Adaptimmune Therapeutics plc

Company Number 09338148

ANNUAL REPORT AND FINANCIAL STATEMENTS

for the year ended

31 December 2024

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DIRECTORS	Dr A Allen Mr L M Alleva Dr A Behbahani Mr J Furey Dr P Hegde Dr K M Hege Dr G Menzel Mr D M Mott Mr A G Rawcliffe
SECRETARY	Ms M Henry
COMPANY NUMBER	09338148
REGISTERED OFFICE	60 Jubilee Avenue Milton Park Abingdon Oxfordshire OX14 4RX
AUDITOR	KPMG LLP 2 Forbury Place 33 Forbury Road Reading RG1 3AD

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Adaptimmune Therapeutics plc was incorporated on 3 December 2014. The Directors submit this report and the Consolidated Financial Statements of Adaptimmune Therapeutics plc and its subsidiaries, including Adaptimmune Limited and Adaptimmune LLC (which may be referred to as "the Group", "we", "us" or "our") as of and for the years ended 31 December 2024 and 2023, as well as the financial statements for Adaptimmune Therapeutics plc ("the Company" or "the parent company") as of and for the years ended 31 December 2024 and 2023.

Adaptimmune Therapeutics plc is a public company limited by shares and incorporated and domiciled in England and Wales. Adaptimmune Limited is registered in England and Wales. Adaptimmune LLC is registered in the United States of America. We have a subsidiary in Netherlands, Adaptimmune B.V., which was established in the Netherlands in November 2020. TCR^2 Therapeutics Inc. became a subsidiary of Adaptimmune Therapeutics plc following the completion of an all-stock transaction on 1 June 2023. A list of our additional subsidiaries is set out in note 12 to the financial statements.

BASIS OF PRESENTATION

Our Directors have elected to prepare the group financial statements in accordance with applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006 ("Adopted IFRS"). The parent company financial statements are drawn up in accordance with the Companies Act 2006 and Financial Reporting Standard 101 ("FRS 101").

PRINCIPAL ACTIVITIES

The principal activity of Adaptimmune Therapeutics plc is the research, development, manufacture and commercialisation of cell therapies to treat cancer.

We are a commercial-stage biopharmaceutical company working to redefine the treatment of solid tumor cancers with cell therapies. We focus on providing novel cell therapies to people with cancer. Our first commercial product, TECELRA is indicated for the treatment of adults with unresectable or metastatic synovial sarcoma who have received prior chemotherapy and is the first product in our sarcoma product franchise. Lete-cel, which we are planning for US commercial launch in 2026, will be our second product in the sarcoma franchise and will target both synovial sarcoma and myxoid liposarcoma, significantly expanding our treatable patient population.

RESULTS AND DIVIDENDS

The result for the year is set out in the Consolidated Income Statement on page 73.

The Directors do not propose a dividend (2023: $nil).

CHARITABLE AND POLITICAL CONTRIBUTIONS

No charitable contributions were paid during the year (2023: $nil).

No donations were made during the year to political organisations (2023: $nil).

FINANCIAL INSTRUMENTS

Please refer to the Financial Risk Management section included in our Strategic Report, beginning on page 25 of this document.

STRUCTURE OF THE GROUP'S CAPITAL

Please refer to note 19 to the financial statements.

CONTRACTS OF SIGNIFICANCE

Please refer to the description of Collaborations and Strategic Alliances in our Strategic Report, beginning on page 15 of this document and notes 2 and 27 to the financial statements.

EVENTS AFTER THE REPORTING PERIOD

A description of material events that have occurred after the end of 2024 is included in the Strategic Report, beginning on page 10 of this document and in note 30 to the financial statements.

DIRECTORS

The following Directors have held office since the dates indicated below.

Dr A Allen	(Appointed 1 June 2023 and last re-elected 14 May 2024)
Mr L M Alleva	(Appointed 5 March 2015 and last re-elected 14 May 2024)
Dr A Behbahani	(Appointed 12 February 2015 and last re-elected 25 May 2022)
Mr J Furey	(Appointed 5 July 2018, last re-elected 25 May 2022)
Dr P Hegde	(Appointed 1 June 2023 and last re-elected 14 May 2024)
Dr K M Hege	(Appointed 1 November 2023 and last re-elected 14 May 2024)
Mr D M Mott	(Appointed 12 February 2015 and last re-elected 14 May 2024)
Dr G Menzel	(Appointed 1 June 2023 and last re-elected 14 May2024)
Mr A G Rawcliffe	(Appointed 1 September 2019 and last re-elected 16 May 2023)

During the year ended 31 December 2024, there were 18 meetings of the Board of Directors. All of our then Directors attended a minimum of 75% of the aggregate of the meetings of the Board of Directors and meetings of its committees of which he or she was a member and eligible to attend in 2024.

One-third of the Directors are subject to retirement by rotation at each Annual General Meeting of shareholders.

THIRD PARTY INDEMNITY PROVISION FOR DIRECTORS

At the time the report is approved, there are no qualifying third party indemnity provisions in place for the benefit of one or more of the Directors.

EMPLOYEE ENGAGEMENT

The Group was previously obligated to report on employee engagement within the Directors' Report, having met the statutory requirement of an average of more than 250 UK employees in the Group for the financial years ended 31 December 2021 and 2022. Despite the average number of UK employees being below the threshold for the financial years ended 31 December 2023 and 2024, the Group has chosen to disclose this information voluntarily. The Group is committed to the continued development of employee engagement by an effective communications and consultative framework. Further information regarding employee engagement is included in the Employee Consultation section and in the Section 172 (1) statement which are both set out in our Strategic Report.

DISABLED PERSONS

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

BUSINESS RELATIONSHIPS

The Directors have had regard to the company's need to foster business relationships with suppliers, customers and others. Further information is provided in the Section 172 (1) statement set out in our Strategic Report.

ENVIRONMENTAL MATTERS

Please refer to the Environmental Matters section included in our Strategic Report and to the information provided in the Section 172 (1) statement set out in our Strategic Report.

GOING CONCERN

Our business activities, together with the factors likely to affect our future development, performance and position, are set out in our Strategic Report beginning on page 20 and in the financial statements on page 80.

In determining whether our financial statements can be prepared on a going concern basis, our Directors considered the Group's business activities, together with the factors likely to affect our future development and performance. The review also included our financial position and cash flows.

Although these financial statements have been prepared on a going concern basis as discussed in Note 1 (d) to the financial statements, the Directors have concluded that material uncertainties exist that cast significant doubt upon the Group's ability to continue as a going concern for at least the next 12 months from the date of signing the financial statements.

AUDITOR

A resolution to reappoint KPMG LLP will be proposed at the forthcoming Annual General Meeting.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

All Directors in office at the time the report is approved confirm the following:

(i) so far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and

(ii) each Director has taken all the steps that he or she ought to have taken in his or her duty as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Directors' Report was approved by the Board on 9 April 2025.

On behalf of the Board

Adrian Rawcliffe
Director
11 April 2025

INTRODUCTION

Adaptimmune Therapeutics plc ("the Company") was incorporated on 3 December 2014. Adaptimmune Therapeutics plc on behalf of itself and its subsidiaries, including Adaptimmune Limited and Adaptimmune LLC (which may be referred to as "the Group", "we", "us" or "our"), is required to produce a strategic report complying with the requirements of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and the Companies (Miscellaneous Reporting) Regulations 2018 (the "Regulations").

OVERVIEW

We are a commercial-stage biopharmaceutical company working to redefine the treatment of solid tumor cancers with cell therapies. With the approval by the U.S. Food and Drug Administration ("FDA") of our first biologics license application ("BLA") for TECELRA® (afamitresgene autoleucel) ("TECELRA"), which is the first engineered T-cell therapy for the treatment of a solid tumor cancer approved in the U.S., we are now focused on its launch and commercialisation.

TECELRA is a genetically modified autologous T-cell immunotherapy indicated for the treatment of adults with unresectable or metastatic synovial sarcoma who have received prior chemotherapy, are HLA-A*02:01P, -A*02:02P, -A*02:03P, or -A*02:06P positive and whose tumor expresses the MAGE-A4 antigen as determined by FDA-approved or cleared companion diagnostic devices. This indication is approved under the FDA's accelerated approval based on overall response rate ("ORR") and duration of response. Continued approval for this indication may be contingent upon verification and description of clinical benefits in a confirmatory trial.

We are planning commercial launch for our second T-cell immunotherapy, letetresgene autoleucel ("lete-cel"), for people with synovial sarcoma and myxoid liposarcoma in 2026. This product will significantly expand our treatable patient population within our commercial sarcoma franchise with up to $400 million annual peak combined US sales from TECELRA and lete-cel. We estimate that approximately 400 newly diagnosed patients per year are biomarker eligible for TECELRA, and an incremental 600 newly diagnosed synovial sarcoma and myxoid liposarcoma patients per year in the US will be biomarker eligible for lete-cel.

In addition to our commercial sarcoma franchise we remain committed to our collaboration with Galapagos which uses our uzatresgene autoleucel ("uza-cel") candidate manufactured using the Galapagos manufacturing process. A clinical trial authorisation to start a Phase 1 trial in head and neck cancer is planned for 2025.

All of our products and clinical candidates utilise engineered T-cells designed to find and destroy cancer cells in patients. The T-cells are engineered to recognise particular antigens expressed by the cancer cells and to activate a person's immune system to fight the cancer they have. Our current products and clinical candidates are personalised treatment options where we take a person's white blood cells, modify them to express the engineered T-cells and then return those engineered T-cells to the patient.

During the fourth quarter of 2024 we announced that we were ceasing further investment in all non-core programs. We are undertaking a reduction in headcount of approximately 29% and a reduction of total operating expenses of approximately 25% (as compared to 2024 operating expenses). As of the end of February 2025, the majority of the headcount reduction has been completed. As part of this restructuring in December 2024, we also announced changes to our executive leadership team. In addition, we are implementing additional cost reduction for our preclinical PRAME and CD70 programs and are evaluating all strategic options to maximise shareholder value.

TECELRA and Commercialisation

We are focused on the commercialisation of TECELRA for the treatment of advanced synovial sarcoma and for which we received FDA approval on 1 August 2024. As of 18 March 2025, 20 Authorized Treatment Centers ("ATCs") are available to initiate the treatment journey for our patients and ten patients have been apheresed. We are confident that our full network of approximately 30 ATCs will be active by the end of 2025, covering an estimated 80% of patients treated in sarcoma centers of excellence. Companion diagnostics for biomarker detection are approved and available and we have

adequate manufacturing capacity to meet orders. AdaptimmuneAssist is available to support our patients and Health Care Providers (HCPs).

Letetresgene autoleucel ("lete-cel")

Lete-cel targets the NY-ESO antigen and has been in clinical trials (the IGNYTE-ESO trial) for people with synovial sarcoma and myxoid liposarcoma. It is the second product in our sarcoma franchise. Final data for the IGNYTE-ESO trial were reported at the Connective Tissue Oncology Society Annual Meeting ("CTOS") in November 2024.

In January 2025, lete-cel was granted breakthrough therapy designation by the U.S. FDA for the treatment of patients with unresectable or metastatic myxoid liposarcoma who have received prior anthracycline-based chemotherapy, are positive for HLA-A*02:01, HLA-A*02:05, or HLA-A*02:06, and whose tumor expresses the NY-ESO-1 antigen..

Clinical Programs

During 2025 we anticipate filing an IND for ADP-5701 for a Phase 1 trial in Head and Neck Cancer in collaboration with Galapagos NV ("Galapagos"). The trial will utilise the uza-cel engineered T-cell Receptor (TCR) and Galapagos' innovative decentralised cell therapy manufacturing platform. Uza-cel has shown encouraging results in head and neck cancer with partial responses in four out of five patients to date in a Phase 1 trial using Adaptimmune's manufacturing platform.

Pre-Clinical Programs

We have two preclinical programs for the development of T-cell therapies directed to PRAME (ADP-600) and CD70 (ADP-520). We have implemented additional cost saving measures in relation to these programs

Collaborations

We entered into a clinical collaboration agreement with Galapagos in May 2024. Under the collaboration agreement we will conduct a clinical proof-of-concept trial to evaluate the safety and efficacy of uza-cel produced on Galapagos' decentralised manufacturing platform (ADP-5701) in patients with head and neck cancer.

Prior collaborations with Genentech, relating to the research of "off-the-shelf" cell therapies, and GSK, relating to the transition of the NY-ESO and PRAME programs, have now either terminated or been concluded.

Corporate

We have facilities in the U.S. in Philadelphia and Boston, and in the United Kingdom ("U.K.").

During the fourth quarter of 2024 we announced that we were ceasing further investment in all non-core programs. We are undertaking a reduction in headcount of approximately 29% and a reduction of total operating expenses of approximately 25% (as compared to 2024 operating expenses). As of the end of February 2025, the majority of the headcount reduction has been completed. The restructuring aims to prioritise the commercial sarcoma franchise and R&D programs with the highest potential return on invested capital and transformational benefit to patients. As part of this restructuring the Company plans to focus an increasing proportion of its corporate functions in the US. We are also seeking strategic alternatives for our off-the shelf allogeneic cell therapy program. As part of this restructuring, we announced in December 2024 that Helen Tayton-Martin, our Co-founder and Chief Business and Strategy Officer, and Gavin Wood, our Chief Financial Officer, would step down on 31 March 2025 and 31 May 2025 respectively.

In addition to the restructuring announced in 2024, in March 2025 we announced implementation of additional cost reduction for the PRAME and CD70 programs. We are currently evaluating all strategic options for the Company and its programs.

On 24 March 2025 we entered into an amendment to the Loan and Security Agreement dated 14 May 2024 with Hercules Capital, Inc. ("Loan Agreement"). Under the amendment we will pre-pay $25 million of the loan amount under the Loan Agreement together with certain accrued interest up to the date of such pre-payment.

Our Cell Therapies for Cancer

The Immune System and T-cells

The immune system plays an important role in targeting and destroying cancer cells. Specifically, T-cells, which are a type of white blood cell, and their receptors create a natural system that is designed to scan the body for diseased cells. In general, cells process proteins internally and then convert these proteins into peptide fragments which are then presented on the cell surface by a protein complex called the Human Leukocyte Antigen ("HLA"). T-cells naturally scan all other cells in the body for the presence of abnormal peptide fragments, such as those generated from infectious agents. Recognition of this peptide-HLA complex takes place through the T-cell receptor or TCR expressed on the T-cells. However, binding of naturally occurring TCRs to cancer targets tends to be very poor because cancer proteins appear very similar to naturally occurring proteins on healthy cells.

Cancer Target Identification and Validation

Before developing any engineered T-cell therapy, it is important to identify and validate a suitable target cancer peptide or protein. The target or antigen must be expressed only on the cancer cells of interest or at very low expression levels in normal non-cancerous tissue. Careful validation and identification of targets is important to ensure that any engineered cell therapy is specific to the targeted cancer and does not bind to the same target on non-cancer cells, or that the receptor in the cell therapy does not recognise a similar peptide or protein derived in normal cells.

Our Cell Therapies

We have developed a range of cell therapies all of which utilise the interaction between a T-cell via its TCRs and a peptide or protein. Our cell therapies are made directly from a patient's own T-cells ("autologous" cell therapies).

For all of our autologous cell therapies patient T-cells are extracted and are then engineered to generate the end cell therapy whether this is through engineering of the TCR itself or through the addition of another agent which enhances the efficacy of the TCR or T-cell. The nature of the engineering impacts the type of cell therapy product generated. The engineered T-cells are then expanded and infused back into the patient. When these T-cells encounter a recognised peptide or protein within the patient's body, they multiply and initiate the destruction of the targeted cancer cells.

Adaptimmune has two receptor platforms, "TCRs" and "TRuCs", which target different classes of antigen. Engineered TCRs target peptides from intracellular proteins that are naturally processed into peptide fragments and presented on the cell surface by HLA, whereas TRuCs bind to protein targets that are expressed on the cell surface, similar to the way in which Chimeric Antigen Receptor or "CAR" T-cells act. Following identification of a suitable target protein that is expected to have a safe expression profile, we tailor our approach depending on the extracellular or intracellular location of the target.

For intracellular target proteins we identify potential immunogenic peptides that are processed and presented by specific HLA types and then identify TCRs that are capable of binding to that specific peptide/HLA complex. We engineer and optimise those identified receptors to enhance their ability to recognise and bind to the cancer targets, thereby enabling a highly targeted immunotherapy which complements a patient's immune system. The optimised TCR for the cell therapy then undergoes extensive preclinical safety testing prior to administration to patients who express the right protein target and HLA type. The majority of our products, current clinical candidates and most of our pre-clinical candidates target intracellular antigens presented by HLA-A2.

TRuCs use an antibody binding domain coupled to a CD3 subunit. The antibody portion binds to the target protein on the cancer cell and then the bound complex signals through a CD3/TCR complex using the natural signaling pathway of T

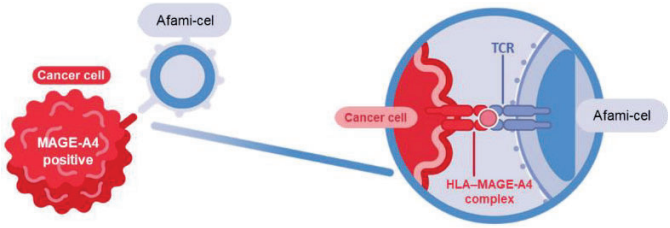
cells. The physiological signaling method of TRuCs is distinct from CAR T-cell signaling where multiple signaling units are combined in a single protein. Natural TCRs are sensitive to much lower antigen density than CARs. Our ADP-520 preclinical program uses a TRuC directed to the CD70 antigen. There is no HLA restriction with this product meaning that all patients with tumors expressing CD70 could be eligible.

