

# Adaptimmune Therapeutics PLC

101 Park Drive, Milton Park  
Abingdon, Oxfordshire OX14 4RY, U.K.  
Registered Company No. 09338148

## NOTICE OF 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, JUNE 21, 2017

NOTICE is hereby given that the Annual General Meeting of Adaptimmune Therapeutics plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the "Company," "we," "us" and "our"), will be held on Wednesday, June 21, 2017, at 11:00 a.m. London time (6:00 a.m. Eastern Standard time), at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX, for transaction of the following business:

### Ordinary resolutions

1. To re-elect as a director, Barbara Duncan, who retires in accordance with the Articles of Association.
2. To re-elect as a director, Giles Kerr, who retires in accordance with the Articles of Association.
3. To re-elect as a director, Tal Zaks, who retires in accordance with the Articles of Association.
4. To re-elect as a director, Ali Behbahani, who retires by rotation in accordance with the Articles of Association.
5. To re-elect as a director, Peter Thompson, who retires by rotation in accordance with the Articles of Association.
6. To re-appoint KPMG LLP as our U.K. statutory auditors under the U.K. Companies Act 2006, to hold office until the conclusion of the next general meeting of shareholders at which the U.K. statutory accounts and reports are presented.
7. To authorize the Audit Committee to determine our U.K. statutory auditors' remuneration for the fiscal year ended December 31, 2017.
8. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2016 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2016.
9. To receive and approve our U.K. statutory directors' remuneration report for the year ended December 31, 2016, which is set forth as Annex A to the attached proxy statement.
10. To authorize the directors, in accordance with section 551 of the U.K. Companies Act 2006, generally and unconditionally, to exercise all powers of the Company to allot ordinary shares of £0.001 nominal value each in the Company ("**ordinary shares**") or grant rights to subscribe for or to convert any security into ordinary shares up to a maximum aggregate nominal amount of £140,000.00 provided that this authority shall, (unless renewed, varied or revoked from time to time by the Company in general meeting) expire on June 20, 2022; provided, however, that if the Company makes offers or agreements prior to the expiration of the granted authority that will require allotment of ordinary shares or grant of rights to subscribe for or to convert any security into ordinary shares after such expiration, the directors may allot ordinary shares or grant rights to subscribe for or convert any security into ordinary shares pursuant to such offer or agreement notwithstanding the expiration of authority conferred by this resolution.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the U.K. Companies Act 2006 but without prejudice to any allotment of ordinary shares or grant of rights to subscribe for or convert any security into ordinary shares made or offered or agreed to be made pursuant to such authorities prior to the date of this resolution.

### **Special resolution**

11. To generally empower the directors, subject to the passing of resolution 10 and in accordance with section 570 of the U.K. Companies Act 2006, to allot ordinary shares for cash or to grant rights to subscribe for or to convert any security into ordinary shares pursuant to the authority conferred by resolution 10, as if section 561(1) of the U.K. Companies Act 2006 did not apply to any such allotment. This power shall (i) be limited to the allotment of ordinary shares for cash or grant of rights to subscribe for or convert any security into ordinary shares up to a maximum aggregate nominal amount of £140,000.00; and (ii) expire on the conclusion of the annual general meeting of shareholders to be held in 2019 (unless renewed, varied or revoked by the Company prior to or on such date); provided, however, that if the Company makes offers or agreements prior to the expiration of the granted authority that will require allotment of ordinary shares or grant of rights to subscribe for or to convert any security into ordinary shares after such expiration, the directors may allot ordinary shares or grant rights to subscribe for or convert any security into ordinary shares pursuant to such offer or agreement notwithstanding the expiration of authority conferred by this resolution.

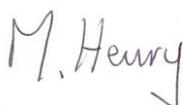
This resolution revokes and replaces all unexercised powers previously granted to our Board of Directors to allot ordinary shares or rights to subscribe for or convert any security into ordinary shares as if section 561(1) of the U.K. Companies Act 2006 did not apply but without prejudice to any allotment made or agreed to be made pursuant to such authorities prior to the date of this resolution.

Proposals 1 through 10 will be proposed as ordinary resolutions and under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution. Proposal 11 will be proposed as a special resolution. Special resolutions require the affirmative vote of not less than 75% of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. On a poll, a special resolution is passed if it is approved by holders representing not less than 75% of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The result of the shareholder votes on the ordinary resolutions in proposals 8 and 9 regarding receipt of our U.K. statutory annual accounts and reports for the year ended December 31, 2016 and approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2016 will not require our Board of Directors or any committee thereof to take any action. Our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 8 and 9.

The results of any polls taken on the resolutions at the Meeting and any other information required by the U.K. Companies Act 2006 will be made available on our website as soon as reasonably practicable following the Meeting and for the required period thereafter.

**BY ORDER OF THE BOARD**



Margaret Henry  
**Company Secretary**  
April 28, 2017

**Registered Office**

101 Park Drive, Milton Park,  
Abingdon,  
Oxfordshire OX14 4RY, United Kingdom  
Registered in England and Wales  
No 09338148

## Notes

- (a) Only those members registered in the register of members of the Company at 5p.m. London time (12.00 noon Eastern Standard Time) on June 19, 2017 will be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member, but must attend the meeting in person. Proxy forms should be lodged with the Company's Registrar (Computershare) not later than 11 a.m. London time (6a.m. Eastern Standard Time) on June 19, 2017. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the proxy statement under the section entitled "*Questions and Answers About Voting.*"
- (c) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (d) In the case of joint holders, the vote of the senior who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
- (e) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

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

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

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

- (f) As of April 26, 2017 (being the last practicable date before circulation of this Notice), the Company's issued ordinary share capital consisted of 560,976,430 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 560,976,430.
- (g) Under s527 Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under s527 Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under s527 Companies Act 2006, to publish on a website.
- (h) Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.
- (i) Copies of the service agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any week day (public holidays excepted) from the date of this Notice of AGM until the date of the AGM, and at the place of the AGM for one hour before the meeting and at the meeting itself.