considered a form of bribery and may violate anti-bribery laws. Even if it wouldn't violate the law, it would still violate our policies. You should report the offer to Legal.

**REMEMBER: “Anything of value” is broadly interpreted and can include such items as cash, gifts, meals, entertainment, travel expenses, charitable donations, loans, and job placements**

We comply with all applicable laws designed to combat corruption wherever we conduct business, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. We will not offer, promise, give, or authorize any sort of bribe or “kickback” to obtain or retain business or an improper business advantage on behalf of Adaptimmune.

Anti-corruption laws also prohibit us from accepting a bribe or “kickback.” Additionally, they require us to characterize our business relationships accurately and to maintain accurate company books and records, as well as adequate internal controls.



We also prohibit the use of “facilitating payments.” These are small payments, usually made in cash, that are typically provided to a government official to speed up or guarantee a routine action that the official is already obligated to perform. Examples of these might be payments made to expedite work permits, visas, licenses, utility services, or to obtain police protection. While commonplace in certain parts of the world, such payments are illegal in many countries and prohibited by company policy.

The penalties for violating anti-corruption laws are severe, making it all the more important that we comply with them in all business dealings. If you have any questions or concerns about corruption or bribery, reach out to the Legal Team.

### **Our commitment to doing what is right**

- We refuse to offer or pay bribes or kickbacks to anyone
- We prohibit corrupt payments of all kinds, including payments to secure regulatory approvals, and small payments to speed up a routine government process
- In any deal, we avoid hidden terms or arrangements and reduce complexity wherever possible, because transparent transactions reduce the risk of a bribe or kickback
- We use partners that have a reputation for integrity, and we report signs that a representative is unethical or could be paying a bribe
- We make sure that any gifts, hospitality, or travel we offer to government officials or customers are reasonable and appropriate, and preapproved when necessary
- We hire candidates based on their merits, and do not make hiring decisions to benefit a customer or government official
- If we make charitable donations, we do so to support a legitimate charitable cause, not as part of an exchange of favors

## Fair competition

We understand that antitrust and competition laws promote fair competition and protect consumers and third parties from unfair business practices. These laws frequently address illegal agreements between companies, such as price fixing, as well as other unfair trade practices that restrict competition. In order for Adaptimmune to compete lawfully and with integrity, we must comply with the competition laws in place in the countries where we do business. Competition laws are often complex, and generally forbid discussing any topics with competitors that may restrain trade.

Such prohibited topics include (but are not limited to):

- **Price fixing, bid rigging, or dividing or allocating markets, territories, or clients**
- **Formal or informal agreements with suppliers, distributors, or clients that may restrict competition**
- **Direct or indirect, formal or informal, agreements between or among companies to limit employee wages or benefits**

For more information, see our Antitrust Compliance Policy. If you have any additional questions, seek guidance from our Legal Team before acting.

### Example scenario #1

*We just hired someone who used to work for one of our competitors. Is it okay if I ask him about some of the secret new products his company was developing before he left?*

No. It's never appropriate to ask former employees of competitors to disclose confidential business information. We have a responsibility to gather competitive information ethically.

### Example scenario #2

*I just received some confidential pricing information about a competitor. I did not ask for it, but this kind of information could be useful to me. What should I do?*

If you receive any confidential or competitively sensitive information about a competitor, either directly or indirectly (for example through a customer), refrain from circulating or using it, and consult Legal and Compliance. You may respond to the sender of the information that you did not seek the information and emphasize Adaptimmune's commitment to competition law compliance.



## Gathering competitive intelligence

Through our work, we may obtain competitor information from our customers or other public sources. While we may develop strategies based on information about our competitors and their products, we always obtain and make use of this competitive intelligence legally and ethically. We treat competitors' proprietary information as we would want them to treat ours.

### **When gathering competitive intelligence, we act with integrity by:**

- Using information from public sources such as advertisements, published articles, public records, and brochures offered by competitors at trade shows
- Never misrepresenting ourselves or using illicit means to secure information
- Never seeking proprietary information about other companies from job applicants or Adaptimmune employees who previously worked elsewhere
- Never accepting, sharing, or using any information that may have been gathered improperly

## We participate appropriately in political activities

Adaptimmune carries out its civic responsibilities by taking an active part in political affairs when such participation serves the best interests of the Company, its shareholders, and its employees, and is in full compliance with all applicable laws.