Our programs

TECELRA

In August 2024 we received accelerated approval from the FDA for TECELRA (famitresgene autoleucel or afami-cel) for adults with unresectable/metastatic synovial sarcoma who have received prior chemotherapy, are HLA-A*02 eligible, and whose tumor expresses MAGE-A4 as determined by FDA-approved diagnostics.

Afami-cel consists of autologous T-cells engineered to express an affinity enhanced TCR targeting a MAGE-A4 peptide presented on cancer cells by certain human leukocyte antigens (HLAs).



Afami-cel, afamitresgene autoleucel; HLA, human leukocyte antigen; MAGE-A4, melanoma-associated antigen A4; TCR, T-cell receptor.

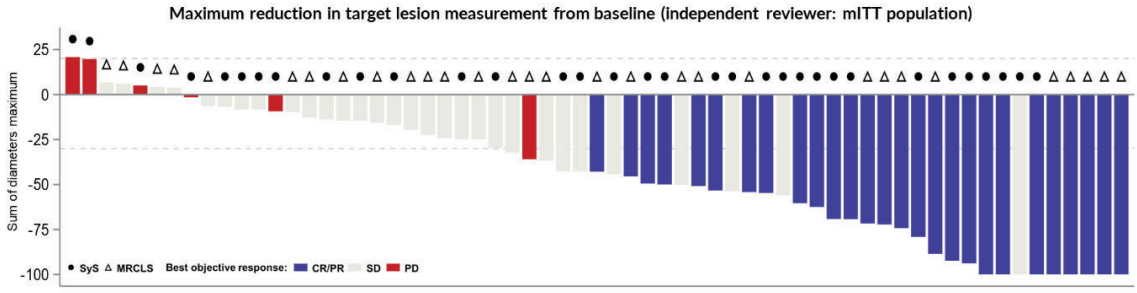
The approval of TECELRA was based on results from the SPEARHEAD-1 (Cohort 1) trial. In the primary analysis from the SPEARHEAD-1 trial, the pivotal trial for afami-cel, 52 patients were treated in cohort 1 of the trial. 44 synovial sarcoma patients and 8 myxoid liposarcoma patients. The overall response rate in the trial was 37% (19 out of 52 patients). Follow-up remains ongoing and as of 30 August 2023 median overall survival across synovial sarcoma and myxoid liposarcoma patients was 15 months. The median duration of response was 11.6 months in patients with synovial sarcoma and 4.2 months in patients with myxoid liposarcoma. Cytopenias were the most common Grade ≥3 adverse events. Cytokine release occurred in 71% of patients, with one grade 3 event. One patient had immune effector cell-associated neurotoxicity syndrome (Grade 1). Data from the analysis were reported in the Lancet in March 2024 (Lancet 2024;403: 1460-71).

There are more than 50 different types of soft tissue sarcomas which are categorised by tumors that appear in fat, muscle, nerves, fibrous tissues, blood vessels, or deep skin tissues. Synovial sarcoma accounts for approximately 5 to 10% of all soft tissue sarcomas (there are approximately 13,400 new soft tissue cases in the U.S. each year). One third of patients with synovial sarcoma will be diagnosed under the age of 30. The five-year survival rate for people with metastatic disease is approximately 20% and most people undergoing standard of care treatment for advanced disease experience recurrence and go through multiple lines of therapy, often exhausting all options.

Letetresgene autoleucel ("lete-cel")

Lete-cel targets the NY-ESO antigen and has been in clinical trials (the IGNYTE-ESO trial) for people with synovial sarcoma and myxoid round cell liposarcoma (MRCLS). Final data for the IGNYTE-ESO trial were reported at the Connective Tissue Oncology Society Annual Meeting ("CTOS") in November 2024. In the Phase II analysis, 27/64 (42%) people with synovial sarcoma or MRCLS had RECISTv1.1 responses by independent review, with 6 complete responses and 21 partial responses. The response rate was 14/34 (41%) for people with synovial sarcoma and 13/30 (43%) for people with MRCLS. The median duration of response (DoR) was reported as 12.2 months. In synovial sarcoma, the median duration of response was reported as 18.3 months and in MRCLS, the median duration of response was reported as 12.2

months. Safety findings were consistent with the known profile of lete-cel from previous data. All patients experienced treatment-emergent adverse events: cytopenias, cytokine release syndrome (CRS) and rash were the most common adverse events. Overall, toxicities were manageable, and consistent with an acceptable benefit to risk profile.



*Data cutoff 1 March 2024, primary efficacy analysis conducted on 64 patients treated with lete-cel conforming product (commercial supply). Data presented at CTOS 2024 by Dr. Sandra D'Angelo.

In January 2025, lete-cel was granted breakthrough therapy designation by the U.S. FDA for the treatment of patients with unresectable or metastatic MRCLS who have received prior anthracycline-based chemotherapy, are positive for HLA-A*02:01, HLA-A*02:05, or HLA-A*02:06, and whose tumor expresses the NY-ESO-1 antigen. We previously received breakthrough therapy designation for lete-cel in synovial sarcoma in 2016. This breakthrough designation is designed to expedite drug development and review processes. The criteria for this designation require preliminary clinical evidence that demonstrates the drug may have substantial improvement on at least one clinically significant endpoint over available therapy.

Pipeline

**Afami-cel also being investigated in the pediatric basket trial SPEARHEAD-3.*
***Data cut-off 1 March 2024, primary efficacy analysis conducted on 64 patients treated with lete-cel protocol (commercial supply). Data presented at CTOS 2024 by Dr Sandra D'Angelo*

Clinical Programs

We have a pediatric trial ongoing in the US in tumors expressing the MAGE-A4 antigen. Enrollment in our other ongoing clinical trials has ceased including the SURPASS-3 Phase 2 Trial in ovarian cancer.

We anticipate filing a clinical trial authorisation for a Phase 1 trial in Head and Neck Cancer in collaboration with Galapagos NV ("Galapagos") during 2025. The trial will utilise ADP-5701, uza-cel manufactured using Galapagos' innovative decentralised cell therapy manufacturing platform. Uza-cel has shown encouraging results in head and neck cancer with partial responses in four out of five patients to date in a Phase 1 trial using Adaptimmune's manufacturing platform.

Pre-Clinical Programs

We are currently focusing our preclinical pipeline on the development of T-cell therapies directed to PRAME (ADP-600) and CD70 (ADP-520). We have paused spend on these preclinical programs.

- PRAME is highly expressed across a broad range of solid tumors including ovarian, endometrial, lung and breast cancers. We are developing TCR T-cells directed to PRAME, with the initial candidate (ADP-600) currently in preclinical testing and next-generation candidates being developed over the longer term. We anticipated filing an IND for a Phase 1 trial with ADP-600 in 2025. ADP-600 has demonstrated high potency towards PRAME-positive tumor cells in pre-clinical testing.

- The CD70 program targets the CD70 antigen which is expressed across a range of hematological malignancies (acute myeloid leukemia and lymphoma) and solid tumors (renal cell carcinoma). We are using TRuC technology to develop a T-cell therapy (ADP-520) against CD70, with membrane bound IL-15 to enhance persistence. ADP-520 is currently in pre-clinical testing. The TRuC technology combines the targeting of CAR-T cells with T-cell TCR signaling.

COLLABORATIONS AND STRATEGIC ALLIANCES

Galapagos collaboration

We entered in a clinical collaboration agreement with Galapagos in May 2024. Under the collaboration agreement we will conduct a clinical proof-of-concept trial to evaluate the safety and efficacy of uza-cel (ADP-5701, our next-generation MAGE-A4 targeting TCR T-cell therapy) produced on Galapagos' decentralised manufacturing platform in patients with head and neck cancer. Under the collaboration agreement, Adaptimmune is entitled to an initial payment of $100 million, comprising $70 million upfront and $30 million of R&D funding, of which $85 million has been received and $15 million is due once the first patient is infused in the POC Trial. Galapagos has an option to exclusively license uza-cel for development and commercialisation in head and neck cancer and potentially other solid tumor cancer indications. The option exercise fees under the agreement are up to $100 million (dependent on the number of indications in relation to which the option is exercised) with additional development and sales milestone payments of up to $465 million plus tiered royalties on net sales.

Genentech and GSK collaborations

Prior collaborations with Genentech, relating to the research of "off-the-shelf" cell therapies, and GSK, relating to the transition of the NY-ESO and PRAME programs, have now either terminated or been concluded.

- In September 2024, we entered into a Mutual Release Agreement with Genentech which, among other things, resolved and released each party from any and all past, present and future disputes, claims, demands and causes of action, whether known or unknown, related to the Genentech Collaboration Agreement in any way. Under the terms of the Mutual Release Agreement, Genentech has paid $12.5 million. On receipt of the payment the Genentech Collaboration Agreement was terminated.

- In April 2023, we entered into a Termination and Transfer Agreement with GSK regarding the return of the PRAME and NY-ESO cell therapy programs. As part of that agreement sponsorship of the IGNYTE and LTFU clinical trials relating to the NY-ESO cell therapy program transferred from GSK to us. In

return for this, we received an upfront payment of £7.5 million with further milestones £22.5 million becoming paid through the remainder of 2023 and 2024. All payments have now been received under the agreement.

BUSINESS STRATEGY

Building on our leadership position with engineered T-cell therapies in solid tumor indications, our strategic objective is to be a world leader in designing, developing and delivering transformational cell therapies for the treatment of cancer. Our mission is to revolutionise the treatment of solid tumors with a single dose of engineered TCR T-cells and as a result to address cancers with high unmet needs. To achieve our mission, our primary core value drivers are as follows:

- ***Building a commercial franchise in synovial sarcoma and MRCLS.*** Our first T-cell therapy product, TECELRA, is now approved in the US for the treatment of advanced MAGE-A4+ synovial sarcoma in adults with certain HLA types who have received prior chemotherapy. We will continue to increase the number of ATCs as quickly as possible during 2025 to maximise patient treatment with TECELRA within the US. We are intending to submit a rolling BLA for our second product, lete-cel starting in the US in 2025 and targeting U.S. commercial launch in 2026. We are also actively exploring the best way to expand the commercial franchise into other countries and/or into other HLA types.

- ***Progressing ADP-5701 (uza-cel manufactured on Galapagos manufacturing platform) into the clinic.*** We are collaborating with Galapagos to file a clinical trial authorisation to bring ADP-5701 into the clinic during 2025.

- ***Continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients.*** Our cell therapy product manufacturing capabilities enable us to treat patients effectively and in support of our other priorities. We will continue to improve our manufacturing and patient supply processes and options using a mix of internal capabilities and external suppliers.

DEVELOPMENT AND PERFORMANCE DURING THE PERIOD

Revenue

Revenue increased by $117.7 million to $178.0 million for the year ended 31 December 2024 from $60.3 million for the year ended 31 December 2023 primarily due to the termination of the Genentech Collaboration Agreement in April 2024, resulting in a cumulative catch-up adjustment of $101.3 million in the second quarter of 2024, and the subsequent Mutual Release Agreement, resulting in the remaining deferred revenue and additional payment being recognised as $37.8 million of revenue in the third quarter of 2024. This compares to the termination of the Astellas Collaboration Agreement in the first quarter of 2023, which resulted in the remaining deferred revenue for the collaboration of $42.4 million being recognised as revenue in March 2023.

Total revenue from Galapagos, Genentech and GSK in the year ended 31 December 2024 was $0.5 million, $163.9 million and $12.4 million respectively, compared to $44.0 million, $15.8 million and $0.5 million from Astellas, Genentech and GSK in 2023, respectively. The revenue recognised in 2024 and 2023 for Genentech and Astellas, respectively, includes the impact of the events noted above, as well as revenue recognised as research and development work for the collaborations was performed.

Research and Development Expenses

Research and development expenses increased by 10% ($14.3 million) to $158.5 million for the year ended 31 December 2024 from $144.3 million for the year ended 31 December 2023.

The net increase in our research and development expenses of $14.3 million for the year ended 31 December 2024 compared to the year ended 31 December 2023 was primarily due to the following:

- an increase of $9.3 million in salaries, materials, equipment, depreciation of property, plant and equipment and other employee-related costs, which is driven primarily by an increase in the average number of employees engaged in research and development following the acquisition of TCR[2] in June 2023 and annual salary increases, and increased costs relating to property due to additional lease properties acquired following the acquisition of TCR[2];

- an increase of $3.6 million in subcontracted expenditures, including clinical trial expenses, contract research organisation (CRO) costs and contract manufacturing expenses, largely driven by an increase in manufacturing work relating to our lete-cel product; and

- an increase of $1.9 million in in-process research and development costs due to a credit of $1.9 million in 2023 that was not repeated in 2024; offset by

- a decrease of $1.3 million in share-based compensation expenses due to a combination of lower fair value of options granted in 2024 compared to 2023 and an increase in expected forfeitures due to the restructuring announced in the fourth quarter of 2024.

Our subcontracted costs for the year ended 31 December 2024 were $52.1 million, compared to $48.4 million in the same period of 2023. This includes $39.8 million directly associated with our afami-cel, lete-cel and uza-cel T-cells and $12.3 million of other costs.

Our research and development expenses are highly dependent on the phases and progression of our research projects and future clinical trial results and therefore fluctuate from period to period.

Administrative Expenses

Administrative expenses increased by $16.2 million to $91.9 million for the year ended 31 December 2024 from $75.7 million in the same period in 2023, primarily due to the following:

- an increase of $3.5 million in salaries, depreciation of property, plant and equipment and other employee-related costs compared to the equivalent period in 2023, due primarily increase in headcount as a result of the commercialisation of TECELRA;

- an increase of $6.1 million in restructuring charges due to the new restructuring program initiated in November 2024. The charge in 2023 relates to the restructuring program initiated in the fourth quarter of 2022 which was a smaller overall program and the majority of costs associated with that program were recognised in 2023; and

- an increase of $8.1 million in other corporate costs due to an increase in accounting, legal and professional fees, due primarily to a combination of fees relating to business development work and fees relating to preparation for commercialisation.

Impairment of property, plant and equipment

Impairment of property, plant and equipment relates to an impairment loss on leasehold improvement assets relating to the UK manufacturing facility, recognised following the restructuring and reprioritisation of activities announced in November 2024.

Other Income

Other income relates to reimbursements of certain equity issue costs and reimbursement through the U.K. Research and Development Expenditure Credit. Other income increased by $2.8 million to $5.8 million for the year ended 31 December 2024 from $3.0 million in the year ended 31 December 2023.

Finance Income

Interest income primarily relates to interest on cash, cash equivalents and financial assets held at fair value through other comprehensive income. Finance income increased by $0.6 million to $6.6 million in the year ended 31 December 2024 compared to $6.0 million in the year ended 31 December 2023.

Finance Expense

Finance expense increased by $5.3 million to $7.4 million in the year ended 31 December 2024 from $2.1 million in the year ended 31 December 2023. Finance expense comprises interest arising on the loan with Hercules Capital, net unrealised foreign exchange losses and interest costs on lease liabilities and increased primarily due to $3.3 million of loan interest for which there was no equivalent in 2023.

Taxation

Taxation primarily relates to tax credits received under the U.K. Research and Development Scheme for small and medium sized entities (the "SME R&D Tax Credit") offset by income taxes arising in the U.S. tax jurisdiction. The taxation credit decreased by $7.7 million to $6.0 million for the year ended 31 December 2024 from $13.7 million for the year ended 31 December 2023 primarily due to a combination of decreases in the associated research and development costs for which the SME R&D Tax Credit may be claimed and a reduction in the effective rate at which the tax credits can be claimed which was effective from 1 April 2023 and increased activity in our U.S. subsidiary resulting in higher intercompany recharges and higher taxable profit.

POSITION OF GROUP AT YEAR END

Liquidity and Capital Resources

Since our inception, we have incurred significant net losses and negative cash flows from operations. We financed our operations primarily through sales of equity securities, cash receipts under our Astellas Collaboration Agreement, Galapagos, Genentech and GSK Collaboration and License Agreements and GSK Termination and Transfer Agreement, government grants and research and development tax and expenditure credits. From inception through to 31 December 2024, we have raised:

- $900.2 million of proceeds from issues of equity, net of issue costs;
- $49.5 million, net of discount, drawn from the Hercules Capital loan facility;
- $545.8 million through collaborative arrangements with Galapagos, Genentech, GSK and Astellas;
- $154.9 million in the form of U.K. research and development tax credits and receipts from the U.K. RDEC Scheme; and
- $45.3 million in cash and cash equivalents and restricted cash and $39.5 million of marketable securities were also acquired as part of the strategic combination with TCR^2 Therapeutics Inc.

We use a non-GAAP alternative performance measure, Total Liquidity, which is defined as the total of cash and cash equivalents, and marketable securities, to evaluate the funds available to us in the near-term. A description of Total

Liquidity and reconciliation to cash and cash equivalents, the most directly comparable IFRS measure, are provided below under "Non-GAAP measures".

As of 31 December 2024, we had cash and cash equivalents of $91.1 million and Total Liquidity of $151.6 million.

During the year ended 31 December 2024, the Group incurred a net loss of $71.9 million, used cash of $69.1 million in its operating activities, and generated revenues of $178.0 million. The Group has incurred net losses since inception, and it expects to incur operating losses in future periods.

In accordance with IAS 1 *Presentation of Financial Statements*, Management evaluated whether there are material uncertainties related to events or condition that cast significant doubt upon the Group's ability to continue as a going concern within 12 months from the signing of the financial statement. Management concluded that there are material uncertainties that cast significant doubt upon the Group's ability to continue as a going concern. See Note 1(d) to the Consolidated Financial Statements for further detail.

