



**Adaptimmune Therapeutics PLC**

**Registered office: 60 Jubilee Avenue, Milton Park  
Abingdon, Oxfordshire OX14 4RX, U.K.  
Incorporated in England & Wales with registered no. 09338148**

April 13, 2023

Dear Shareholder:

**2023 Annual General Meeting of Adaptimmune Therapeutics plc (the “AGM”)**

This letter, the notice of the AGM set out in this document (“**the Notice**”) and associated materials for the AGM are being sent or supplied to you because, as of April 11, 2023 (being the latest practicable date before the circulation of this document), you are registered as a holder of ordinary shares in the register of members of the Company. However, this letter, the Notice and associated materials will also be available to holders of American Depositary Shares (“**ADS**”) and contain information relevant to holders of ADSs.

I am pleased to confirm that our AGM will take place at **12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on Tuesday, May 16, 2023 at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX**. The Notice is set out in this document and it contains the resolutions to be proposed at the AGM (the “**Resolutions**”).

**Action to be taken by holders of ordinary shares in the Company**

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

If you are a holder of ordinary shares in the Company and are planning to attend the AGM in person (or by way of corporate representative) it would be helpful if you could inform Margaret Henry, Company Secretary, by email: [margaret.henry@adaptimmune.com](mailto:margaret.henry@adaptimmune.com), or mobile: +44 (0)7710 304249.

If you are unable to attend the AGM, you can still vote on the Resolutions by appointing a proxy. A form of proxy for use at the AGM is enclosed, or is being sent to you by email if you have opted to receive information by email. You are able to submit your proxy vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (see instructions on form of proxy) to arrive by no later than **12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on Friday, May 12, 2023**.

Alternatively, if you have received a printed form of proxy and prefer to return it by post, you are advised to complete and return the form of proxy in accordance with the instructions printed on it and so as to arrive at the Company’s registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England as soon as possible but in any event by no later than **12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on Friday, May 12, 2023**. CREST members may appoint a proxy by using the CREST electronic proxy appointment service. The return of a form of proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the AGM if you so wish.

In order to attend and vote at the AGM as an ordinary shareholder or for your form of proxy to remain valid, you must continue to be registered as a holder of ordinary shares in the Company’s register of members as of 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on Friday, May 12, 2023.

Therefore, if you sell or transfer your ordinary shares in the Company on or prior to May 12, 2023, your form of proxy can no longer be used and if submitted (whether before or after you sell or transfer your ordinary shares) will be treated as invalid. Please pass this document to the person who arranged the sale or transfer for delivery to the purchaser or transferee. The purchaser or transferee should contact Margaret Henry, Company Secretary, to request a new form of proxy for its use.

Should you elect to convert your holding of ordinary shares in the capital of the Company into an interest in the capital of the Company represented by ADSs before the AGM, you will cease to be a holder of ordinary shares in your own name and will not be entitled to vote at the AGM as an ordinary shareholder. You will also not be able to use the form of proxy that has been sent to you. However, you may be able to exercise your vote as a holder of an interest in the capital of the Company represented by American Depositary Shares — please refer to the next section — “Holders of American Depositary Shares”.

### **Holders of American Depositary Shares**

In order to exercise your vote as a holder of an interest in the capital of the Company represented by ADSs, you or your bank, broker or nominee must be registered as a holder of ADSs in the ADS register **by 5:00 p.m. Eastern Standard Time on Thursday, April 13, 2023 (the record date for ADS holders).**

If you hold ADSs through a bank, broker or nominee on April 13, 2023, the AGM documentation, including the ADS proxy card, will be sent to your broker who should forward the materials to you. Please reach out to your broker to provide your voting instructions. Please note that ADS proxy cards submitted by ADS holders must be received by Citibank, N.A. **no later than 10:00 a.m. Eastern Standard Time on Thursday, May 11, 2023.**

### **Contact for ADS holders**

If you have queries about how you can deliver voting instructions, please contact Citibank, N.A. — ADR Shareholder Services at tel: +1-877-248-4237 (toll free within the United States) or +1-781-575-4555 (for international callers) or by email: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com) or at Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000.

### **Contact at Adaptimmune**

If at any point you require guidance, please contact Margaret Henry, Company Secretary, on email: [margaret.henry@adaptimmune.com](mailto:margaret.henry@adaptimmune.com) or cell: +44 (0)7710 304249.

### **Recommendation**

You will find an explanatory note in relation to each of the Resolutions in the attached proxy statement. Your Directors consider that each Resolution is in the best interests of the Company and is likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, your Directors unanimously recommend that you vote in favor of the Resolutions as each of the Directors with personal holdings of shares in the Company intends to do in respect of their own beneficial holdings of shares.