Employees engaged as private citizens in political activities should take care to avoid any implication that they are participating on behalf of the Company or contributing Company funds. It is, therefore, important that you do not use Company time or resources for personal political activity. You should not state, or even imply, that the Company requires, guides, or supports your personal political activities.

## We comply with international trade controls

As a global organization, we are subject to various international trade laws and regulations. While international transactions are frequently complex, all of us are expected to comply with the laws of the countries in which we operate.

## **Import and export control laws**

Adaptimmune operates globally and has to comply with special laws and regulations for the import and export of products and technical data.

Exports can include the physical movement of a product, software, equipment, technology, or piece of information to another country. An export can also occur when technology, technical information, service, or software is disclosed or provided to a citizen of another country, regardless of where the person is located. Before engaging in any type of export, you must verify the eligibility of both the location of delivery and the recipient. You must obtain all required licenses and permits, accurately complete all required documentation, and pay all proper duties.

Imports, or bringing goods into another country, are also subject to various laws and regulations. These may require the payment of duties and taxes, as well as the submission of documentation.

## **We abide by applicable money laundering, criminal financing, and tax evasion laws**

Money laundering is a process whereby the proceeds of crime are “washed” through the global banking system and ultimately integrated into the legitimate economy. Terrorist financing uses legitimate money to fund the activities of terrorist organizations.

Tax evasion is the illegal practice whereby taxes are intentionally understated or underpaid.



We are committed to the prevention of financial crime and terrorist financing. We conduct business with counterparties worldwide, some of which are located in jurisdictions where the risk of financial crime is high. Therefore, we screen our counterparties to identify, among other things, their directors and ultimate beneficial owners, to help prevent the possibility of entering into an agreement or transaction with an organization or individual involved in, or alleged to be involved in, a financial crime like money laundering or terrorist financing. We also check counterparties against sanctioned or blocked lists, including the U.S. Office of Foreign Assets Control Specially Designated Nationals List and the U.K. HM Treasury Financial Sanctions list.

## SECTION GLOSSARY

**Bribe:** Can be anything of value—money, gifts, travel expenses, personal favors or entertainment—that may be seen as an attempt to obtain improper advantage for our Company.

**Government official:** Is broadly defined and includes more than just someone who is elected to public office. It can include employees of federal, state, and provincial governments, international organizations, or state-owned entities, such as doctors at a public hospital or professors at a public university. The term also includes judges, members of health or supervisory authorities, and members of the military—in short, any public servant. Officials of political parties or candidates for public office may also be government officials.

**Money laundering:** A process whereby the proceeds of crime are “washed” through the global banking system and ultimately integrated into the legitimate economy.

**Terrorist financing:** Using legitimate money to fund the activities of terrorist organizations.

**Tax evasion:** The illegal practice whereby taxes are intentionally understated or underpaid.





7

**We treat  
each other  
with dignity  
and respect**

## Prevention of workplace harassment

As Adaptimmune employees, we expect to work in an environment where we are treated with dignity and respect. Our company is dedicated to making sure that our workplace positively reinforces personal diversity, inclusion, engagement, and innovation.

To create and preserve this work environment, our Company will not tolerate harassment or bullying of any type in the workplace. Harassment includes unwelcome, offensive behavior that is sexual in nature or based on an individual's protected status.

### Example scenario

*A coworker has asked you out for coffee or dinner outside of work on multiple occasions, and you have repeatedly declined the invitations. They often stand uncomfortably close to you in the office and occasionally put their hand on your shoulder during your conversations. You mentioned this to your line manager, who defended the coworker, explaining that they were just being friendly. What should you do?*

You should not have to endure behavior such as this if it makes you uncomfortable. Speak with Human Resources, a manager above your line manager, Legal, or Compliance to register your concerns and request that action be taken.

Common examples of harassment include unwanted sexual advances (whether verbal or physical), threats of violence, and offensive jokes or remarks. Bullying is repeated intimidating behavior that occurs either in the workplace or during the course of employment. Acts of bullying can include humiliating, insulting, intimidating, or isolating others.

Harassment and bullying are contrary to our values and our commitment to creating an environment of trust and mutual respect which are critical to our performance culture. If you have witnessed or suspect an act of harassment or bullying at work, you are encouraged to share your concerns. Adaptimmune will not tolerate retaliation against you for your good faith report.

## Diversity, inclusion, and non-discrimination

We are committed to maintaining a culture that values diversity and inclusion. We strive to attract, develop, and retain a diverse and inclusive workforce. By seeking top talent across a broad spectrum, we aim to ensure that we have the best people to help us reach our business goals. We foster an environment of collaboration and innovation where each team member can do his or her best work and achieve personal and professional growth.