None of the potential mitigating actions in Note 1(d) are under the direct control of the Group. As a result, the material uncertainties that cast significant doubt upon the Group's ability to continue as a going concern within 12 months from 31 December 2024 are not alleviated as of the date of signing the financial statements.

SUMMARY OF CASH FLOWS

Operating Activities

Net cash used in operating activities decreased by $68.2 million to $69.1 million for the year ended 31 December 2024 compared to $137.3 million for the year ended 31 December 2023. The net cash used in operating activities in the year ended 31 December 2024 decreased as a result of the payments of $85 million, $13.8 million and $9.7 million from Galapagos, Genentech and GSK, respectively, compared to $16.8 million and $34.7 million from Genentech and GSK in 2023, respectively, and receipts of R&D tax credits of $44.3 million in 2024 compared to $1.6 million in 2023. This was offset by an increase in operating expenditure as the Company commenced commercialisation of TECELRA.

In addition, the U.K. R&D tax credits received in the year ended 31 December 2024, were $42.7 million higher than that received during the year ended 31 December 2023, due to the U.K. R&D tax credit for the year ended 31 December 2022 being received in January 2024.

Net cash used in operating activities of $69.1 million for the year ended 31 December 2024 comprised a net loss before tax of $77.9 million, the interest element of lease payments of $2.1 million, other interest paid of $2.1 million, $66.0 million of unfavourable changes in operating assets and liabilities and noncash items of $32.3 million, offset by taxes received of $41.4 million and interest received of $5.2 million. The noncash items consisted primarily of depreciation expense on plant and equipment of $10.8 million, amortisation of intangible assets of $0.2 million, impairment of property, plant and equipment of $10.4 million, share-based compensation expense of $10.9 million, net finance income of $0.2 million and other items of $0.2 million.

Investing Activities

Net cash used in investing activities was $57.2 million for the year-ended 31 December 2024 compared to net cash provided by investing activities of $175.5 million for the year ended 31 December 2023. The Group invests surplus cash and cash equivalents in marketable securities. Cash provided by investing activities decreased in the year ended 31 December 2024 due to a combination of the cash received from the TCR^2 acquisition in 2023 and a decrease in maturity or redemption of marketable securities due to 2023 having a high volume of investments maturing due to a combination of higher opening investments on 1 January 2023 compared to 1 January 2024 and the maturity of investments acquired as part of the TCR^2 acquisition, all of which matured in 2023.

Net cash from investing activities in the year ended 31 December 2024 included purchases of property and equipment of $0.9 million, acquisition of intangibles of $1.0 million, investment in financial assets at fair value through other comprehensive income of $100.4 million, offset by cash inflows from maturity or redemption of financial assets at fair value through other comprehensive income of $44.0 million.

Financing Activities

Net cash from financing activities was an inflow of $73.8 million compared to an outflow of $3.1 million for the years ended 31 December 2024 and 2023, respectively.

Net cash used in financing activities for the year ended 31 December 2024 consisted of net proceeds from the issuance of borrowings of $49.5 million, net proceeds from public offerings of $29.2 million and proceeds from exercise of share options of $0.1 million, offset by principal payments of lease liabilities of $4.9 million.

KEY PERFORMANCE INDICATORS

Total Liquidity (a non-GAAP measure) is the total of cash and cash equivalents and marketable securities. Each of these components appears on the consolidated balance sheet. The IFRS financial measure most directly comparable to Total Liquidity is cash and cash equivalents as reported in the consolidated financial statements, which reconciles to Total Liquidity as follows (in thousands):

As of 31 December	2024	2023
Cash and cash equivalents	$ 91,139	$ 143,991
Marketable securities	60,466	2,947
Total Liquidity	**$ 151,605**	**$ 146,938**

We believe that the presentation of Total Liquidity provides useful information to investors because management reviews Total Liquidity as part of its management of overall liquidity, financial flexibility, capital structure and leverage. The definition of Total Liquidity includes marketable securities, which are highly-liquid and available to use in our current operations.

PRINCIPAL RISKS AND UNCERTAINTIES

Financial

We are a commercial-stage biopharmaceutical company with only one product approved for commercial sale. We have generated limited revenue from product sales. We have a history of losses and anticipate that we will incur continued losses for at least the next few years. We cannot be certain that we will achieve or sustain profitability and it is very difficult to predict any future financial performance. Our ability to generate any significant revenue from any of our current therapeutic candidates cannot be guaranteed. We cannot be certain that additional funding will be available on acceptable terms, or at all. There is material uncertainty as to our ability to continue as a going concern within one year after the date of this report. We have executed a restructuring of the company to reduce headcount and expenses and have paused spend on our PRAME and CD-70 programs. Despite this we must obtain additional funding. We may be unable to obtain this additional funding or if we do such additional funding may be on unfavourable terms. If we fail to obtain additional funding we may have to significantly delay, scale back or discontinue the development or commercialisation of our T-cells, cell therapies or other research and development initiatives. Our license and supply agreements may also be terminated if we are unable to meet the payment obligations under these agreements. In addition we may be required to repay all or part iof the remaining loan advances received under the Loan Agreement. Our current cash projections include reliance on our ability to obtain certain tax credits and our ability to obtain or continue to obtain such tax credits cannot be guaranteed.

Economic Uncertainty

Economic uncertainty in various global markets, including the U.S. and Europe, caused by pandemics and political instability, including the effects of Russia's invasion of Ukraine and Israel-Hamas conflict, have led to market disruptions, including significant increases in commodity prices, energy and fuel prices, credit and capital market instability and supply chain interruptions which have caused record inflation globally. This has led to significant volatility in capital markets which continues to limit our ability to raise funds and as a result has impacted our ability to conduct certain of our planned activities including the start of certain trials, progression of pre-clinical candidates into clinical trials and the speed with which we can manufacture and supply cell therapies for clinical trials. If these market conditions persist for a prolonged period of time we could be required to take additional measures and potentially restructure the Company's business. Any such disruptions may also magnify the impact of other risks and may impact our ability to realise value from our ongoing third party collaborations or to perform those collaborations or other business activities as currently planned.

Unstable market and economic conditions

Economic uncertainty in global markets may impact on our ability to raise additional capital when needed. Prolonged uncertainty may impact third party service providers and impact their ability to meet their commitments to us. Global credit markets have experienced significant volatility in recent years due to conflicts in Ukraine/Russia and Israel/Hamas. This volatility may result in long periods of political instability, periods of higher inflation, diminished liquidity and credit availability, declines in consumer confidence, reduction in economic growth and increases in unemployment.

Commercialisation

Our business is dependent in part on the successful commercialisation of TECELRA. The commercial success of TECELRA is dependent on a number of factors including ability to successfully manufacture, ability to activate treatment centres, availability of the tests required prior to receiving TECELRA, ability of our third party sub-contractors to perform to requirements, willingness of physicians and treatment centres to prescribe TECELRA, coverage and adequate reimbursement from care plans, private insurers, government payors or other third parties, identification of patients eligible to receive TECELRA, demand for TECELRA, avoidance of third party interference and our ability to comply with post-marketing requirements and obligations imposed by the FDA.

TECELRA is approved under accelerated approval in the US. Continued approval is dependent upon verification and description of the clinical benefit in a confirmatory trial. Ability to obtain traditional approval for TECELRA may depend on our ability to conduct additional clinical trials.

Successful sales of TECELRA may depend on the availability of coverage and adequate reimbursement from third party payors.Obtaining coverage and adequate reimbursement is critical to the acceptance of TECELRA. Reimbursement can depend on a number of factors including whether the product is safe, effective and medically necessary, appropriate for the patient and cost effective. Obtaining coverage and reimbursement approval is time-consuming and costly and may require provision of additional data to support the use of TECELRA.

We face an inherent risk of product liability as a result of the fact that we now have a commercial product and also resulting from clinical testing of our cell therapies. If we can not successfully defend ourselves, we may incur substantial liabilities or be required to limit commercialisation of our cell therapies.

Our ability to commercialise further cell therapies is dependent on the progression of clinical candidates through regulatory approval processes and on the results seen in clinical trials. Clinical trials are expensive, time-consuming and difficult to implement and there is no guarantee that the results seen in any clinical trials will be sufficient to progress to the next stage of any clinical approval or ultimately to the obtaining of a marketing approval for any of our cell therapies. In addition regulatory authorities may require additional or confirmatory clinical studies as a requirement for approving any cell therapy which will increase the costs associated with bringing any product to the market. We are currently planning for the BLA filing of lete-cel. There is no guarantee that we will be able to obtain marketing authorisation for lete-cel or that approvals will be obtained in accordance with current timelines. The FDA may also impose post marketing requirements on any approval for lete-cel which will require additional resources to implement. For example, the FDA may require a REMS or may require additional assays or tests to be conducted.

The market opportunities for our cell therapies, including TECELRA, may be limited in terms of geographic scope or type of patients which can be treated or only to patients who have failed prior treatments. Our estimates of the potential patient population which can be treated may be inaccurate affecting the amount of revenue obtainable for any product. Likewise, the amount of revenue that can be obtained in relation to any cell therapies may be impacted by the nature of pricing reimbursement coverage or schemes available or in place in any specific country and the continuation of such coverage and schemes. We may not be able to adequately price our cell therapies due to regulatory changes affecting pricing, coverage, and reimbursements. Even if we are successful in obtaining regulatory approval, our candidates may not gain market acceptance or utility.

In addition, we expect that regulatory authorities will require the development and regulatory approval of a companion diagnostic assay as a condition to approval for our cell therapies. We rely in large part on third parties to perform these functions and conduct the assays. If we or our collaborators, or any third parties that we engage to assist us, are unable to successfully develop companion diagnostic assays for use with any T-cells or are unable to obtain regulatory approval or experience delays in either development or obtaining regulatory approval, we may be unable to identify patients with the specific profile targeted for commercialisation of our cell therapies.

Following approval of our therapies we will be subject to ongoing regulatory obligations which may result in significant additional expense. We must also comply with extensive requirements on advertising and promotion of our commercial products, which are subject to a variety of legal and regulatory restrictions.

Furthermore, we will face increasing competition from third parties as we proceed through clinical programmes, and such third parties may have more funding and resources than us, impacting on our end ability to bring our therapeutic candidates to market. The commercial success of our cell therapies is subject to significant competition from product candidates that may be superior to, or more established, or cost effective than, our cell therapies. If the testing or use of our cell therapies harms people, or is perceived to harm them even when such harm is unrelated to our products, we could be subject to costly and damaging product liability claims.

Dependence on Clinical Candidates

Our business is dependent on a small number of clinical candidates including lete-cel. There is no certainty that the results obtained in clinical trials of our existing clinical candidates will be sufficient to enable progression of those candidates through our clinical programmes or the obtaining of regulatory approval or marketing authorisation. The results are initial patient results and there is no certainty that other patients will respond or that responses will continue. There can also be no guarantee that clinical candidates will progress through clinical programmes within anticipated timescales or that we will be able to recruit sufficient clinical trial subjects at all or within anticipated timescales. There is significant competition from third party trials in relation to the recruitment of patients. The outcome of clinical trials is inherently uncertain. Negative results seen in clinical programmes with one clinical candidate may impact on our other clinical programmes or prevent other clinical programmes from starting. T-cell therapy is a novel approach for cancer treatment which is not completely understood and the impact of such therapy cannot be predicted. Our clinical candidates may cause adverse events or fatalities which result in the suspension or halting of clinical programmes.

Research Programmes

We have a number of pre-clinical and other candidates (including next generation candidates) under development. Development of further candidates and pre-clinical assessment of those candidates takes a substantial amount of time, effort and money and we may encounter significant delays in taking further candidates into clinical programmes or in finding suitable further candidates to further develop.

Manufacturing

Manufacturing and administration of our cell therapies is complex and highly regulated. As a result, we may encounter difficulties or delays in manufacture of cell therapies, testing and release of our cell therapies during or following manufacture, scaling up or further development of any part of our manufacturing process or any associated development

activities. Given the complexity of the manufacturing processes, there is a risk that we will not be able to manufacture our cell therapies reliably or at acceptable costs or on required timescales. Any delays in our manufacture of cell therapies can adversely affect a patient's outcomes and result in delays to our clinical trials. Delays or failures in our manufacturing process can result for a number of different reasons including failure in the process itself, lack of reliability in the process, inaccuracy or failure to produce test results or poor test results, product loss caused by logistical issues, inability to obtain manufacturing slots from our third party contract manufacturers, inability to procure starting materials, close-down of manufacturing facility (whether our own or a third party facility), contamination of starting materials, a requirement to modify or further develop the manufacturing process and supply chain failures or delays.

The manufacture of our existing cell therapies is heavily reliant on third parties who are outside of our control. A delay or problem with any of our third party contract manufacturers or third party suppliers can result in delays to the overall manufacturing process, an inability to supply our therapeutics to clinical trial sites when required, and increased cost being incurred in the manufacture and supply of our cell therapies.

Our manufacturing process needs to comply with regulatory requirements in the United States, Canada, UK and certain countries in the European Union. Any failure to comply with the relevant regulatory requirements could result in delays in or termination of our clinical programmes or suspension or withdrawal of regulatory approvals for our cell therapies or manufacturing process (whether at our own facility or at the facility of any of our third party contract manufacturers).

For commercial manufacture of TECELRA we are subject to additional requirements and any delays or failures could lead to product liability or other third party claims for damages or reimbursement. Our ability to successfully manufacture commercial product could impact our commercialisation success and the number of patients we are able to treat.

Regulation and Financial Controls

Our cell therapies and clinical candidates are highly regulated and the regulatory process is lengthy and time-consuming. We may experience significant delays in obtaining regulatory approval, satisfying post-marketing obligations or be required to make changes to our cell therapies, clinical programmes or therapeutic candidates by regulatory authorities. Our ability to obtain or maintain accelerated approval or orphan drug designation for any clinical candidate is difficult to predict and may require the development of additional processes or assays. Any commercialisation of our cell therapies, for example lete-cel, will also require approval for companion diagnostics, which may result in additional regulatory, commercialisation and other risks. We are reliant on a third party for development of any companion diagnostic. We have post-marketing obligations imposed by the FDA in the context of the review of our BLA and the commercialisation of TECELRA. These obligations increase the costs and resources associated with launch of TECELRA and the costs of commercialising TECELRA. Even if we are successful in obtaining regulatory approvals in one country, for example the US for TECELRA, this does not mean that we will be successful in other countries and further clinical programmes may be required to obtain required regulatory approvals in such other countries. Should we obtain regulatory approval for any of our cell therapies we will be subject to ongoing regulatory obligations and requirements which may result in significant additional expense or delays to commercialisation of our products. Any failure to comply with regulatory requirements at any stage in the development or commercialisation of our cell therapies may harm our reputation and significantly affect our operating results.

We are also subject to regulation as a company both in the United Kingdom and the United States including in relation to financial controls, anti-bribery and other internal policies and controls. If we fail to establish and maintain proper internal controls our ability to comply with applicable regulations could be impaired. Any failure to remediate this material weakness or the identification of any other weaknesses in our internal controls over financial reporting may undermine the ability to provide accurate, timely and reliable reports on our financial and operating results.

Litigation

We face an inherent risk of product liability given the nature of our business and will face an even greater risk upon commercialisation of any candidates including afami-cel. We cannot guarantee that any insurance coverage we obtain will be sufficient to cover any product liability that arises. We may also face claims brought by third parties in relation to the

way in which we run or manage our business, report the results of our business, or the impact our operations have on such third parties.

Third Parties

Certain raw materials or precursor materials used in the manufacture and supply of our cell therapies may come from sole source or limited source suppliers. For example, we rely on ThermoFisher Scientific Inc. ("ThermoFisher") and the technology we utilise for the activation and expansion of T-cells. Inability to obtain the relevant technology from ThermoFisher would cause delays to our clinical programmes and our ability to manufacture, supply and administer our TCR therapeutic candidates. The vector for afami-cel is manufactured by a third party CMO and any delay in supply could impact our ability to supply afami-cel commercially. We also rely heavily on third parties to conduct our clinical trials including universities, medical institutions, Contract Research Organisations ("CROs") and other clinical supply organisations.

We are using certain third parties for the commercialisation of TECELRA and are reliant on these third parties to provide the services we require for commercialisation. Any delay in provision of these services by third parties will result in a delay in the commercialisation of TECELRA, delay ability to treat our patients and our ability to obtain revenues from such supply.

Suppliers

We depend upon a limited number of suppliers, and certain components or raw materials for our cell therapies may only be available from a sole source or limited number of suppliers. Even if the key components that we source are available from other parties, the time and effort involved in obtaining any necessary regulatory approvals for substitutes could impede our ability to replace such components timely or at all. The loss of a sole or key supplier would impair our ability to deliver products to our patients or clinical sites in a timely manner, adversely affect our sales and operating results and negatively impact our reputation.

Intellectual Property

We may be forced to litigate to enforce or defend our intellectual property rights and to protect our trade secrets. We may also not be able to obtain suitable protection for our technology or products, or the cost of doing so may be prohibitive or excessive. We cannot provide any assurance that the intellectual property rights that we own or license provide protection from competitive threats or that we would prevail in any challenge mounted to our intellectual property rights. Third parties may claim that our activities or products infringe upon their intellectual property which will adversely affect our operations and prove costly and time-consuming to defend against. We have licensed, and expect to continue to license, certain intellectual property rights from third parties. We cannot provide any assurances that we will be successful in obtaining and retaining licences or proprietary or patented technologies in the future. Further, our products may infringe the intellectual property rights of others and we may be unable to secure necessary licences to enable us to continue to manufacture or sell our products.