### **Recent developments**

As previously announced, on March 5, 2023, we entered into an Agreement and Plan of Merger (as it may be amended from time to time, the “Merger Agreement”) with TCR<sup>2</sup> Therapeutics Inc. (“TCR<sup>2</sup>”), and CM Merger Sub, Inc., a Delaware corporation (“Merger Sub”), pursuant to which, among other things, Merger Sub will be merged with and into TCR<sup>2</sup> (the “Merger”), with TCR<sup>2</sup> surviving the Merger as a wholly-owned subsidiary of Adaptimmune. For more information regarding the Merger Agreement and the Merger, please read the Current Report on Form 8-K relating to the Merger filed with the U.S. Securities and Exchange Commission on March 6, 2023, including the complete text of the Merger Agreement provided as an exhibit thereto.

**The attached proxy statement is related only to our Annual General Meeting and does not address the Merger. You are not being asked to vote on proposals related to the Merger at this time. You will have the right to vote on proposals related to the Merger if and when they are submitted to shareholders, which submission will be made pursuant to a separate joint proxy statement/prospectus relating to the general meeting to approve the proposals related to the Merger.**

Thank you for your ongoing support of Adaptimmune.

Yours sincerely,



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**David M. Mott**  
**Chairman, Adaptimmune Therapeutics plc**



**Adaptimmune Therapeutics PLC**

**60 Jubilee Avenue, Milton Park  
Abingdon, Oxfordshire OX14 4RX, U.K.  
Registered Company No. 09338148**

**NOTICE OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON TUESDAY, MAY 16, 2023**

**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 Tuesday, May 16, 2023, at 12:00 p.m. London time (7:00 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, Adrian Rawcliffe, who retires by rotation in accordance with the Articles of Association.
2. To re-elect as a director, Barbara Duncan, who retires by rotation in accordance with the Articles of Association.
3. To re-appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.
4. To authorize the Audit Committee to determine our auditors’ remuneration for the fiscal year ending December 31, 2023.
5. To adopt the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2022 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2022.
6. To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers for the year ended December 31, 2022, as disclosed in the Company’s proxy statement under the “Executive Compensation Discussion and Analysis” section, the compensation tables and the narrative disclosures that accompany the compensation tables.
7. To approve our U.K. statutory directors’ remuneration report for the year ended December 31, 2022 (excluding our directors’ remuneration policy), which is set forth as Annex A to the Company’s proxy statement.
8. To authorize the directors generally and unconditionally for the purpose of s551 of the U.K. Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to a maximum aggregate nominal amount of £327,921.00 to such persons at such times and upon such conditions as the directors may determine (subject to the Company’s articles of association). This authority shall expire (unless previously renewed, varied or revoked) on the earlier of the conclusion of the annual general meeting in 2024 and June 30, 2024 but so that the Company may make offers and enter into agreements before that expiry which would, or might, require shares to be allotted or Rights to be granted after that expiry and the directors may allot shares or grant Rights pursuant to any of those offers or agreements as if the authority had not expired.

The authority referred to in this resolution is in substitution for the authority conferred on the directors under s551 of the U.K. Companies Act 2006 at the annual general meeting held on May 25, 2022 but the directors may allot shares or grant Rights pursuant to an offer made or a agreement entered into by the Company before the expiry of the authority pursuant to which that offer was made or a agreement entered into.

## Special resolution

9. Subject to the passing of Resolution 8, to empower the directors generally pursuant to s570(1) of the U.K. Companies Act 2006 to allot equity securities (as defined in s560 of the U.K. Companies Act 2006) for cash pursuant to the general authority conferred on them by Resolution 8 as if s561(1) of the U.K. Companies Act 2006 did not apply to that allotment. This power:

(a) shall be limited to the allotment of equity securities up to an aggregate nominal amount of £327,921.00;

(b) expires (unless previously renewed, varied or revoked) on the earlier of the conclusion of the annual general meeting in 2024 and June 30, 2024 but so that the Company may make offers and enter into agreements before that expiry which would, or might, require equity securities to be allotted after that expiry and the directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and

(c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of s560(3) of the U.K. Companies Act 2006 as if in the first paragraph of this resolution the words “pursuant to the general authority conferred on them by Resolution 8” were omitted.

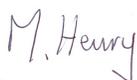
For the purposes of this resolution, references to the allotment of equity securities shall be interpreted in accordance with s560 of the U.K. Companies Act 2006.

Proposals 1 through 8 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 9 will be proposed as a special resolution. A special resolution is passed on a show of hands if it is approved by 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 5, 6 and 7 regarding adoption of our U.K. statutory annual accounts and reports for the year ended December 31, 2022, approval of the compensation of our named executive officers for the year ended December 31, 2022 and approval of our U.K. statutory directors’ annual report on remuneration for the year ended December 31, 2022 (excluding the directors’ remuneration policy) 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 5, 6 and 7.

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

### BY ORDER OF THE BOARD



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Margaret Henry  
Company Secretary  
April 13, 2023

### Registered Office

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

## Notes

- (a) Only those members registered in the register of members of the Company at 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on May 12, 2023 will be entitled to attend and vote at the Annual General Meeting (“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 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on May 12, 2023. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached 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 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on May 12, 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which 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 a 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 11, 2023 (being the last practicable date before circulation of this Notice), the Company's issued ordinary share capital consisted of 994,213,968 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 994,213,968.
- (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 employment 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.