### Example scenario

*Lisa is a manager and needs to make a promotion decision. She thinks that, since Gerald is 50 and nearing retirement age and Iris is only 35 and may stay with Adaptimmune for many years, it would be wise to promote Iris. After all, Adaptimmune will invest in training the newly promoted employee and she wants this investment to be used wisely. Is this a good employment decision?*

No. Lisa is making this decision solely on the basis of age, and this is never acceptable. She needs to make her decision based on merit and without regard to any non-job-related personal characteristics.

As part of this commitment, we do not tolerate discrimination on the basis of race, color, gender (including pregnancy), ethnic background, age, religious belief, national origin, affectional or sexual orientation, gender identity or expression, disability, marital status, veteran status, citizenship or impending citizenship, HIV/AIDS status, or any other characteristic protected by law.

## Corporate citizenship

Adaptimmune strives to support and enhance the communities where we live and work. As a responsible corporate citizen, our Company maintains various outreach programs. These programs help build alliances for stronger communities and address the challenges facing our Company and our local communities as we aim to meet their diverse needs.

We do not provide such funding or support to organizations that improperly discriminate against others or take positions or actions contrary to our Company values.

## Environment and sustainability

We are committed to reducing our environmental impacts, conserving natural and energy resources, and advancing innovative, efficient practices to maintain the quality of the environment.

We use and expand our knowledge of programs, products, and supporting operations to identify opportunities to use energy, water, and other resources more efficiently. This helps us reduce operational costs and environmental impacts.

## We respect and promote human rights

Our Company does not condone or employ child labor. At Adaptimmune, we will not employ anyone under the age of sixteen, even if authorized by local law. If local law is stricter than Company policy, we will comply with that law. In addition, we will never use forced, indentured, or involuntary labor in any of our operations and we will not tolerate exploitation of children, physical punishment, or abuse.

### Example scenario

*I saw a news article that says a contractor my coworker is considering for an upcoming project has been known to use child labor. I'm not involved in the decision, so is it my place to say anything?*

Yes. Selecting a partner that has a history of engaging in human rights abuses is against Adaptimmune's values and could put our Company at risk. You should tell your coworker or another appropriate internal resource what you know about the contractor to help inform Adaptimmune's decision.

As part of our commitment to our communities and our world, Adaptimmune will not tolerate any instances of human trafficking, or other forced labor. We will also never conduct business with any third parties (such as agents or suppliers) who engage in human trafficking or forced labor.



## Health and safety in the workplace

We will maintain a safe workplace at all times. This means that, as individuals, we need to remain personally committed to performing our jobs safely and in a way that protects the health and safety of our colleagues, visitors, and surrounding communities. We are responsible for understanding and complying with legal requirements and Company policies and procedures that relate to health and safety.

**If you witness any work-related injuries, illnesses, or hazardous conditions—like chemical spills and unsafe practices—stop work and report the situation immediately.**

## Prevention of workplace violence

The protection of our employees, premises, assets, operations, and reputation is fundamental to our core values and the success of the Company. Security is a shared responsibility, and it is incumbent upon every employee to do their part to help secure our operations, our workplaces, our reputation and, most importantly, our people. All forms of threats and acts of violence against employees, contractors, visitors, or others in the workplace are prohibited. Threats of violence, even if made in a joking manner, will not be tolerated.

Firearms and other weapons are strictly prohibited on Company property or on the person of an employee while conducting Company business. Company property includes developed and undeveloped company-owned or controlled land, buildings, parking lots, vehicles, and recreation areas.

## Substance abuse in the workplace

At Adaptimmune, our objective is to create and maintain an operating environment free of substance abuse. We believe that substance abuse increases the potential for accidents, absenteeism, substandard performance, and poor employee morale and health, as well as damage to our Company's reputation. You are expected to perform your role free from the influence of any substance that could impair job performance.

### Example scenario

*Amon recently injured his back on a hiking trip. His doctor prescribed a painkiller so he could go on with his daily life. Amon finds that the medication tends to make him dizzy and some routine tasks, such as operating machinery, seem difficult. What should he do as he returns to his manufacturing position at Adaptimmune?*

Before being able to return to work, Amon should obtain appropriate medical clearance from his doctor and Company medical personnel. It sounds as if the medication Amon is taking, even though he is doing so legally, could impair his ability to safely and effectively perform his job. This could place Amon and his coworkers in danger.