Employees

We rely on the ongoing involvement of certain key employees. Our ability to further progress our products and develop further clinical candidates is dependent on our ability to grow the size and capabilities of our organisation and we may experience difficulties in managing this growth or achieving this growth within anticipated timescales.

Facilities

If any of our existing facilities or any future facilities, infrastructure or our equipment, including our information technology systems, were damaged or destroyed, or if we experience a significant disruption in our operations for any reason, our ability to continue to operate our business could be materially harmed. For example, if our US facility or infrastructure was damaged or destroyed we may be unable to make certain cell therapies until an alternative manufacturer

has been found. We maintain insurance coverage against damage to our property and equipment and business interruption and research and development.

FINANCIAL RISK MANAGEMENT

The Group is exposed to market risks in the ordinary course of our business, which are principally limited to interest rate fluctuations, foreign currency exchange rate fluctuations, particularly between pound sterling and U.S. dollar, and credit risk. These risks are managed by maintaining an appropriate mix of cash deposits and securities in various currencies, placed with a variety of financial institutions for varying periods according to expected liquidity requirements.

As of 31 December 2024, we held $69.4 million in marketable securities of which $8.9 million is included within cash equivalents, with the aim of diversifying our investments and reducing credit risks. We have not entered into investments for trading or speculative purposes.

Interest Rate Risk

The Group's surplus cash and cash equivalents are invested in interest-bearing savings, money market funds, corporate debt securities and commercial paper from time to time. The Group's investments in corporate debt securities are subject to fixed interest rates. The Group's exposure to interest rate sensitivity is impacted by changes in the underlying U.K. and U.S. bank interest rates and the fair market value of our corporate debt securities will fall in value if market interest rates increase. The Group's borrowings are subject to a variable interest rate if the Prime Rate increases above a contractual minimum but are effectively fixed if the Prime Rate is below this level. The Prime Rate is currently below our contractual minimum.

Management does not believe an immediate one percentage point change in interest rates would have a material effect on the fair market value of our portfolio, and therefore does not expect the operating results or cash flows to be significantly affected by changes in market interest rates.

Currency Risk

The Group is exposed to foreign exchange rate risk because we currently operate in the United Kingdom and the United States. The Group's expenses are generally denominated in the currency in which the operations are located, which are the United Kingdom and the United States. However, the U.K.-based subsidiary incurs significant research and development costs in U.S. dollars and, to a lesser extent, Euros.

The results of operations and cash flows will be subject to fluctuations due to changes in foreign currency exchange rates, which could harm our business in the future. The Group seeks to minimise this exposure by maintaining currency cash balances at levels appropriate to meet forthcoming expenses in U.S. dollars and pounds sterling. To date, the Group has not used forward exchange contracts or other currency hedging products to manage exchange rate exposure, although it may do so in the future. The exchange rate as of 31 December 2024, the last business day of the reporting period, was £1.00 to $1.25.

Credit Risk

The Group's cash and cash equivalents are held with multiple banks and the Group monitors the credit rating of those banks. The investments in corporate debt securities and commercial paper are subject to credit risk. The Group's investment policy limits investments to certain types of instruments, such as money market instruments, corporate debt securities and commercial paper, places restrictions on maturities and concentration by type and issuer and specifies the minimum credit ratings for all investments and the average credit quality of the portfolio.

Trade receivables were $1.5 million and $0.8 million as of 31 December 2024 and 2023 respectively. Trade receivables arise in relation to the Galapagos Collaboration and License Agreement (from 30 May 2024), the Genentech Strategic Collaboration and License Agreement until 23 September 2024) and the GSK Termination and Transfer Agreement and

from commercial product sales. The Group has been transacting with Galapagos since May 2024, Genentech since October 2021 and GSK since 2014 and have been selling products commercially since November 2024, during which time no credit losses have been recognised. No balances were past due as of 31 December 2024; the receivables have been determined to have a low credit risk at 31 December 2024 and 12-month expected credit losses are not material.

Inflation risk

Inflation may generally affect the Group by increasing the cost of labor and research and development expenses. While the Group has experienced increased operating expenses in recent periods, which Management believes is due in part to the recent growth in inflation, Management does not believe that inflation has had a material effect on our business, financial condition or results of operations during the year ended 31 December 2024; however, operating expenses may continue to increase in future periods due to inflation.

Going Concern

The Group's going concern assessment is provided in the Directors' Report on page 9 and information about the going concern basis of preparation is provided in Note 1(d) to the financial statements.

ENVIRONMENTAL MATTERS

Our operations require the use of hazardous materials, which, among other matters, subjects us to a variety of federal, state, local and foreign environmental, health and safety laws, regulations and permitting requirements, including those relating to the handling, storage, transportation and disposal of biological and hazardous materials and wastes. The primary hazardous materials we handle or use include human blood samples and solvents. Some of the regulations under the current regulatory structure provide for strict liability, holding a party liable for contamination at currently and formerly owned, leased and operated sites and at third party sites without regard to fault or negligence. We could be held liable for damages and fines as a result of our, or others', operations or activities should contamination of the environment or individual exposure to hazardous substances occur. We could also be subject to significant fines for failure to comply with applicable environmental, health and safety requirements. We cannot predict how changes in laws or development of new regulations will affect our business operations or the cost of compliance.

GREENHOUSE GAS REPORT

Our greenhouse gas emissions estimates for 2024 and 2023 have been prepared in accordance with the UK Government's guidance document "Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance, from March 2019".

Greenhouse Gas Emissions for the Group

Period	**Year ended 31 December 2024**	**Year ended 31 December 2023**
Source	**Tonnes carbon dioxide equivalent (tCO2-e)**	**Tonnes carbon dioxide equivalent (tCO2-e)**
Estimated greenhouse gas emissions from our own activities, including the combustion of fuel and the operation of our facilities	0.00	0.00
Estimated greenhouse gas emissions from purchased electricity, heat, steam or cooling for own use	1,065.79	1,264.66
Total estimated greenhouse gas emissions	**1,065.79**	**1,264.66**
Intensity ratio: Total greenhouse gas emissions per employee on the basis of the average number of 476 full-time equivalent employees during the year ended 31 December 2024 (2023: 439).	**2.239**	**2.881**

The Group consumed less than 40,000 MWh of energy during the year ended 31 December 2024 and, as a low energy user, is exempt from reporting on its total global energy use and information relating to energy efficiency action.

We have used the most recent evidence or estimates provided by our energy supply partners to generate our disclosure of emissions for the period. These include the purchase of electricity, heat, steam or cooling. Standard emissions factors from the "UK Government GHG Conversion Factors for Company Reporting 2023" guidance were applied in order to estimate emissions. The Group considers that the intensity ratio of tonnes of carbon dioxide per full-time equivalent employee is a suitable metric for its operations.

Electricity usage at our leased facilities in the United States and the United Kingdom drive the majority of our greenhouse gas emissions. Our estimates reflect the use of coolant gasses for refrigeration purposes at our laboratories in Oxfordshire and at our laboratories in our manufacturing facility in the United States.

The decrease in total estimated greenhouse gas emissions in the year ended 31 December 2024 compared to the year ended 31 December 2023 was largely driven by a reduction in emissions at two facilities in the United Kingdon, where the electricity was sourced from renewable sources backed by Renewable Energy Guarantees of Origin ("REGO"). It was not possible to obtain full data for one small facility in Boston; however, it is estimated that the amounts would not make a material difference to the total data.

The decrease in total greenhouse gas emissions per employee was driven by an increase in the average number of full-time equivalent employees during the year ended 31 December 2024 compared to the year ended 31 December 2023. As a matter of course, the Group actively looks to minimise indirect areas of emissions by enabling remote working and promoting online conferencing facilities to reduce business travel. During the year ended 31 December 2024, most board and company meetings, such as staff update meetings, were held using online conferencing facilities.

EMPLOYEES

As at 31 December 2024, we had 506 employees (including our Chief Executive Officer who is also a Company Director), compared to 449 as at 31 December 2023. Of these employees, 384 were in R&D (including in manufacturing and operations, and quality control and quality assurance), 17 were in commercial and 105 were in management and administrative functions (including business development, finance, intellectual property, and information technology and general administration). The average number of full-time equivalent employees during the year ended 31 December 2024 was 476 (*year ended 31 December 2023: 439*). We have never had a work stoppage and none of our employees are covered by collective bargaining agreements or represented by a labour union. We believe our employee relations are good.

In November 2024, we announced that we were ceasing further investment in all non-core programs. We are undertaking a reduction in headcount of approximately 29% and a reduction of total operating expenses of approximately 25% (as compared to 2024 operating expenses). As of the end of February 2025, the majority of the headcount reduction had been completed. As part of this restructuring, we announced in December 2024 that Helen Tayton-Martin, our Co-founder and Chief Business and Strategy Officer, and Gavin Wood, our Chief Financial Officer, would step down on 31 March 2025 and 31 May 2025 respectively.

Diversity

Appointments within the Group are made on merit according to the balance of skills and experience offered by prospective candidates. Whilst acknowledging the benefits of diversity, individual appointments are made irrespective of personal characteristics such as race, disability, gender, sexual orientation, religion or age.

The table below shows the Group's board of directors, senior management and other employees on the basis of headcount as at 31 December 2024 and by gender.

Position	Male	Female	Total
Company Director (1)	7	2	9

Senior Manager	4	3	7
Other Employees	203	295	498
Total Employees (2)	207	298	505

(1) Includes our Chief Executive Officer
(2) Excludes our Chief Executive Officer

EMPLOYEE CONSULTATION AND HUMAN RIGHTS

The Group places considerable value on the involvement of its employees. Regular "All Hands" meetings are held with employees to discuss the operations and progress of the business and employee surveys are periodically used to seek employee views on important topics. Employees are encouraged to become involved in the success of the Group through share option schemes (see note 24 to the financial statements).

The Group endeavours to impact positively on the communities in which it operates. As part of our code of conduct we promote the principles of human rights. The Group does not have a standalone policy specific to human rights. As is clear from our code of conduct, we will respect the human rights of all our employees, including: provision of a safe, clean working environment; ensuring employees are free from discrimination and coercion; not using child or forced labour and respecting the rights of privacy and protecting access and use of employee personal information. We also have an equal opportunities policy which promotes the right of every employee to be treated with dignity and respect and not to be harassed or bullied on any grounds.

SECTION 172 (1) STATEMENT

Introduction

Section 172(1) of the Companies Act 2006 sets out the director's duty to promote the success of the company. It provides that a director of a company must act in the way he/she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

a. The likely consequences of any decision in the long term

b. The interests of the company's employees

c. The need to foster the company's business relationships with suppliers, customers and others

d. The impact of the company's operations on the community and the environment

e. The desirability of the company maintaining a reputation for high standards of business conduct, and

f. The need to act fairly as between members of the company.

This section describes how the Directors have had regard to the matters set out in Section 172 (1) (a) to (f) when performing their duty to promote the success of the company.

Our strategy

As set out in the Business strategy section earlier in our Strategic Report, building on our leadership position with T-cell therapies in solid tumour indications, our strategic objective is to be a world leader in designing and delivering cell therapies that transform the lives of people with cancer.

Key stakeholder groups

Our key stakeholder groups and methods of engagement are designed to support our business strategy. Understanding our stakeholders enables their interests and the potential impact of decisions on them to be considered during Board discussions.

Our key stakeholder groups, their material interests and our engagement with them, as a company and through the Board, are summarised in the following table. As noted below, Board engagement may frequently occur through our CEO, who is a Director, and our executive team members and other senior managers where appropriate. During 2024, meetings were held in person and by videoconference.

Summary of key stakeholder groups and engagement

People with cancer	
Their interests	• To find a potential therapy to cure or alleviate their condition or improve quality of life • To contribute to research into potential new cell therapies
How we engage	• Engagement is primarily through (a) the Principal Investigators and sub-investigators performing our clinical trials and who represent the patients on our clinical trials; and (b) the treating physicians and clinical teams at our authorised treatment centres in relation to TECELRA. • We meet with certain patient groups applicable to particular cancer indications. • We attend conferences relevant to cancer to share information from our clinical trials and engage with others in the cancer field. • A dedicated Patient and Family area on our website provides resources • We support initiatives such as Cancer Immunotherapy Month and certain social media events designed at educating people around cell therapy and cell therapy trials • We have a patients communication policy which is designed to ensure that we address any questions promptly and appropriately • We have a medical affairs team available to answer any questions around treatment with TECELRA.
How the Board engages	• Our CEO and other members of our leadership team meet with members of the clinical site study conduct teams, commercial team and other key stakeholders at clinical sites and authorised treatment centres. During 2024, meetings continued and were held via videoconferencing and in person. • Regular reports concerning our clinical trials and commercialisation are presented at Board meetings, with key updates as required
Hospital sites for our clinical trials and authorised treatment centres for TECELRA	

Their interests	• Improved scientific knowledge, education and awareness in relation to the applicable cancer indications including the ability to communicate improvements in the field to others • Ability to treat patients with new cell therapies, as part of our clinical trials, and to understand and assess the impact of those cell therapies on people with cancer • Safety and training in procedures used for administration of our cell therapies including TECELRA • Activation and enablement as an authorised treatment centre for administration of TECELRA
How we engage	• Our clinical operations team builds and maintains relationships with hospital sites running our clinical trials and, in particular, with the clinical teams engaged with those clinical trials • Training is provided by our clinical operations team as part of the activation process for all clinical sites participating in our clinical trials • Publication and presentation opportunities are provided to investigators at clinical sites as clinical data emerges. Our medical affairs team works with authorised treatment centres to provide any scientific information required for the administration of TECELRA • We have regular meetings with the investigators on our trials to ensure they can ask questions on our clinical trials and receive updated information • We share translational and other emerging data with investigators at clinical sites in order to improve the experience for those investigators and for patients • Our commercial team and medical affairs team builds and maintains relationships with our authorised treatment centres and activates those centres to enable prescribing of TECELRA
How the Board engages	• Regular reports presented at Board meetings, with key updates as required • Material findings from Safety Advisory Board meetings are included in Board reports. The Safety Advisory Board comprises third party individuals with experience in cancer field who meet to discuss safety data and ensure that clinical trials progress and TECELRA commercialisation progresses with a favourable risk:benefit profile for patients
Regulators	
Their interests	• Patient safety and compliance with regulations
How we engage	• Our regulatory team engages directly with regulatory authorities in multiple jurisdictions • Where relevant, our regulatory team engages with regulators ahead of any formal approvals for trial designs to discuss the trial design and anticipated next steps with regulatory agencies
How the Board engages	• Regular reports presented at Board meetings, with key updates as required
Employees	

Their interests	• Ability, through their work, to enable and support the development of cell therapies that could potentially make a difference to people with cancer • Training, development and prospects • Health and safety and working conditions • Fair pay, benefits and share plans
How we engage	• As at 31 December 2024, we had 506 employees working in Oxfordshire and Stevenage in the UK and Philadelphia and Boston in the USA. During the redundancy process, which started in November 2024 and was largely completed at the end of February 2025 with an overall headcount reduction of approximately 29%, we engaged with employees whose roles were at risk through collective consultation and individual consultation meetings. Our CEO provided regular updates to all employees about the process and next steps through town hall meetings and answered questions from them. • Management development training including "Lunch and Learn" sessions • Executive training programme for senior leaders • Project First programme enhances collaborations across departments and ensures multi-function approaches to critical projects • Health and safety committee led by employees and attended by executive team members • Recruitment policy focused on merit and ability has attracted highly-skilled employees representing approximately 26 different nationalities • Performance based reward; bonus scheme and share option plans open to all employees • Staff intranet with multiple articles covering the business; weekly newsletter • Global town halls with our CEO, executive team and employees as presenters. In 2024 these global town halls were held as hybrid meetings involving in-person presence and online participation • Q&A sessions with CEO and executive team • CEO video message updates • Employee engagement surveys seek employee views on important business topics and on our reward programmes in the UK and US • Flexible working arrangements are available to employees • Open plan working environment, combined with meeting spaces, provides a flexible infrastructure that fosters daily collaboration along with the capacity for team meetings and confidential discussions

	• Wellbeing rooms enable employees to have quiet time and focus on their mental health away from their working environment • "Help@hand" program provides optional, confidential access for employees to medical and physiotherapy support, mental health support and life, money and wellbeing support.
How the Board engages	In addition to the engagement by our CEO, who is a Director, outlined above: • Board meetings are usually held at the company's facilities in the UK and USA. Board members also hold one-to-one meetings with managers. During 2024, all Board and committee meetings and one-to-one meetings with managers were held by a mixture of in person and via videoconferencing. • Employees are invited to present at Board meetings and/or attend for discussion of matters relating to their specialist area • VP, Human Resources attends all Board Remuneration Committee meetings and provides reports on employee matters • Board also receives reports on employee matters
Shareholders	
Their interests	• Comprehensive view of financial and sustainable performance of the business • Share price
How we engage	• Regular reporting on the Group's performance, including through our Annual and Quarterly Reports and press releases • Investor Relations website • Investor conferences and roadshows • Regular meetings with investors and analysts • Annual General Meeting
How the Board engages	• Regular reports on investor and analyst feedback • Quarterly conference calls hosted by our CEO and executive team • Regular one-to-one meetings and calls with our CEO and executive team
Partners	
Their interests	• Development of new or enhanced technologies
How we engage	• Strategic collaborations and licensing agreements

	• Senior management engagement with partner senior management during negotiations and beyond • Alliance management process in place for all strategic alliances to ensure effective collaboration • Joint steering committee meetings and other committee meetings held regularly once collaboration is underway • CEO and executive team member visits to partners and visits by partner senior management to Adaptimmune
How the Board engages	• Regular reports presented at Board meetings on progress of collaborations • Scoping out of relationship and material changes to relationship are approved by Board and executive team
Suppliers	
Their interests	• Efficient and trusted relationship • Ongoing successful supply relationship
How we engage	• Supplier policies and supplier agreements in place with all material suppliers • Dedicated internal function to manage supplier relationships with material suppliers • Regular audits of significant suppliers to ensure consistency of supply and compliance with supplier requirements • Visits to engage with suppliers including in relation to new technology developments • Technology collaborations and trials of new technologies are undertaken where appropriate
How the Board engages	• Regular reports presented at Board meetings for major suppliers • Senior management engagement with supplier senior management for material suppliers • CEO and executive team member visits to suppliers and visits by supplier senior management to Adaptimmune. In 2024, interaction with suppliers occurred via a mixture of videoconference and in person meetings.
Communities and environment	
Their interests	• Safe environment • Sustainable employer
How we engage	• Presentations at local schools and colleges • Internships

	• Membership of local and regional networks • Direct engagement locally with MPs and local and regional councils • Bike to Work schemes in place at our offices • Recycling programme in place at our offices • Travel policy focused on essential travel and encouragement of alternative forums for meetings other than physical meetings • Videoconferencing meetings encouraged • Social events allow employees to contribute to local and national charities, often with "matched" donations from the company. These events were held mainly either via videoconferencing or in person depending on the event
How the Board engages	• Supports ongoing investment in videoconferencing infrastructure as part of Budget review • High proportion of Board and committee meetings usually held by videoconference and teleconference

The Directors continue to be committed to having regard to the matters set out in Section 172 (1) (a) to (f) when performing their duty to promote the success of the company.

The Strategic Report was approved by the Board on 9 April 2025.

On behalf of the Board

Adrian Rawcliffe
Director
11 April 2025

Remuneration Committee Chairman's Statement

On behalf of the Board of Directors of Adaptimmune Therapeutics plc, I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2024. Shareholders will be invited to approve the Report on Remuneration (which will be a non-binding advisory vote) at the Annual General Meeting of shareholders to be held on 29 May 2025.

Period Covered by the Directors' Remuneration Report

The Directors' Remuneration Report that follows is for the full year period from 1 January 2024 to 31 December 2024 except where otherwise stated.

The Remuneration Committee

The Committee is responsible for reviewing and establishing our executive remuneration policy and philosophy, including making recommendations regarding the remuneration of our Chief Executive Officer ("CEO") to the Board for its approval, and determining and approving the remuneration of other senior executive officers. While the Board sets the remuneration of our CEO, who is our sole Executive Director, the Committee makes recommendations on such matters to the Board.

Philosophy

We seek to attract and retain outstanding employees who have the potential to support the growth of the Group and to attract and retain Directors who can substantially contribute to our success as an innovative, commercial-stage biopharmaceutical company. As the Group has operations in the United Kingdom and the United States, our senior executives and our Directors live and work in the UK and the US, and we are listed on a US stock exchange, we assess the competitiveness of our policies against both UK and US benchmarks and practices, with an increasing focus on US benchmarks and practices.

Business Strategy during 2024

Our primary goal in 2024 was to progress the development of the Group including:

- Building a commercial franchise in synovial sarcoma and MRCLS.
    - In August 2024, the U.S. Food and Drug Administration ("FDA") approved our first biologics license application ("BLA") for TECELRA® (afamitresgene autoleucel) ("TECELRA"), which is the first engineered T-cell therapy for the treatment of a solid tumor cancer approved in the U.S. We are now focused on its launch and commercialisation.

- Progressing the SURPASS-3 Phase 2 trial through to completion.
    - Depending on the data, we planned to progress ADP-A2M4CD8 through the Phase 2 trial in ovarian cancer and towards BLA filing. In November 2024, as part of our refocused priorities and restructuring, we announced that enrolment would cease in this trial.

- Progressing the ADP-A2M4CD8 T-cell therapy into earlier lines of therapy.
    - We were planning to amend our SURPASS protocol to look at treatment in earlier lines of therapy. In May 2024 we entered into a clinical collaboration agreement with Galapagos. Under the collaboration agreement we will conduct a clinical proof-of-concept trial to evaluate the safety and efficacy of uza-cel produced on Galapagos' decentralised manufacturing platform (ADP-5701) in patients with head and neck cancer.

- Progressing PRAME (ADP-600) and CD-70 (ADP-520) directed T-cell therapies into the clinic.
    - We continued to develop TCR T-cells directed to PRAME, with the initial candidate currently in preclinical testing and next-generation candidates being developed over the longer term. ADP-520 is also in preclinical testing. We have paused spending on the PRAME and CD70 programs.

- Continuing to develop "off-the-shelf" cell immunotherapies and progress allogeneic cell therapies to the clinic.
    - We continued to develop our allogeneic platform. As a result of the announcement of the restructuring in November 2024, we are seeking a partner for our allogeneic program.
- Continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients.
    - Our cell therapy manufacturing capabilities (both internally and through third party relationships) enable us to continually enhance our manufacturing capabilities which we believe will ultimately enable us to treat patients quicker, at a lower cost and more effectively.

In November 2024, we announced that we were ceasing further investment in all non-core programs. We are undertaking a reduction in headcount of approximately 29% and a reduction of total operating expenses of approximately 25% (as compared to 2024 operating expenses). As of the end of February 2025, the majority of the headcount reduction had been completed. The restructuring aims to prioritise the commercial sarcoma franchise and R&D programs with the highest potential return on invested capital and transformational benefit to patients. As part of this restructuring the Company plans to focus an increasing proportion of its corporate functions in the US. We are also seeking strategic alternatives for our off-the shelf allogeneic cell therapy program. As part of this restructuring, we announced in December 2024 that Helen Tayton-Martin, our Co-founder and Chief Business and Strategy Officer, and Gavin Wood, our Chief Financial Officer, would step down on 31 March 2025 and 31 May 2025 respectively.

In addition to the restructuring announced in 2024, in March 2025 we announced implementation of additional cost reduction for the PRAME and CD70 programs. We are currently evaluating all strategic options for the Company and its programs.

2024 Business Highlights

Notwithstanding the restructuring, 2024 was a year of strong operational performance for Adaptimmune. Key business highlights during 2024 included:

Building a commercial franchise in synovial sarcoma and MRCLS

- In August 2024, our first T-cell therapy product, TECELRA, was approved in the US for the treatment of advanced MAGE-A4+ synovial sarcoma in adults with certain HLA types who have received prior chemotherapy. We will continue to increase the number of ATCs as quickly as possible during 2025 to maximise patient treatment with TECELRA within the US. We are intending to submit a rolling BLA for our second product, lete-cel starting in the US in 2025 and targeting U.S. commercial launch in 2026. We are also actively exploring the best way to expand the commercial franchise into other countries and/or into other HLA types.

Progressing ADP-5701 (uza-cel manufactured on Galapagos manufacturing platform) towards the clinic.

- In May 2024, we entered into a clinical collaboration agreement with Galapagos NV ("Galapagos"). Under the collaboration agreement we will conduct a clinical proof-of-concept trial to evaluate the safety and efficacy of our uza-cel engineered T-cell receptor produced on Galapagos' decentralised manufacturing platform (ADP-5701) in patients with head and neck cancer. Uza-cel has shown encouraging results in head and neck cancer with partial responses in four out of five patients to date in a Phase 1 trial using Adaptimmune's manufacturing platform.

Progressing PRAME (ADP-600) and CD-70 (ADP-520) directed T-cell therapies into the clinic.

- The PRAME directed T-cell therapies progressed through pre-clinical testing. We have continued pre-clinical development of a T-cell therapy directed to CD70. We have paused spending on the PRAME and CD70 programs.

Continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients.

- Our cell therapy product manufacturing capabilities enable us to treat patients effectively and in support of our other priorities. We have continued to improve our manufacturing and patient supply processes and options using a mix of internal capabilities and external suppliers.

Continuing to develop "off-the-shelf" cell immunotherapies and progress allogeneic cell therapies to the clinic

- We continued to develop allogeneic or "off-the-shelf" cell therapies utilising a proprietary allogeneic platform and through a strategic collaboration with our former partner, Genentech. The collaboration with Genentech was terminated during 2024. As a result of the restructuring announced in November 2024 we have ceased further development of allogeneic cell therapies and are seeking a partner for the allogeneic program.

Activities and major decisions

During the year the Committee commissioned a benchmarking review of executive compensation, which was undertaken to ensure that remuneration for the CEO and senior executive team remains competitive for the purposes of retention and engagement. The Committee engaged Pearl Meyer to benchmark executive compensation against a selected peer group consisting largely of comparable U.S.-listed biopharmaceutical companies, with some U.K.-listed biopharmaceutical companies, and to provide recommendations for base salaries, equity based awards and the structure of annual bonus awards for 2025.

In December 2024 the Committee considered the extent of achievement of 2024 calendar year objectives by the executive team and determined the level of bonus incentive awards payable in respect of the 2024 calendar year. The awards made to our CEO and senior executive officers recognised that a significant proportion of our corporate objectives for 2024 were achieved, with our CEO receiving a bonus award at the 60% target amount and with the application of a corporate multiplier of 80%. The same corporate multiplier of 80% was applied to bonus awards made to all other eligible employees in recognition of strong operational performance across the entire organisation.

Under the approved Directors' Remuneration Policy, the Board has discretion to pay Non-Executive Directors in the form of a mixture of cash and equity. The remuneration arrangements for Non-Executive Directors during 2024 comprised an award of a fixed number of share options, plus an additional number of share options or cash payment at the Non-Executive Director's election. The option awards and cash payments were made at competitive levels aligned with peer group data from comparable companies provided in a benchmarking analysis undertaken by Pearl Meyer in 2024.

Looking ahead

For the coming year, the Committee intends to continue to operate the Directors' Remuneration Policy approved by shareholders. The Committee carefully considered the benchmarking results and individual performance over the year as well as the cost-saving measures announced by the Group. In respect of the CEO, the Committee awarded a 3% base salary increase from $676,000 to $696,280 effective from 1 January 2025.

In January 2025 the Committee approved the objectives to be achieved by the executive team during 2025. The precise objectives are considered to be commercially sensitive and will not be disclosed in detail. They are, however, designed to support the achievement of our strategic objective to be a world leader in designing, developing and delivering cell therapies that transform the lives of people with cancer.

The 2025 objectives are linked to our business goals, which include the continuation of some 2024 goals:

- Building a commercial franchise in synovial sarcoma and MRCLS.
    - We will continue to increase the number of ATCs as quickly as possible during 2025 to maximise patient treatment with TECELRA within the US. We are intending to submit a rolling BLA for our second product, lete-cel, starting in the US in 2025 and targeting US commercial launch in 2026. We are also actively exploring the best way to expand the commercial franchise into other countries and/or into other HLA types.

- Progressing ADP-5701 (uza-cel manufactured on Galapagos manufacturing platform) into the clinic.
    - We are collaborating with Galapagos to file a clinical trial authorisation to bring ADP-5701 into the clinic during 2025.

- Continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients.

Generally, the remuneration arrangements adopted in 2025 recognise the greater demands placed on our CEO and senior executive team to deliver on our strategy and create value for our shareholders.

We are committed to a transparent and positive relationship with all of our shareholders and I look forward to your support on our remuneration report at the forthcoming AGM.

David M Mott
Director and Chairman of the Remuneration Committee

11 April 2025

PART I - REPORT ON REMUNERATION

The information provided in this part of the Directors' Remuneration Report is subject to audit.

The Remuneration Committee presents the Report on Remuneration for the year ended 31 December 2024, which will be put to shareholders for a non-binding vote at the Annual General Meeting to be held on 29 May 2025.

Single Total Figure of Remuneration for each Director

The first table below presents the remuneration received by the Directors for the year ended 31 December 2024. For reference only, the second table also shows the remuneration received by the Directors who served for the year ended 31 December 2023. This information was included in the Company's annual report and financial statements for the year ended 31 December 2023 and approved by shareholders at the Annual General Meeting held on 14 May 2024.

During the year ended 31 December 2024, the Committee did not exercise any discretion over remuneration that was due to changes in the Company's share price.

	For the year ended 31 December 2024:									
	Fixed Pay [1]				Variable Pay [1]					
Name of Director	Salary and fees $	Benefits $	Pension allowance $	Total fixed $	Annual bonus $	Equity-Based Awards (6) $	Total variable $	Overall Total $	Fixed pay %	Variable pay %
Executive										
Adrian Rawcliffe (CEO)	676,000	27,525 (3)	15,250 (4)	718,775	324,480 (5)	235,273	559,753	1,278,528	56.22%	43.78%
Non-executives										
David Mott (Chairman)	—	—	—	—	—	—	—	—	0%	0%
Andrew Allen	55,000	—	—	55,000	—	—	—	55,000	100%	0%
Lawrence Alleva	—	—	—	—	—	—	—	—	0%	0%
Ali Behbahani	—	—	—	—	—	—	—	—	0%	0%
John Furey	57,500	—	—	57,500	—	—	—	57,500	100%	0%
Priti Hegde	26,250	—	—	26,250	—	—	—	26,250	100%	0%
Kristen Hege	47,500	—	—	47,500	—	—	—	47,500	100%	0%
Garry Menzel	—	—	—	—	—	—	—	—	0%	0%

	For the year ended 31 December 2023:									
	Fixed Pay [1]				Variable Pay [1]					
Name of Director	Salary and fees $	Benefits $	Pension allowance $	Total fixed $	Annual bonus $	Equity-Based Awards (6) $	Total variable $	Overall Total $	Fixed pay %	Variable pay %
Executive										
Adrian Rawcliffe (CEO)	650,000 (2)	22,128 (3)	15,250 (4)	687,378	370,500 (5)	555,306	925,806	1,613,184	42.61%	57.39%
Non-executives										
David Mott (Chairman)	—	—	—	—	—	—	—	—	0%	0%
Andrew Allen	23,750 (2)	—	—	23,750	—	—	—	23,750	100%	0%
Lawrence Alleva	—	—	—	—	—	—	—	—	0%	0%
Ali Behbahani	—	—	—	—	—	—	—	—	0%	0%
Barbara Duncan	20,833 (2)	—	—	20,833	—	—	—	20,833	100%	0%
John Furey	57,500	—	—	57,500	—	—	—	57,500	100%	0%
Priti Hegde	22,500 (2)	—	—	22,500	—	—	—	22,500	100%	0%
Kristen Hege	6,667 (2)	—	—	6,667	—	—	—	6,667	100%	0%
Garry Menzel	—	—	—	—	—	—	—	—	0%	0%
James Noble	—	—	—	—	—	—	—	—	0%	0%
Elliott Sigal	—	—	—	—	—	—	—	—	0%	0%
Tal Zaks	11,875 (2)	—	—	11,875	—	—	—	11,875	100%	0%

Notes to table of Single Total Figure of Remuneration for each Director

(1) For the year ended 31 December 2024 and for the year ended 31 December 2023, all of the remuneration was set and paid in U.S dollars ($).

(2) The base salary levels of our CEO and all other employees of the Group are reviewed and, to the extent deemed necessary, adjusted to be effective from 1 January in each year. For the year ended 31 December 2023, the fee amount for each of Dr Allen and Dr Hegde is a pro-rata amount based on six months of his and her fees, respectively, effective for the period from 1 June (their appointment dates) to 31 December 2023. The fee amount for Ms Duncan is a pro-rata amount based on five months of her fees effective for the period from 1 January to 1 June 2023 (her resignation date). The fee amount for Dr Hege is a pro-rata amount based on two months of her fees effective for the period from 1 November (her appointment date) to 31 December 2023. The fee amount for Dr Zaks is a pro-rata amount based on three months of his fees effective for the period from 1 January to 31 March 2023 (his resignation date).

(3) Benefits comprise medical insurance, life assurance and income protection. Generally, Mr Rawcliffe participates in the same benefits as we offer to all our employees in the USA where Mr Rawcliffe resides, and, in addition, is entitled to the reimbursement of accountancy fees for preparation of his tax returns.

(4) The pension allowance for Mr. Rawcliffe for the year ended 31 December 2024 and the year ended 31 December 2023 is his 401(k) plan payment.

(5) The annual bonus amount for each of the year ended 31 December 2024 and the year ended 31 December 2023 represents the total bonus payment that related to performance in each of 2024 and 2023. For the year ended 31 December 2024, the bonus amount for Mr Rawcliffe represents 60% of his salary of $676,000. A company performance multiplier of 80% was applied to the amount. For the year ended 31 December 2023, the bonus amount for Mr Rawcliffe represents 60% of his salary of $650,000. A company performance multiplier of 95% was applied to the amount.

(6) There were no performance obligations linked to the equity-based awards and there is no impact of share price appreciation on value that is required to be reported in the above table. In each of the year ended 31 December 2024 and the year ended 31 December 2023, the value of equity-based awards included in the table is based on the market value of the underlying shares at the date of grant less the applicable exercise price. For market value options, this results in a nil value because the exercise price was based on the market value of the underlying shares at the date of grant. The values shown for equity-based awards for Mr Rawcliffe in the year ended 31 December 2024 and in the year ended 31 December 2023 are the values of the RSU-style options granted to him in each of those years in relation to his service as CEO and a director.

Base salary / fees

In January 2024, the Committee considered compensation for our CEO in the context of market benchmarking information. The Committee approved the CEO's base salary increase of 4% effective from 1 January 2024. The CEO's base salary was increased from $650,000 to $676,000 effective from 1 January 2024.