You must never:

- Use alcohol, illegal drugs, controlled substances, or medication in a way that might harm your ability to conduct your role safely and successfully
- Possess drugs that you do not have a legal right to possess while on Adaptimmune property or while working for Adaptimmune
- Sell or distribute these substances, or drugs that have been prescribed for you, whether or not you are doing Adaptimmune business, or whether you are on or off Adaptimmune property

If you know of or suspect substance abuse-related issues, you should report the situation immediately to your manager or another resource listed in the “We Ask Questions and Raise Concerns” section.

### Protecting the privacy of others

We respect and diligently focus on the integrity, privacy, and appropriate use of the data to which we have access, upholding regulations and laws which may vary by country. In the normal course of business, we receive, collect, maintain, and use personally identifiable data from individuals. Some of the data may include personally identifiable information or ‘PII’ that may pertain to research subjects, patients, healthcare professionals, or our employees.



We treat personally identifiable information with care and respect. Whether we collect such information verbally, in print or electronically, we use it only for legitimate business purposes and are always consistent with any notice provided and consent obtained. More information can be found in our [Privacy Policy](#).

If we become aware of a breach of data in our possession or a breach involving any of our data that is in the possession of our suppliers or business partners, we will take swift action to appropriately notify and protect those who are affected. We understand that our reputation and success depend on maintaining trust with respect to data privacy and security.

We have a Privacy Officer and policies to ensure and support the integrity, privacy, protection, and appropriate use of data. If you have questions about data integrity and privacy, please contact [privacy@adaptimmune.com](mailto:privacy@adaptimmune.com).

#### **Example scenario**

*Someone accidentally emailed me a Human Resources report that includes names, government IDs, and passport numbers. Should I just close the document and forget that I saw it?*

No. The disclosure of this information to you, even if inadvertent, may require remedial actions. Further, if it was provided to you, it might also have been given to others without proper authorization or the need to know. Contact your line manager or privacy and inform them about the document you received.

## **SECTION GLOSSARY**

**Personally identifiable information:** is any information relating directly or indirectly to an identified or identifiable natural person. Examples of personally identifiable information include name, home address, personal email address and phone number, business contact details, HR records, employee identification number, geo-location data, log-in credentials, or online identifiers such as an IP address.





A close-up, circular-cropped photograph of a young Black woman with her hair in braids, wearing blue medical scrubs and a stethoscope. She is smiling warmly and looking towards the right side of the frame. In the background, the back of a person's head and shoulders are visible, slightly out of focus. A large, semi-transparent blue circle is overlaid on the bottom left of the image, containing the page number and the company's operating principle.

8

**We  
operate  
with integrity**

## Conflicts of interest

Doing business with integrity means making decisions that align with the best interests of our Company, without prioritizing any personal benefits you stand to gain. By avoiding even the appearance of a potential conflict of interest, we uphold our commitment to our Company and ensure our continued success.

A conflict of interest occurs when we are involved in personal interests, activities, or relationships that interfere with the performance of our job responsibilities or duty of loyalty to Adaptimmune. Keep in mind that we all occupy a position of trust. We need to be particularly sensitive to any situation, on or off the job, that might compromise trust or cause others to doubt our integrity.

If you ever have a question about whether a situation constitutes a conflict for you, always err on the side of caution and immediately report it to your manager, the Compliance Team, the Legal Team or—for members of our Board of Directors — our General Counsel or Company Secretary. Conflicts of interest are often easily avoided if disclosed in advance.

## Personal financial interests

You should generally avoid doing business with any company in which you have a personal financial interest. In addition, you may not purchase or maintain a significant financial interest in a customer, competitor, or business partner that conducts or may conduct business with Adaptimmune. Always ensure you are able to make business decisions with our Company's best interests in mind.

There may be situations when your personal financial interest in a company with which Adaptimmune does business is permissible. However, such situations should be reviewed by the Legal Team or the Compliance Team to determine the best course of action.

## Outside employment

Certain outside employment or other opportunities could compromise our Company's business goals or our ability to perform our jobs at Adaptimmune.

You should always check with your manager and Legal before accepting an outside position to make sure the work won't affect Adaptimmune or your performance at the Company. Additional requirements apply to members of the Board of Directors.



## Business relationships with friends and family members

Business relationships with family members and friends can result in a conflict of interest, or the appearance of a conflict. For this reason, you should never be involved with or attempt to influence the bidding, negotiating, or contracting process between yourself, a family member, or a close friend and Adaptimmune.