Annual Bonus

The annual bonus for the year ended 31 December 2024 shown in the table above for Mr Rawcliffe, our CEO, was based on the achievement of objectives for 2024 related to our business objectives for 2024, which included:

- building a commercial franchise in synovial sarcoma and MRCLS;
- progressing the SURPASS-3 Phase 2 trial;
- progressing the ADP-A2M4CD8 T-cell therapy into earlier lines of therapy;
- progressing PRAME (ADP-600) and CD-70 (ADP-520) directed T-cell therapies into the clinic;
- continuing to develop "off-the-shelf" cell immunotherapies and progress allogeneic cell therapies to the clinic; and
- continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients.

The Board has considered whether it would be in the best interests of the Company and its shareholders to disclose the precise targets agreed for the performance measures in 2024. An additional consideration is that most of our competitors are based in the U.S. where market practice is not to disclose precise annual bonus targets for biotechnology companies at the pre-commercialisation stage and for most of 2024 the Company was in a pre-commercialisation stage. As the specific objectives for a single year are based on the Group's long-term strategies, the Board has concluded that disclosing such targets would necessarily involve divulging competitively sensitive information that we believe would be detrimental to

our commercial performance going forward. Therefore, we have provided the categories of objectives, rather than the precise targets.

The awards made to our CEO and senior executive officers recognised that a significant proportion of our corporate objectives for 2024 were achieved, with our CEO receiving a bonus award at the 60% target amount and with the application of a corporate multiplier of 80%. The total annual bonus outturn for our CEO was therefore £324,480 which was paid fully in cash.

Long term incentive awards

During January 2024, regular annual awards of share options were made to our CEO. These awards were within market competitive levels provided by Pearl Meyer, following their benchmarking assessment of equity awards made to executive teams in a peer group of comparable U.S. and U.K. listed biopharmaceutical companies, with a priority focus on U.S. companies. All of these options vest over a period of four years from the grant date, with the first 25% vesting after 12 months. This is in line with the last approved Directors' Remuneration policy. Further information about these awards is provided in the "Directors' Equity-based Awards Held at 31 December 2024" table. Separate annual awards of share options were made to the senior executive officers.

These awards were disclosed on Form 4s submitted to the Securities and Exchange Commission on 17 January 2024.

Statement of Directors' Shareholdings and Share Interests

The table below shows, for each Director, the total number of shares owned, the total number of share options held, the number of share options vested as at 31 December 2024 and the share options exercised during the year ended 31 December 2024. The table only reflects shares held individually by each Director, or a family investment vehicle or trust, and does not include shares held by any investment fund with which the Director is affiliated.

Name of Director	Shares owned	Total share options	Vested share options (1)	Options exercised during year ended 31 December 2024
Executive Director				
Adrian Rawcliffe (CEO)	1,594,836 (2)	35,756,832	20,591,659	1,033,926
Non-Executive Directors				
David Mott (Chairman)	—	6,048,304	4,465,090	—
Andrew Allen	—	1,707,296	984,382	—
Lawrence Alleva	143,364 (3)	5,197,182	3,983,256	—
Ali Behbahani	—	4,464,894	3,279,258	—
John Furey	—	2,760,748	2,100,748	—
Priti Hegde	—	2,133,272	927,970	—
Kristen Hege	—	1,741,906	281,250	—
Garry Menzel	4,117,680 (4)	12,215,197	11,093,593	—

(1) All share options that were outstanding as at 31 December 2024 use time-based vesting and are not subject to performance targets other than continued service until the date of vesting.

(2) Consists of 1,594,836 Ordinary shares represented by 265,806 ADSs obtained from the exercise of RSU-style options in 2019, 2020, 2021, 2022, 2023 and 2024 covering Ordinary shares granted on 12 January 2018, 4 January 2019, 27 June 2019, 1 September 2019, 16 January 2020, 11 January 2021, 12 January 2022 and 17 January 2023 that had vested in 2019, 2020, 2021, 2022, 2023 and 2024. 25% of the RSU-style options vest on each anniversary of the grant date over a period of four years. Once vested, the RSU-style options must be exercised within a restricted period or they are forfeited. The exercise of these Ordinary shares was effected on a Sell to Cover basis implemented automatically in accordance with the relevant share option plan, under which sufficient ADSs were sold by the Company to satisfy Mr Rawcliffe's tax withholding obligations and associated sale costs. The residual 265,806 ADSs are held by Mr Rawcliffe.

(3) Consists of 70,584 Ordinary shares represented by 11,764 ADSs that Mr Alleva purchased during the IPO, 47,280 Ordinary shares represented by 7,880 ADSs purchased by the Lawrence M. Alleva Revocable Trust in December 2018, 12,900 Ordinary shares

represented by 2,150 ADSs purchased by the Lawrence M. Alleva Revocable Trust in June 2020 and 12,600 Ordinary shares represented by 2,100 ADSs purchased by the Lawrence M. Alleva Revocable Trust in June 2021.

(4) Consists of 3,667,344 Ordinary shares represented by 611,224 ADSs that Dr Menzel obtained as a result of the exchange of common stock formerly held by him and his associated trusts in TCR2 Therapeutics Inc for ADSs on completion of the merger in June 2023. Includes 1,259,586 Ordinary shares represented by 209,931 ADSs held by Dr Menzel, 1,203,876 Ordinary shares represented by 200,646 ADSs held by the Garry E Menzel Revocable Trust of 2022 and 1,203,882 Ordinary shares represented by 200,647 ADSs held by the Mary E Henshall Revocable Trust of 2022. Also consists of 450,336 Ordinary shares represented by 75,056 ADSs obtained from the exercise of RSU-style options in 2023 covering Ordinary shares granted as replacement options in exchange for restricted stock units formerly held by Dr Menzel in TCR2 Therapeutics Inc. The exercise of Dr Menzel's replacement RSU-style options was effected on a Sell to Cover basis implemented in accordance with the relevant share option plan under which sufficient ADSs were sold by the Company to satisfy Dr Menzel's tax withholding obligations and associated sale costs. The residual 75,056 ADSs are held by Dr Menzel.

Policy on Shareholding Requirements

We do not currently have a policy requiring our Directors to hold a certain number or value of our shares. However, we encourage our Executive Director and senior executive officers to have a shareholding in the Company.

Directors' Equity-based Awards Held at 31 December 2024

The table below presents the interests of the Directors in options to acquire our Ordinary shares with a nominal value of £0.001 per share as at 31 December 2024. 17,640,540 options were granted to the Directors during the year ended 31 December 2024. One of our Directors exercised options during the year ended 31 December 2024 (further details are set out in the "*Statement of Directors' Shareholdings and Share Interests*" earlier in this report).

Name of Director	Options Held	Grant date	Start date for vesting	Exercise price	First date of exercise of some or all options (1)	Date of expiry
Executive Director						
Adrian Rawcliffe (CEO)	3,000,000	16/03/15	16/03/15	£ 0.50	16/03/16	16/03/25
	939,948	18/01/16	18/01/16	£ 0.89	18/01/17	18/01/26
	2,072,976	13/01/17	13/01/17	£ 0.59	13/01/18	13/01/27
	687,984	12/01/18	12/01/18	£ 0.96	12/01/19	12/01/28
	1,257,744	04/01/19	04/01/19	£ 0.70	04/01/20	04/01/29
	628,872	27/06/19	27/06/19	£ 0.53	27/06/20	27/06/29
	628,872	01/09/19	01/09/19	£ 0.22	01/09/20	01/09/29
	2,515,536	16/01/20	16/01/20	£ 0.57	16/01/21	16/01/30
	182,040	11/01/21	11/01/2021	£ 0.001	11/01/22	11/01/31
	3,260,400	11/01/21	11/01/2021	£ 0.76	11/01/22	11/01/31
	523,740	12/01/22	12/01/2022	£ 0.001	12/01/23	12/01/32
	4,690,224	12/01/22	12/01/2022	£ 0.44	12/01/23	12/01/32
	1,348,704	17/01/23	17/01/23	£ 0.001	17/01/24	17/01/33
	4,690,224	17/01/23	17/01/23	£ 0.26	17/01/24	17/01/33
	1,696,272	15/01/24	15/01/24	£ 0.001	15/01/25	15/01/34
	7,633,296	15/01/24	15/01/24	£ 0.11	15/01/25	15/01/34
Total	*35,756,832*					
Non-Executive Directors						
David Mott (Chairman)	163,229	11/05/15	11/05/15	£ 1.82	11/05/15	11/05/25
	191,410	11/08/16	11/08/16	£ 0.97	11/08/17	11/08/26
	302,561	03/07/17	03/07/17	£ 0.58	03/07/18	03/07/27
	187,330	22/06/18	22/06/18	£ 1.65	22/06/19	22/06/28
	350,947	02/07/19	02/07/19	£ 0.48	02/07/20	02/07/29
	226,753	01/07/20	01/07/20	£ 1.35	01/07/21	01/07/30
	579,494	01/07/21	01/07/21	£ 0.51	01/07/22	01/07/31
	1,000,439	01/07/22	01/07/22	£ 0.23	01/07/23	01/07/32
	1,462,927	03/07/23	03/07/23	£ 0.12	03/07/24	03/07/33
	1,583,214	01/07/24	01/07/24	£ 0.13	01/07/25	01/07/34
Total	*6,048,304*					
Andrew Allen (2)	500,000	03/07/23	03/07/23	£ 0.12	03/07/24	03/07/33

	73,212	05/07/23	05/07/23	£	0.70	05/07/23	12/12/28
	56,868	05/07/23	05/07/23	£	1.40	05/07/23	10/04/29
	45,348	05/07/23	05/07/23	£	1.40	05/07/23	18/12/29
	109,746	05/07/23	05/07/23	£	2.76	05/07/23	09/12/30
	109,746	05/07/23	05/07/23	£	0.46	05/07/23	08/12/31
	152,376	05/07/23	05/07/23	£	0.09	15/12/23	14/12/32
	660,000	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*1,707,296*						
Lawrence Alleva (3)	519,481	16/03/15	16/03/15	£	0.50	16/03/16	16/03/25
	30,745	11/05/15	11/05/15	£	1.82	11/05/15	11/05/25
	196,678	11/08/16	11/08/16	£	0.97	11/08/17	11/08/26
	243,724	03/07/17	03/07/17	£	0.58	03/07/18	03/07/27
	124,000	22/06/18	22/06/18	£	1.65	22/06/19	22/06/28
	271,209	02/07/19	02/07/19	£	0.48	02/07/20	02/07/29
	197,678	01/07/20	01/07/20	£	1.35	01/07/21	01/07/30
	505,918	01/07/21	01/07/21	£	0.51	01/07/22	01/07/31
	816,067	01/07/22	01/07/22	£	0.23	01/07/23	01/07/32
	1,077,756	03/07/23	03/07/23	£	0.12	03/07/24	03/07/33
	1,213,926	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*5,197,182*						
Ali Behbahani	155,682	11/05/15	11/05/15	£	1.82	11/05/15	11/05/25
	184,562	11/08/16	11/08/16	£	0.97	11/08/17	11/08/26
	220,788	03/07/17	03/07/17	£	0.58	03/07/18	03/07/27
	154,809	22/06/18	22/06/18	£	1.65	22/06/19	22/06/28
	234,407	02/07/19	02/07/19	£	0.48	02/07/20	02/07/29
	184,258	01/07/20	01/07/20	£	1.35	01/07/21	01/07/30
	474,385	01/07/21	01/07/21	£	0.51	01/07/22	01/07/31
	737,050	01/07/22	01/07/22	£	0.23	01/07/23	01/07/32
	933,317	03/07/23	03/07/23	£	0.12	03/07/24	03/07/33
	40,950	15/01/24	15/01/24	£	0.11	15/01/25	15/01/34
	1,144,686	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*4,464,894*						
John Furey (3)	284,233	05/07/18	05/07/18	£	1.49	05/07/19	05/07/28
	240,541	02/07/19	02/07/19	£	0.48	02/07/20	02/07/29
	196,186	01/07/20	01/07/20	£	1.35	01/07/21	01/07/30
	379,788	01/07/21	01/07/21	£	0.51	01/07/22	01/07/31
	500,000	01/07/22	01/07/22	£	0.23	01/07/23	01/07/32
	500,000	03/07/23	03/07/23	£	0.12	03/07/24	03/07/33
	660,000	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*2,760,748*						
Priti Hegde (2)	500,000	03/07/23	03/07/23	£	0.12	03/07/24	03/07/33
	226,464	05/07/23	05/07/23	£	1.39	05/07/23	24/08/31
	109,746	05/07/23	05/07/23	£	0.46	05/07/23	08/12/31
	152,376	05/07/23	05/07/23	£	0.09	15/12/23	14/12/32
	1,144,686	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*2,133,272*						
Kristen Hege (3)	1,000,000	01/11/23	01/11/23	£	0.07	01/11/24	01/11/33
	81,906	15/01/24	15/01/24	£	0.11	15/01/25	15/01/34
	660,000	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*1,741,906*						
Garry Menzel (2)	981,463	03/07/23	03/07/23	£	0.12	03/07/24	03/07/33
	1,251,966	05/07/23	05/07/23	£	0.07	05/07/23	07/12/27
	359,700	05/07/23	05/07/23	£	0.51	05/07/23	25/07/28
	3,568,026	05/07/23	05/07/23	£	0.51	05/07/23	26/07/28
	57,846	05/07/23	05/07/23	£	0.46	05/07/23	08/12/31
	2,715,816	05/07/23	05/07/23	£	0.46	05/07/23	08/12/31
	2,158,776	05/07/23	05/07/23	£	0.09	05/07/23	14/12/32
	1,121,604	01/07/24	01/07/24	£	0.13	01/07/25	01/07/34
Total	*12,215,197*						

Notes to table of Directors' Equity-based Awards Held at 31 December 2024

(1) All share options awarded to Directors that were outstanding as at 31 December 2024 use time-based vesting and are not subject to performance targets other than continued service until the date of vesting.

(2) All options granted to Dr Andrew Allen, Dr Priti Hegde and Dr Garry Menzel on 5 July 2023 were granted as replacement options in exchange for options and restricted share units formerly held over common stock of TCR2 Therapeutics Inc which were cancelled. These options vested and became exercisable on the grant date with the exception of 152,376 options granted to Dr Allen and 152,376 options granted to Dr Hegde, which vested and became exercisable on 15 December 2023.

(3) 519,481 options granted to Lawrence Alleva and 284,233 options granted to John Furey were awarded on his appointment as a new Director, and vested and became exercisable as follows: 25% on the first anniversary of the grant date and 75% in monthly instalments over the following two years. 1,000,000 options granted to Dr Kristen Hege were awarded on her appointment as a new Director, and will vest and become exercisable as follows: 25% on the first anniversary of the grant date and 75% in monthly instalments over the following two years. All options granted to Non-Executive Directors on 11 May 2015 vested and became exercisable on 11 May 2015. All options granted to Non-Executive Directors on 11 August 2016 vested and became exercisable on 11 August 2017. All options granted to Non-Executive Directors on 3 July 2017 vested and became exercisable on 3 July 2018. All options granted to Non-Executive Directors on 22 June 2018 vested and became exercisable on 22 June 2019. All options granted to Non-Executive Directors on 2 July 2019 vested and became exercisable on 2 July 2020. All options granted to Non-Executive Directors on 1 July 2020 vested and became exercisable on 1 July 2021. All options granted to Non-Executive Directors on 1 July 2021 vested and became exercisable on 1 July 2022. All options granted to Non-Executive Directors on 1 July 2022 vested and became exercisable on 1 July 2023. 40,950 options granted to Ali Behbahani and 81,906 options granted to Kristen Hege on 15 January 2024 vested and became exercisable on 15 January 2025. All options granted to Non-Executive Directors on 1 July 2024 will vest and become exercisable on 1 July 2025.

The closing market price of our ADSs on 31 December 2024 was $0.5387. One ADS represents six Ordinary shares.

Payments Made to Past Directors

During the year ended 31 December 2024, we made no payments to former Directors of the Company.

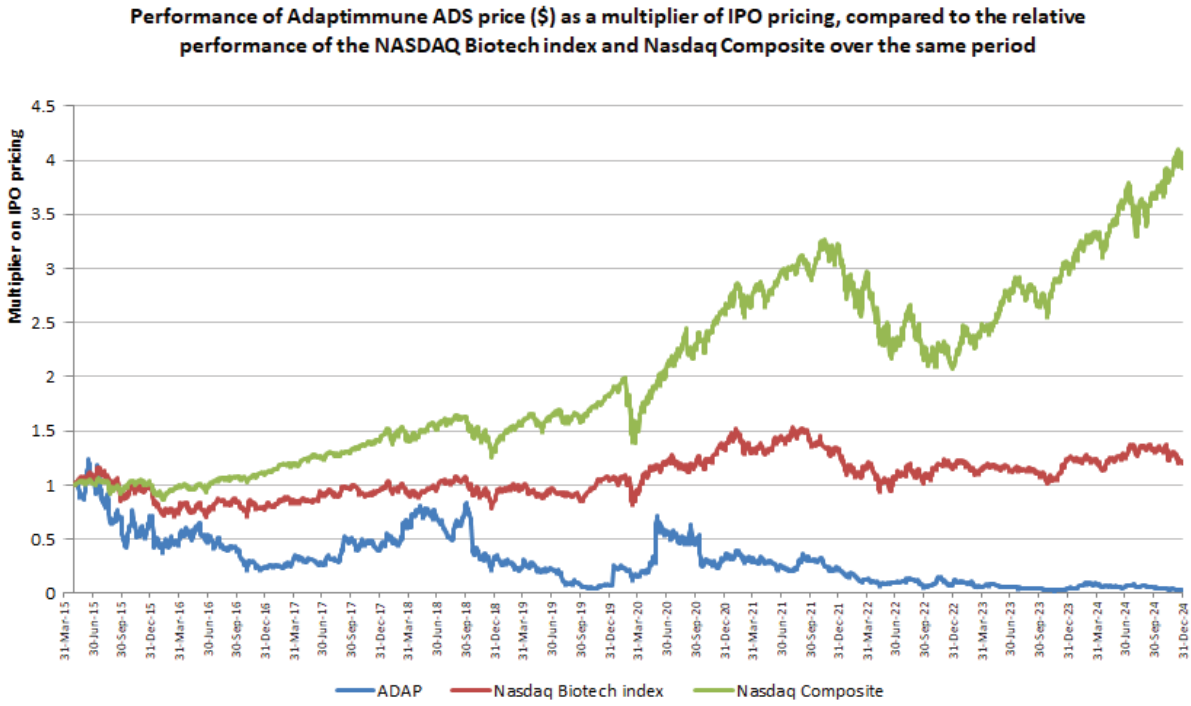
Payments for Loss of Office

During the year ended 31 December 2024, we made no payments with respect to a Director's loss of office.

The information provided in this part of the Directors' Remuneration Report is not subject to audit.

Illustration of Total Shareholder Return

The following graph compares the cumulative total shareholder return on our ADSs, each representing six Ordinary shares, with that of the Nasdaq Biotech Index and the Nasdaq Composite Index for the period that our shares were publicly traded, which commenced on 6 May 2015. We selected the Nasdaq Biotech Index because our ADSs trade on The Nasdaq Global Select Market and we believe this indicates our relative performance against a group consisting of more similarly situated companies.



Chief Executive Officer Total Remuneration History

The table below sets out total remuneration details for the Chief Executive Officer for each of the years since the year ended 31 December 2015, the first year for which information is available. For the purpose of this table, payments made in pounds sterling to James Noble in relation to 2015 to 2018 have been translated into U.S dollars based on the U.S. dollar/pound sterling exchange rate at 31 December 2024 ($1.25456 to £1).

Period	Single total figure of remuneration $ (1)	Annual bonus payout against maximum opportunity (2)	Long term incentive vesting rates against maximum opportunity (3)
Year ended 31 December 2024:	1,278,528	48 %	100 %
Year ended 31 December 2023:	1,613,184	57 %	100 %
Year ended 31 December 2022:	1,320,667	— %	100 %
Year ended 31 December 2021:	1,756,695	57 %	100 %
Year ended 31 December 2020:	1,401,252	66 %	100 %
Year ended 31 December 2019:	512,423	35 %	100 %
Year ended 31 December 2018:	812,708	47 %	100 %
Year ended 31 December 2017:	779,907	45 %	100 %
Year ended 31 December 2016:	522,426	50 %	100 %
Year ended 31 December 2015:	657,836	100 %	100 %

(1) The Single Total Figure of Remuneration for each year includes the annual bonus payment for performance in that year. For the year ended 31 December 2022, Adrian Rawcliffe did not receive a bonus payment. For the year ended 31 December 2019, the table sets out total remuneration details for Adrian Rawcliffe, for whom the Single total figure of remuneration includes pro-rated amounts for salary, benefits and pension on the basis of four months service as CEO during the year (from 1 September 2019 to 31 December 2019).

(2) The bonus payout percentage amount for each year relates to the total annual bonus payment for performance in that year. In 2017 to 2024, the maximum opportunity was an annual bonus payment of up to 100% of salary. In 2016, the maximum opportunity was an annual bonus payment of up to 50% of salary. In 2015, the maximum opportunity was an annual bonus payment of up to £200,000 ($250,912) on achievement of the Company's IPO and other milestones. Each maximum opportunity was in line with the relevant Directors' Remuneration Policy relating to that year.

(3) The amount shown represents the percentage of the options that actually vested during the period expressed as a percentage of the maximum number of options that could have vested during the period. There were no performance obligations linked to these equity-based awards, other than service obligations, and therefore, all options that could have vested during the period have vested.

Chief Executive Officer's Remuneration Compared to Other Employees

The Chief Executive Officer's average fixed salary of $676,000 for the year ended 31 December 2024 was 5.1 times the value of the average fixed salary of the Group's employees for that period. His average fixed salary of $650,000 for the year ended 31 December 2023 was 5.7 times the value of the average fixed salary of the Group's employees for that period.

The following table shows the percentage change in remuneration of the Chief Executive Officer in comparison to the percentage change in remuneration of an employee between the year ended 31 December 2024 and the year ended 31 December 2023.

Percentage change in remuneration in the year ended 31 December 2024 compared with remuneration in the year ended 31 December 2023

	CEO (1)	Average change per employee (2)
Base salary	4.0 %	16.1 %
Annual bonus	(12.4)%	1.3 %
Taxable benefits	24.4 %	2.8 % (3)

(1) The base salary change for the CEO is calculated in relation to the base salary for Adrian Rawcliffe for 2024 ($676,000) and compared to the base salary for Adrian Rawcliffe for 2023 ($650,000). The annual bonus amount for each of the year ended 31 December 2024 and the year ended 31 December 2023 represents the total bonus payment.

(2) The average change per employee is calculated in relation to an average number of 476 FTE employees for the year ended 31 December 2024 compared to an average of 439 FTE employees for the year ended 31 December 2023.

(3) Taxable benefits for the CEO and for employees comprise small amounts and, therefore, any change may generate a significant percentage decrease or increase. For the year ended 31 December 2024, the CEO's benefits were based on the benefits for Adrian Rawcliffe ($27,525) and compared to the benefits for Adrian Rawcliffe for the year ended 31 December 2023 ($22,128). The percentage change is largely driven by the cost of health insurance in the USA where Mr Rawcliffe is resident.

Non-Executive Directors Remuneration Compared to Other Employees

Our remuneration arrangements for Non-Executive Directors comprise an award of a fixed number of share options, plus an additional number of share options or fee payment at the Director's annual election, which is compliant with our last-approved Directors' Remuneration policy.

As a result of their annual elections, David Mott, Lawrence Alleva, Ali Behbahani and Garry Menzel did not receive a fee payment during each of the year ended 31 December 2024 and the year ended 31 December 2023. Therefore, it is not possible to show a percentage change in the remuneration for these Non-Executive Directors compared to the percentage change in remuneration of an employee between the year ended 31 December 2024 and the year ended 31 December 2023.

The following table shows the percentage change in remuneration for each of Andrew Allen, John Furey, Priti Hegde and Kristen Hege in comparison to the percentage change in remuneration of an employee between the year ended 31 December 2024 and the year ended 31 December 2023.

Percentage change in remuneration in the year ended 31 December 2024 compared with remuneration in the year ended 31 December 2023

	Andrew Allen (1)	John Furey (2)	Priti Hegde (3)	Kristen Hege (4)	Average change per employee (5)
Fees and base salary	131.6 %	0.0 %	16.7 %	612.5 %	16.1 %
Annual bonus	— %	— %	— %	— %	1.3 %
Taxable benefits	— %	— %	— %	— %	2.8 %

(1) The fee change for Andrew Allen is calculated in relation to his fees for 2023 ($23,750), which was a pro-rated amount for 1 June 2023 (when he joined the Board) to 31 December 2023, and compared to his fees for 2024 ($55,000).

(2) The fee change for John Furey is calculated in relation to his fees for 2024 ($57,500), and compared to his fees for 2023 ($57,500).

(3) The fee change for Priti Hedge is calculated in relation to her fees for 2023 ($22,500), which was a pro-rated amount for 1 June 2023 (when she joined the Board) to 31 December 2023, and compared to her fees for 2024 ($26,250).

(4) The fee change for Kristen Hege is calculated in relation to her fees for 2023 ($6,667), which was a pro-rated amount for 1 November 2023 (when she joined the Board) to 31 December 2023, and compared to her fees for 2024 ($47,500).

(5) The average change per employee is calculated in relation to an average number of 476 FTE employees for the year ended 31 December 2024 compared to an average of 439 FTE employees for the year ended 31 December 2023.

Chief Executive Officer's Pay Ratio

The table below sets out the CEO's pay ratio at the 25th, median and 75th percentile employee within the organisation. The Group used Option A, as defined in The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2013, because this calculation methodology for the ratios is considered to be the most accurate method. The 25th, median and 75th percentile pay ratios were calculated using the full-time equivalent ("FTE") remuneration for all UK employees as at year end. The CEO pay ratio legislation allows the exclusion of an element of pay and it was deemed appropriate to exclude the value of share options from the FTE remuneration calculations for UK employees because it proved to be overly onerous to generate the data. As the value of share options is included in the CEO's total remuneration, each of the 2024, 2023, 2022 and 2021 pay ratios is higher than would be the case had the value of share options for the UK employees been included in the calculation.

All employees are eligible to participate in the discretionary bonus plan and share option schemes which aim to align employees to the performance of the Group. The Group provides a competitive remuneration package which is appropriate to promote the long term success of the Group and we apply this policy fairly and consistently in order to attract talent and motivate the workforce. During the year the Group reviewed the salaries of the wider workforce and made adjustments to base pay as appropriate based on individual performance and the external market. The Group considers the median pay ratio to be consistent with the Group's wider policies on employee pay, reward and progression.

Financial Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024	Option A	18:1	15:1	11:1
2023	Option A	26:1	21:1	16:1

2022	Option A	26:1	20:1	15:1
2021	Option A	31:1	24:1	17:1

Pay details for the individuals are set out below:

Financial Year	CEO	25th percentile	Median	75th percentile
2024 Salary ($)	676,000	60,438	73,820	100,365
2024 Total Remuneration ($)	1,278,528 (1)	69,532	87,123	118,181

(1) The value of share options ($235,273) was included in the CEO remuneration. Had the value of the share options been excluded, the Median pay ratio for 2024 would have been 12:1.

Relative Importance of Spend on Pay

The following table sets forth the total amounts spent by the Company and its direct and indirect subsidiaries on remuneration for the year ended 31 December 2024 and the year ended 31 December 2023. The comparator chosen to reflect the relative importance of the Group's spend on pay is the Group's research and development expenses, as shown in its consolidated income statement on page 73 of its Annual Report and Financial Statements for the year ended 31 December 2024, because research and development expenses constituted a material proportion of its expenditure in 2024.

Period:	Year ended 31 December 2024	Year ended 31 December 2023
Total spend on remuneration (1):	$ 100,800,000	$ 89,178,000
Research and development expenses:	$ 158,549,000	$ 144,272,000

(1) The total spend on remuneration includes the value of equity-based awards as recognised in the financial statements in accordance with International Financial Reporting Standard 2 "Share-Based Payments".

Executive Director Remuneration for the year ending 31 December 2025

Salary

In 2024, the Committee engaged Pearl Meyer as independent advisors to benchmark executive compensation in order to ensure that the Group remains competitive for the purposes of talent attraction and retention. Pearl Meyer benchmarked executive compensation against a selected peer group consisting largely of comparable U.S.-listed biopharmaceutical companies, with some U.K.-listed biopharmaceutical companies, and to provide recommendations for base salaries, equity based awards and the structure of bonus incentive awards for 2025.

In December 2024, the Committee considered compensation for our CEO in the context of the market benchmarking information. Our CEO and senior executive officers received increased base salaries at levels that remain compliant with the last approved Directors' Remuneration Policy. For our CEO, this resulted in a base salary of $696,280 effective from 1 January 2025.

Annual bonus

For the year ending 31 December 2025, the CEO is eligible for a target bonus award of 60% of his base salary of $696,280 (that is, $417,768), subject to the achievement of objectives. These are linked to our business strategies, which include: building a commercial franchise in synovial sarcoma and MRCLS; progressing ADP-5701 (uza-cel manufactured on Galapagos manufacturing platform) into the clinic and continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients.

It is anticipated that the Board will meet in December 2025 to assess the performance of the CEO for the year ending 31 December 2025 against the objectives set out above.

Long-term incentives

During February 2025 annual awards of share options were made to our CEO. These awards were within market competitive levels provided by Pearl Meyer, following their benchmarking assessment of equity awards made to executive teams in a peer group of comparable U.S. and U.K. listed biopharmaceutical companies, with a priority focus on U.S. companies. These annual grants of options vest over a period of four years from the grant date, with the first 25% vesting after 12 months, which is in line with our Directors' Remuneration policy. Annual awards of share options were also made to the senior executive officers. These awards were disclosed on Form 4s submitted to the Securities and Exchange Commission on 20 February 2025.

The Remuneration Committee

The Remuneration Committee is comprised of Mr Mott (Chairman), Dr Allen and Mr Furey. All members have continued to serve until the date of this Report on Remuneration. The charter of the Committee is set forth on our website at http://www.adaptimmune.com

Advice Provided to the Remuneration Committee

The Committee retained Pearl Meyer to provide independent advice and consultation with respect to remuneration arrangements for the CEO (being our sole Executive Director) and senior management. Pearl Meyer is a global remuneration consultant with a well-established reputation for the design and implementation of remuneration programmes, including the design and implementation of equity-based incentive programmes. The Committee also sourced certain market research data reports from Aon Consulting and Willis Towers Watson remuneration consultants. In the year ended 31 December 2024, the amounts paid to Pearl Meyer totalled $108,435, the amounts paid to Aon Consulting totalled $64,895 and the amounts paid to Willis Towers Watson totalled $17,202.

In addition to Pearl Meyer, Aon Consulting and Willis Towers Watson, the Committee solicited and received input from the CEO concerning the remuneration of senior executives other than himself. The CEO provided recommendations with respect to annual cash bonuses to be paid to these persons for service in the year ended 31 December 2024 and base salaries effective from 1 January 2025 and with respect to equity-based awards made to these persons in February 2025. Finally, the CEO also provided input to the Committee regarding the implementation of equity-based remuneration as an element of all other employees' remuneration.

Statement of Voting Results

Voting at our shareholder meetings has generally been conducted by a show of hands by shareholders who are in attendance at the meeting. At the Annual General Meeting held on 14 May 2024, all of the resolutions set out in the Notice of the Annual General Meeting sent to shareholders were duly proposed and passed by unanimous approval, including the resolution proposing the approval of the Directors' Remuneration Report for the year ended 31 December 2023 and the resolution proposing the approval of the Directors' Remuneration Policy to apply effective from the end of that Annual General Meeting for a period of three years. No votes were withheld.

Details of the proxy votes received in relation to the resolution proposing the approval of the Directors' Remuneration Report for the year ended 31 December 2023, and in relation to the resolution proposing the approval of the Directors' Remuneration Policy are set out in the table below.

Resolution	Votes For	% of Total	Votes Against	% of Total	Votes Withheld	% of Total
To approve the Directors′ Remuneration Report	995,699,310	95.79	43,710,950	4.21	915,228	0.09
To approve the Directors′ Remuneration Policy	987,953,508	95.12	50,684,876	4.88	1,687,104	0.16

Statement of Implementation of Remuneration Policy in the Year ended 31 December 2024

There have been no changes to the Directors' Remuneration Policy, as approved at the Annual General Meeting of shareholders held on 14 May 2024. In 2024, the Company adhered to the policy as approved. In 2025, the Company intends to adhere to the policy as approved. That remuneration policy remains effective for a maximum of three years, until 13 May 2027, or until a revised policy is approved by shareholders. The last approved remuneration policy can be found in the Annual Report and Financial Statements of the Company for the year ended 31 December 2023, which is available in the Investors section of our website: http://www.adaptimmune.com

PART II - DIRECTORS' REMUNERATION POLICY

The information provided in this part of the Directors' Remuneration Report is not subject to audit.

We have set forth below a summary of the remuneration policy for the Executive Directors and for our Non-Executive Directors.

The Directors' Remuneration Policy was approved at the Annual General Meeting held on 14 May 2024 and remains effective for a maximum of three years, until 13 May 2027, or until a revised policy is approved by shareholders. The last approved remuneration policy can also be found in the Annual Report and Financial Statements of the Company for the year ended 31 December 2023, which is available in the Investors section of our website: http://www.adaptimmune.com

Summary of remuneration policy – Executive Directors

As Adaptimmune Therapeutics plc is a U.K. incorporated company listed on Nasdaq, the Group has operations in the U.K. and the U.S., our senior executives and our Non-Executive Directors live and work in the U.K. and the U.S., the Committee considers it appropriate to examine and be informed by compensation practices in both the U.K. and U.S., particularly in the matter of equity-based incentives, with an increasing focus on U.S. benchmarks and practices. The Committee considers that the last approved Directors' Remuneration Policy continues to be appropriate and fit for purpose, but the Committee is committed to reviewing the remuneration policy on an ongoing basis in order to ensure that it remains effective and competitive.

The Directors' Remuneration Policy is used to determine the remuneration for our CEO, our sole Executive Director, as well as for our other senior executives, and would also apply to other Executive Directors and senior executives that we appoint.

As described in the last approved Directors' Remuneration Policy, the elements of remuneration for the Executive Director(s) and Senior Executives comprise: base salary, pension or pension allowance payment, benefits (currently, access to death-in-service life insurance, family private medical cover and ill-health income protection), annual bonus and long term equity incentives (currently, share option awards).

The remuneration of our CEO is determined by the Board after having considered recommendations from the Committee. The remuneration of other senior executives in the Company, excluding our CEO, (the "Senior Executives") is determined by the Committee. For ease of reference, the following tables generally refer throughout to remuneration being determined by the Committee.