## Improper reporting relationships

We need to avoid improper reporting relationships. They can lead to potential legal exposure for the Company and perceptions of favoritism and preferential treatment among the colleagues of those involved, invariably leading to an unhealthy workplace environment. Accordingly, we may not directly or indirectly supervise, or work under the supervision of, a family member or someone with whom we have a close personal relationship, whether that relationship is sexual or otherwise.

## Improper personal benefits

A conflict of interest may also arise when a director, officer, or employee, or a member of his or her immediate family, receives improper personal benefits because of his or her position at Adaptimmune. Such benefits may include gifts or loans from an entity or person with whom Adaptimmune does business. We must avoid accepting any such improper benefit.

In addition, a conflict of interest arises if an Adaptimmune employee assists a competitor to Adaptimmune's detriment. For example, providing confidential information to a spouse or partner who works for a competitor would constitute a conflict of interest and violate our Code.



## Corporate opportunities

In order to make objective business decisions on behalf of Adaptimmune, we must never compete with our Company. This means we may not take for ourselves any business or investment opportunities that we discover through our position at Adaptimmune or through Company property or information. In addition, we must never help anyone else take such business or investment opportunities for personal gain. This includes our family members and friends.

### Example scenario

*A supplier sent me a gift basket filled with sweets. Can I accept it?*

You can accept small gifts of modest value. However, if the gift is such that a third party might think the gift can influence or interfere with your decision-making, use common sense in whether you accept it, and talk to your manager.

## Gifts and entertainment

When we compete in the marketplace, we do so on the basis of product quality, service, or other similar factors. We never seek to gain or exert any improper advantage or influence, such as through the use of business courtesies like gifts, meals, or offers of entertainment. In fact, we must avoid even the perception of an improper advantage or influence. Please refer to the anti-bribery policy for more information on the offering or acceptance of gifts.

### Generally, we can offer or accept a gift, favor, or entertainment, as long as it:

- Is ordinary and customary
- Is infrequent and not lavish
- Is of token value
- Is not cash or cash equivalents (such as gift cards)
- Is legal under applicable local laws and in line with both the giver's and the recipient's gift policies
- Arises in the ordinary course of business
- Takes place in a setting that is appropriate and fitting in light of its business purposes

If you would like to give or accept a business courtesy that does not meet these requirements, you must seek prior written approval. In addition, you are required to follow all business courtesy reporting requirements set forth in our policy.

**To determine if you have a conflict of interest that should be disclosed, ask yourself these questions:**

- Do my outside interests influence, or appear to influence, my ability to make sound business decisions?
- If the situation became public knowledge, would I be embarrassed? Would it embarrass the Company?
- Do I stand to personally benefit, or appear to benefit, from my involvement in this situation? Does a friend or relative of mine stand to benefit or appear to benefit?
- Could my participation in this activity interfere, or appear to interfere, with my ability to do my job?
- Is the situation causing me to put my own interests ahead of Adaptimmune's interests? Does it appear to?

**Note: If the answer is 'Yes' to any question, you have a potential conflict of interest that should be disclosed.**

## Confidential information

While performing our day-to-day work, we may have access to confidential information about our Company, business partners, and customers. In general, confidential information is any nonpublic information, including our trade secrets and intellectual property and that of our customers and business partners.

**Some examples of confidential information include:**

- Pricing information
- Financial data
- Technical data
- Equipment layout and design
- Product costs
- Technical processes
- Sales and marketing strategies
- Product features and functions
- Product roadmap information
- Customer/Client lists

We must never allow unauthorized personnel to access Adaptimmune's confidential information. We must take care not to lose, misplace, or leave confidential information (or technologies containing such information, including computers, laptops, cell phones, and software) unattended. Moreover, if we lose Company equipment or an item containing confidential Adaptimmune information (for example, an Adaptimmune laptop, phone, etc.), we should report the loss immediately to Adaptimmune Global Security.

In addition, we may not discuss Adaptimmune's confidential information where it might be overheard by those who do not have a need to know it. This includes public places such as airport terminals, trains, and restaurants. It also includes open areas at Adaptimmune, such as Company restrooms and break rooms.

We may only grant access to confidential information to colleagues who have a legitimate business need to know it. We must never use confidential information about the Company for personal gain or disclose it to others for their gain. Please refer to the Confidentiality Policy for more information.

#### **Example scenario**

*I received an internal email with confidential business information. I know I can't share it with anyone outside of our Company who isn't authorized to see it, but can I share it with a coworker?*

You should only share confidential business information with employees who are authorized to see it and have a need to know the information as part of their job duties.

## **Books, records, and financial reporting**

Our shareholders rely on us to maintain accurate and complete books and records. These documents form the basis for all of our public disclosures and filings, which aim to give our shareholders and the public an accurate view of our Company's operations and financial standing. In addition, our Company relies on the integrity of the financial and other business records we produce every day to make important business decisions. It is critical that you ensure that all records you produce (no matter how insignificant they might seem) are complete, accurate, and current. We comply with generally accepted accounting principles when maintaining our books and records. For more information, please see our Records Management Policy.

The laws and regulations that govern our global work require us to keep honest and accurate books and records. The accuracy of our books and records also contributes to the quality of the financial reports we file with government agencies and make available to the public. Our Company is committed to making full, fair, accurate, timely, and understandable disclosures.

#### **Example scenario**

*My team did not utilize all the budget approved this year. To maintain the same funding amount next year, is it acceptable for me to ask a vendor to pre-bill Adaptimmune this year for one of next year's projects?*

No. This would qualify as falsifying expenses recorded in our books and records, misrepresenting when the Company would incur the expense. The law requires us to maintain accurate books and records, and the Company could face significant fines.



If it is part of your responsibility, you must make full, fair, accurate, timely, and understandable disclosures in our public communications, regulatory disclosures, and reports submitted to the U.S. Securities and Exchange Commission and other governmental agencies. In addition, if it is part of your responsibility to provide information for such communications, disclosures, or reports, you must ensure that the information you provide is accurate and complete.

## **Contracts**

We are committed to diligently following the Company's contracting processes. Some ways to do so are the following:

- Do not commit to any contract, payment, or other obligation unless you are authorized to do so
- Make sure contracts are complete, in writing, and appropriately approved, such as being reviewed by the Law and Finance Teams as required
- Do not make business agreements that don't meet our standards
- Do not use side letters, off-the-books arrangements, or any other mechanism that is not within our guidelines
- Follow our contracting processes and procedures, including the delegation of authority policies



## Audits and investigations

We all share a responsibility to cooperate with external and internal audits and investigations. This means we must provide auditors and investigators the information to which they are entitled and maintain the confidentiality of the investigation. In addition, we may never attempt to interfere with or improperly influence their review.

### Example scenario

*I received notice that a government official will be visiting our office as part of an inspection. The notice included a list of items that we need to prepare before the official's visit and a list of employees who will be interviewed.*

*When I told my supervisor about the notice, she asked me to destroy or "lose" some of the documents we were asked to provide. What should I do?*

Refuse your supervisor's request, forward the notice to Legal, and ask for their assistance in preparing for the government official's visit. Also, make Legal aware of your supervisor's inappropriate request. You may also use the AlertLine to report your supervisor's request to destroy the documents.

Refusal or failure to cooperate fully with an internal Adaptimmune or government investigation, or the failure to be fully truthful when providing evidence or testimony in such investigation, may result in disciplinary action, up to and including termination. If you have any questions about what information an auditor or investigator is requesting and entitled to obtain, consult with the Legal Team. If a governmental investigation occurs, management must contact the Legal Team as soon as possible before proceeding.

## Insider trading

We strictly prohibit using material, non-public information to buy or sell securities or sharing that information with others. In the course of our employment, we may learn of material information about our Company or another company that has not been made public and could affect the price of our or that company's securities when it is announced.

We prohibit employees from buying or selling securities when they are aware of material information before it is made public. We also prohibit sharing this information with others, including family or friends, or even with colleagues who do not have a business need to know it, for any improper purpose. Trading in our securities may also be prohibited to all employees during certain 'closed periods'. For more information, please refer to the Insider Trading Policy.

### Example scenario

*I have learned that Adaptimmune is starting a registration trial based on promising response rates seen in an earlier trial. As long as it will not benefit me personally, can I share this information with someone who could acquire some shares of this company in anticipation of the acquisition?*

No. The sharing of material, non-public information violates the Adaptimmune Code of Conduct and Adaptimmune policies, and is generally illegal.

Information is considered to be “material, non-public information” when it has not been widely disseminated to the public and is information that a reasonable investor would consider important in making a decision to buy, sell, or hold a particular security.

## Protecting company assets

Adaptimmune trusts its employees with its assets so that they may effectively do their jobs. This trust is paired with a responsibility to diligently safeguard those assets against loss, theft, or misuse. Our Company’s physical assets—equipment, vehicles, tools, and supplies—have been acquired solely for the purpose of conducting Company business. Do not use them for your personal benefit, or allow them to be sold, loaned, given away, or disposed of without proper authorization.

Taking Company property from our facilities without permission is regarded as theft, for which dismissal is standard. Similarly, Company credit cards, cash, checks or money orders must not be used for personal use. We must also be sure that the documents used to obtain Company funds and property are never inaccurate or incomplete, as this can result in an improper and potentially fraudulent acquisition of Company assets. This includes vouchers, time sheets, invoices, benefits claims, and travel and expense reimbursement reports. If you become aware of the theft or misuse of Company assets, report it to Legal.

### Example scenario

*I am taking a vacation where I want to completely disconnect. Is it okay if I leave my laptop with my administrative assistant to handle any approvals in the various Company systems on my behalf? I trust this person completely, so I don’t mind sharing my password.*

No. Employees should never give their personal password to anyone. Some systems allow you to delegate certain actions to others, other systems escalate issues to your manager in case of absence. If you bypass these controls you are undermining the security of our systems, avoiding your own responsibilities and putting your assistant in a position of also violating Company policy.

## Protecting intellectual property

Adaptimmune's intellectual property (IP) is an invaluable asset built over years of hard work and must be protected at all times. IP refers to intangible assets developed through creative work done by our employees and partners and includes our brands, domain names, package designs, logos, inventions, ideas, and know-hows. Our IP is safeguarded by legal protections including patents, trademarks, copyrights, and trade secrets.

### Example scenario

*I have just developed an idea to solve a technical problem. How can I find out if the idea should be protected by a patent?*

Reach out to Adaptimmune's Intellectual Property team.

Our technology, software, and technical data contain large amounts of IP, and our policy is to protect the Company's IP rights to the fullest extent possible. In addition to protecting our IP, we also respect the IP rights of others. When we work with third parties, we have a duty to ensure through contracts, that our Company obtains appropriate rights to IP created in such engagements. If you have questions or concerns about our Company's IP, contact the Legal Team for more information.

## Proper use of electronic assets and other information technology resources

We each have a responsibility to use our Company's network, computer, and communications systems ethically and legally and in accordance with policies. While in some locations occasional personal use of these systems is permitted, our usage must be appropriate and in line with Adaptimmune policies and must not interfere with our daily work. To the extent permitted by local law, our Company reserves the right to monitor our access and use of all Company systems.

We expect you to protect the systems and technology that we use in our business. This includes being aware of cyber security, keeping up to date and being aware of the way in which the security of our system can be compromised. The tools available to third parties to gain access to our systems are varied. For example, you should not provide your password to anyone else, you should check who an e-mail is from before responding or clicking on a link.

### Use of social media and electronic activity

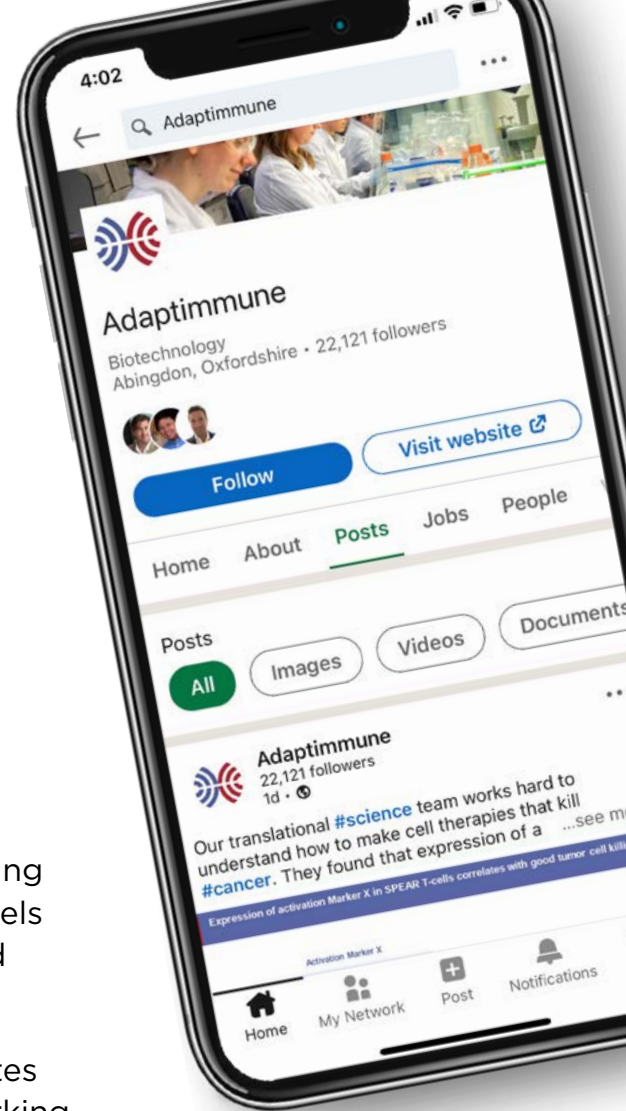
We encourage Adaptimmune employees to take pride in their relationship with Adaptimmune and to connect with family, friends, and colleagues around the world through social media. While doing so, be mindful that posting to social media channels can result in unintended consequences that could impact both you and Adaptimmune.

“Social media” sites include a vast array of websites and online resources. These include social networking sites (such as Facebook, Twitter, Instagram, Snapchat, YouTube, and LinkedIn), blogs, photo and video sharing sites, forums, and chat rooms, among many others.

The Communications and Investor Relations teams governs official company-sponsored social media activities. Unless you are officially authorized to speak publicly about the Company or its products, do not represent or imply that you are speaking for the Company. Please note only authorized spokespersons may communicate on behalf of the Company with the media, securities analysts, investors, or other market professionals.

In your personal social media interactions, act responsibly. What you post can adversely affect Adaptimmune’s reputation. Be careful to protect our reputation at all times.

You are expected to understand and comply with our Social Media Policy when active on social media for business, or when using social media for personal activities if you’ve identified yourself as an Adaptimmune employee and/or are using Company equipment or systems.



Before engaging on social media, know your responsibilities according to our policy, including:

- Do not misrepresent yourself or the Company or speak on behalf of the Company
- Never disclose any personal information about employees, patients, visitors or online followers, or proprietary or confidential information about Adaptimmune or our colleagues, customers, suppliers, or business partners
- Avoid harassing, defamatory, or disparaging content, and be sensitive to global cultures. Remember that internet content can live forever

#### **Example scenario**

*I was reading an article online that contained inaccurate information about our research. Can I respond in the comment section to correct this misinformation?*

No. While your intentions are good, only authorized individuals may speak for our Company. Instead, notify your supervisor or a member of the Adaptimmune Communications team about the article so that appropriate steps can be taken to respond.

## **Responding to inquiries from the press and others**

Speaking with the press, securities analysts, other members of the financial community, shareholders, or groups or organizations as a Company representative should occur only after you have been authorized to do so by the Company.

Any inquiries from the media or the public should be immediately forwarded to the Communications and Investor Relations teams. Requests for information from regulators or the government should be promptly referred to the Legal Team. Requests for financial or other information about the Company from the financial community or shareholders should be promptly referred to the Communications and Investor Relations teams.

## **Administering the Code**

The Board of Directors has appointed a Chief Compliance Officer who is responsible for administering the Code in an independent, objective and consistent manner. The Chief Compliance Officer regularly meets with the Board.



## Waivers

Situations may arise from time to time that warrant a formal waiver of a provision of this Code for an individual. Waivers will not be granted except when necessary and will be limited and qualified as needed to protect the Company and our shareholders to the greatest extent possible.

The Compliance Officer or the Legal Team will promptly disclose such waivers for directors and executive officers to the extent and in the manner required by law, regulation, or stock exchange listing standard. Contact your Compliance Officer or the Legal Team for waiver approvals from the Chief Compliance Officer or Board.

## SECTION GLOSSARY

**Record:** Recorded information in any format (e.g., paper or electronic), made or received, that needs to be retained and managed for business, operational, legal, regulatory, and/or historical purposes to document or evidence our Company's decisions, actions, or transactions.

**Material Information:** This kind of non-public information is something a reasonable investor would take into consideration when deciding whether to buy or sell a company's securities. Some examples of information that may be material are:

- Results or status of a research and development or clinical program (e.g., clinical trial results)
- A proposed strategic alliance, license, or collaboration with another company
- A possible merger, acquisition, or sale of a business
- Financial events such as equity or debt financing, financial forecasts, or financial results for the quarter or year
- A significant expansion or cutback of operations
- Information regarding the manufacturing, marketing, and sales of a product
- Major personnel changes
- Major litigation matters and developments