In 2024, the Committee retained an independent remuneration consultant, Pearl Meyer, to assist the Committee in ensuring that our remuneration arrangements for the Executive Director and senior executives are competitive for the calendar year commencing 1 January 2025. Pearl Meyer provided data from comparable publicly traded biopharmaceutical companies and otherwise assisted the Committee in its design of competitive remuneration for the Executive Director and senior executives. We expect to continue to use remuneration consultants to assist the Committee in determining competitive levels of executive remuneration and specific design elements of our remuneration programme.

The following tables present the elements of remuneration for our CEO (our sole Executive Director) and our other senior executives.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Base salary	Rewards skills and experience and provides the basis for a competitive remuneration package.	Salaries will typically be reviewed on an annual basis. Decisions on salary are informed by reference to: (i) market practice and market data on which the Committee receives independent advice; (ii) the individuals' experience and scope of the role; (iii) broader employee increases; (iv) wider market and economic conditions and (v) performance of the business and individual. Salaries will be benchmarked against comparable roles in a selected peer group of US- and European-listed biopharmaceutical companies with similar market capitalisations and/or scale of operational complexity. We typically expect to align salaries with the 50th percentile of peer group comparator data but may vary from this general rule where we consider that special circumstances apply or where recruitment or retention of a particular role is required. The Committee has the flexibility to set the salary of a new hire at a discount to the market and to realign it in subsequent years as the individual gains experience in the role. In exceptional circumstances, the Committee may agree to pay above market levels to secure or retain an individual who is considered by the Committee to possess significant and relevant experience that is critical to the delivery of the business strategy. The Committee may also decide to approve future increases following changes to job responsibilities or to reflect experience within the role.	Salaries will not generally exceed the 75th percentile of peer group comparator data for the relevant role unless there is a clear business rationale to do so. The Committee will reference alternative data for roles not widely represented in the core peer group. The Committee retains discretion to adjust the Executive Directors' base salaries to ensure that we can attract and retain the necessary talent to effectively compete in the global marketplace.	Not applicable.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Pension	Enables Executive Directors to build long-term retirement savings.	Company contribution to a personal pension scheme or a pension allowance payment, at the election of the Executive Director. Levels will be reviewed annually and the Committee may decide to increase future contribution levels should the review indicate such a change is appropriate. Executive Director pension levels will be aligned to the pension rate made available to the wider workforce, which, at the time of the development of the remuneration policy, is 6% of base salary.	Currently 6% of base salary, or other statutory minimum. The Committee may increase Executive Director pension levels to align with the rate made available to the wider workforce.	Not applicable.
Benefits	Reasonable benefits-in-kind are provided to support Executive Directors in carrying out their duties and assist with retention and recruitment.	Benefits currently include death-in-service life insurance, family private medical cover and ill-health income protection. The Committee will review benefits offered from time to time and retains the discretion to add or substitute benefits to ensure they remain market competitive. In the event that the Group requires an Executive Director to relocate, the Committee may offer appropriate relocation assistance.	No formal maximum. The cost of benefits is not pre-determined reflecting the need to allow for increases associated with the provision of benefits. Benefit costs are reviewed regularly to ensure they remain cost-effective.	Not applicable.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Annual Bonus	Rewards achievement of the near-term business objectives set at the start of each calendar year and reflects individual and team performance of the Executive Director and other Senior Executives in achieving those objectives, and progress towards achieving our strategic goals.	Objectives are set at the start of each calendar year. The choice of annual performance objectives will reflect the Committee's assessment of the key milestones/metrics required to be achieved within the calendar year in order to make progress towards achieving our strategic goals. The target annual cash bonus for our Executive Directors is established as a percentage of base salary. The annual bonus is typically payable in cash following year end. In exceptional circumstances the Committee may determine that all or part of the bonus will be paid in shares or share options. When business opportunities or challenges change substantially during the course of the year, the Committee may adjust objectives to meet the changed circumstances and correspondingly realign potential rewards. Awards may be subject to clawback (see *Notes to policy tables*).	Awards will normally be limited to a maximum of 100% of base salary. In exceptional periods, considered to be those years in which achievements lead to a transformational effect on the future prospects or the valuation of the business, the annual maximum may increase to up to 150% of basic salary. Judgement as to whether achievements in a calendar year are considered to be exceptional is at the discretion of the Committee.	The Committee retains the ability to set performance objectives annually. These objectives can be group-based and /or individual, financial and/ or non-financial, and are likely to include milestones linked to: • successful execution of key elements of pipeline development programmes; • progress with clinical trials programmes;

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
				• key regulatory steps (IND grants, regulatory approvals); • progress with business development activities; • the Group's financial position and equity liquidity and valuation. A number of these objectives are considered to be commercially sensitive and are therefore not disclosed here in detail.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Long term equity incentives	Motivates and rewards multi-year performance, encouraging achievement of strategy over the medium to long term. Aligns the interests of our Executive Directors and Senior Executives with those of our shareholders. Encourages retention as entitlement to full benefits arising from equity-based awards only accrues over a period of years. Enables us to compete with equity-based remuneration offered by a set of comparable companies with whom we may compete for executive talent.	Under our share option schemes, the Committee is able to grant awards of CSOP options in the UK, and unapproved share options (non-qualifying options) in the UK and US, which includes the ability to grant RSU-style awards. The Committee may grant other forms of equity award in relation to shares in the Company, subject to shareholder approval if required. All awards may be subject to performance targets. The Committee generally grants equity-based remuneration to Executive Directors and Senior Executives at the time they commence employment and from time to time thereafter based on performance. The Committee typically grants equity awards with phased vesting. Currently, awards vest over a period of four years, with the first 25% vesting after 12 months. The Committee may determine that a different vesting schedule is appropriate, in which case the different vesting schedule will be disclosed at the time the awards are made. Awards may be subject to clawback (see Notes to policy tables).	There is no fixed annual maximum limit to the size or value of equity- based compensation awards made in a year to Executive Directors and Senior Executives, or in the aggregate over a time period. However, the Committee will always work within benchmarking guidelines provided by our compensation consultants. Additionally, our option scheme rules set a maximum limit on the grant of options to all participants of 8% of our initial issued share capital on the date of our IPO increased by 4% on each 30 June to be effective from 1 July 2016. Expected values are calculated in accordance with generally accepted methodologies based on Black-Scholes models.	Generally, we grant equity-based remuneration awards that vest over time without specific performance targets other than continued service. Awards may be subject to performance targets at the discretion of the Committee. When making awards, the Committee considers: the size and value of past awards; the performance of the Executive Director and Senior Executives; and competitive data on awards made to executives at comparable companies. Our Severance Policy entitles the Executive Director and Senior Executives to accelerated vesting of options on termination without cause or resignation for good reason on a change of control.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
			We seek to establish equity-based remuneration to be reasonably competitive to that offered by a set of comparable companies with whom we may compete for executive talent.	Additionally, the Board has discretion to accelerate vesting of options including in connection with a change of control event or when an Executive Director's service is terminated on account of disability or death. *See Policy on Payments for Loss of Office.*

Notes to policy tables

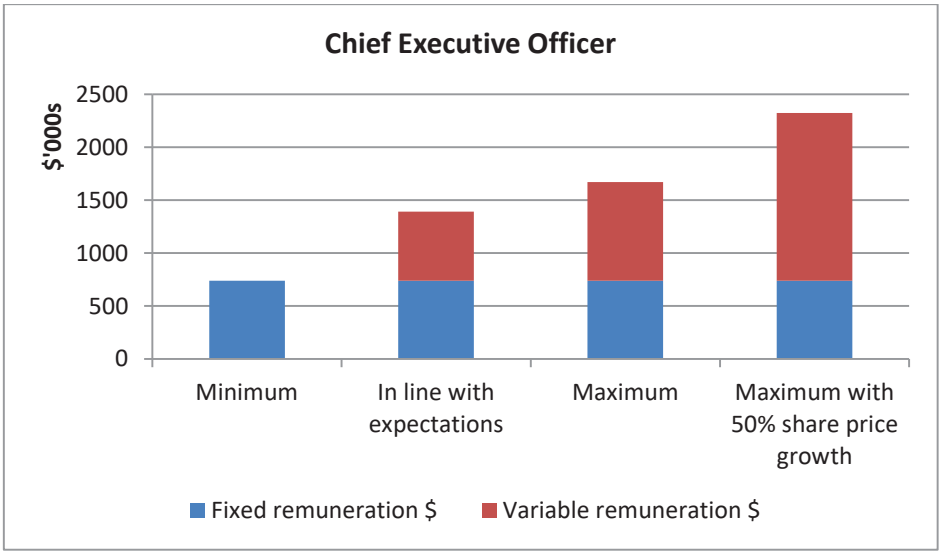
(1) The use of time-based vesting for share option awards is consistent with U.S. practice, to which we look for guidance on our policies. We examine, with assistance from Pearl Meyer, our independent remuneration consultant, comparative data on both a (i) fair market value basis and (ii) percentage of salary basis. The Committee uses a blend of the two methods to establish appropriate levels of equity-based remuneration for the Executive Director and Senior Executives.

(2) Our clawback policy adopted with effect from 2 October 2023 enables us to seek the recovery and/or forfeiture of incentive-based compensation paid by the Company, including cash, equity or equity-based compensation, in the event that we restate our financial statements under certain circumstances. The clawback policy applies to current and former Executive Directors and Senior Executives.

Application of the Remuneration Policy to Executive Director Remuneration for the year ending 31 December 2025

The following table provides an illustration of the potential remuneration for the year ending 31 December 2025 for the CEO, as the sole Executive Director, computed in accordance with the Remuneration Policy outlined above and by applying the following assumptions:

Minimum	The base salary for the Executive Director is assumed to be the base salary of $696,280 per annum effective from 1 January 2025.
	The value of benefits receivable for the year ending 31 December 2025 is assumed to be the same rates of contributions for a 401(k) plan (pension) and for benefits as for 2024.
	No bonus is assumed for the Executive Director. The value of the equity-based awards is assumed to be zero.
In line with expectations	The same components for base salary and benefits as reflected for the minimum above.
	The expected level of bonus is taken to be 60% of base salary, being the target level of bonus payment for the year ending 31 December 2025. The value of the equity-based awards is assumed to be the intrinsic value (based on the market value of the underlying shares at the grant date less the exercise price) of the share options granted to the Executive Director during the year ended 31 December 2024.
Maximum	The same components for base salary and benefits as reflected for the minimum above.
	The maximum level of bonus is taken to be 100% of current base salary. The same value for the equity-based awards as for the "In line with expectations" scenario above.
Maximum plus 50% increase	The same components for base salary, benefits and bonus as reflected for the maximum above.
	The value of the equity-based awards is assumed to be the intrinsic value calculated as above, but based on an assumption that the underlying shares granted have increased in value by 50% since the grant date.



Executive Director Service Contracts

It is Group policy that Executive Directors should have contracts with an indefinite term providing for a maximum of up to 12 months' notice to be given by the employer or Executive Director. Executive Directors' service agreements and employment agreements, as applicable, are available for inspection at the Company's registered office during normal business hours and have also been filed with the Securities and Exchange Commission.

We currently employ Adrian Rawcliffe, our CEO and sole Executive Director who is resident in the USA, on an at-will employment agreement. The Company may terminate Mr Rawcliffe's employment with or without cause and without advance notice, but Mr Rawcliffe is required to provide at least 60 days' advance written notice to the Company if he is terminating his employment.

The terms of the current Executive Director's employment agreement are:

Name	*Position*	*Date of agreement*	*Notice period*
Adrian Rawcliffe	Chief Executive Officer	26 June 2019	At will (Company) / 60 days (Director)

Director service agreements contain non-solicitation and non-competition provisions, normally for a 12-month period, as well as confidentiality provisions. All employment arrangements for any Executive Director will continue to include a notice provision, except that the Company will not be obligated to provide any advance notice in relation to the termination of employment of any Executive Director(s) resident in the USA.

Policy on Payments for Loss of Office

Our approach to payments in the event of termination of an Executive Director is to take account of the individual circumstances including the reason for termination, individual performance, contractual obligations and the terms of the incentive plans in which the Executive Director participates. Depending on the nature of the exit, the Executive Director may be required to resign as a Director if the Board requires a resignation in conjunction with the end of the employment relationship.

The Company may terminate an Executive Director's employment with immediate effect in certain circumstances including bankruptcy, criminal convictions, gross misconduct or serious or repeated breaches of obligations of his or her service. In the event of termination of the Executive Director for cause, we are not obligated to make any payment in lieu of notice.

On termination of the service contract without cause, we have the right to require an Executive Director who is resident in the UK to take garden leave for all or part of the notice period (the remaining term of the contract) and we have the right to pay salary and benefits in lieu of notice. During the period of any garden leave, the Executive Director must continue to be available to the Company and would continue to receive his or her full salary and other contractual entitlements.

In the event of termination without cause, excluding in a change of control, an Executive Director is entitled to payments under his or her employment agreement (or service agreement for an Executive Director resident in the UK) and the Company's executive severance policy, including salary and benefits continuation of up to 12 months. In addition, the Board has discretion to award a pro-rated bonus and has discretion under our share scheme rules to allow some or all of the shares and share options held by Executive Directors and senior executives to vest in full.

In the event of a termination of employment by the Company without cause or a resignation by the Executive Director for good reason following a change of control, an Executive Director is entitled to salary and benefits continuation of up to 18 months. In addition, the Executive Director is entitled to an amount equating to his or her target bonus and any portion

of shares and share options held by Executive Directors and senior executives that were outstanding and unvested as of the date of termination will vest and immediately become exercisable on the date of termination.

In order to receive severance benefits under the employment agreement and executive severance policy, the Executive Director is required to execute a release of claims in favour of the Company and comply with certain other post-employment covenants set forth in his or her employment agreement or service agreement as applicable.

We will comply with applicable disclosure and reporting requirements of the Securities and Exchange Commission with respect to remuneration arrangements with a departing Executive Director.

Policy on Recruitment

Our policy is to pay a fair remuneration package for the role being undertaken and the experience of the individual to be appointed. We expect remuneration packages will include base salary, targeted level of annual cash incentive, initial and ongoing equity-based awards, standard benefits and special provisions tailored to the recruiting situation, such as: sign-on bonus, reasonable relocation support and make-whole awards for remuneration forfeited from a prior employer (whether on account of cash bonuses, share awards, pension benefits or other forfeited items).

The Board retains the discretion to provide additional benefits where necessary to recruit new Executive Directors.

If we appoint an existing employee as an Executive Director of the Company, we would expect to retain legacy obligations to the employee with respect to remuneration, such as outstanding share awards. Should these differ materially from current arrangements, these will be disclosed in the applicable Directors' Remuneration Report following such appointment. We will also disclose remuneration details for a new Executive Director in accordance with all applicable reporting requirements including those of the Securities and Exchange Commission.

Remuneration policy – Non-Executive Directors

Given the Company's exposure to the US talent market, Non-Executive Directors may elect to receive their fees in cash or in the form of equity (currently granted in the form of share options). Non-Executive Director quantum and structure is primarily benchmarked against comparable publicly traded biopharmaceutical companies, with an increasing focus on U.S. benchmarks and practices.

The Board has discretion to pay fees to any or all Non-Executive Directors and/or to pay Non-Executive Directors in the form of a mixture of cash and share options. Our remuneration arrangements for Non-Executive Directors comprise an award of a fixed number of share options, plus a fee payment or additional number of share options at the Director's election. The option awards and cash payments made in 2024 were established at competitive levels taking into account peer data from comparable companies provided in a benchmarking analysis undertaken by Pearl Meyer in 2024 and are compliant with the last approved Directors' Remuneration policy.

The Committee has subsequently retained Pearl Meyer to assist the Committee in ensuring that our remuneration arrangements for the Non-Executive Directors are competitive and appropriate by benchmarking them against comparable publicly traded biopharmaceutical companies, with an increasing focus on U.S. benchmarks and practices. We expect to continue to use remuneration consultants to assist the Committee in determining competitive levels of Non-Executive Director remuneration and specific design elements of our Non-Executive Director remuneration programme.

Our Non-Executive Directors participate in the Group's long-term incentive plans on terms similar to those used for Executive Directors. In accordance with their Letters of Appointment, each Non-Executive Director is entitled to receive an annual award of share options and incoming Non-Executive Directors receive an initial award of share options, and in either scenario which may include RSU-style awards, with such number to be determined by the Board. In determining option awards, the Board works within benchmarking guidelines provided by remuneration consultants.

Any equity that is awarded to Non-Executive Directors will not be subject to performance conditions. Non-Executive Directors do not receive any pension from the Company nor do they participate in any performance-related incentive plans.

The following table presents the elements of remuneration for Non-Executive Directors.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Non-Executive fees	Reflects time commitments and responsibilities of each role. Reflects fees paid by similarly sized companies.	The remuneration of the Non-Executive Directors will be determined by the Board as a whole and is informed by reference to (i) market practice and market data, on which the Committee receives independent advice; (ii) the individuals' experience and scope of the role; (iii) broader employee increases (iv) wider market and economic conditions and (v) performance of the business and individual. We typically expect to align fees with the 50th percentile of peer group comparator data but may vary from this general rule where we consider that special circumstances apply or where recruitment or retention of a particular role is required. Fees will typically consist of a basic fee for Non-Executive Director responsibilities plus incremental fees for additional roles/responsibilities such as membership and chairmanship of Board committees and a senior independent Non-Executive Director role. The Non-Executive Directors may elect to receive the fees in cash or in the form of an award of additional share options (see *Equity Awards* section). The Non-Executive Directors do not receive any pension from the Company, nor do they participate in any performance-related incentive plans.	The value of each individual's aggregate fees will not exceed the 75th percentile of peer group comparator data for the relevant role, unless there is a clear business rationale to do so.	None.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Benefits	To reimburse Directors for reasonable expenses incurred.	Non-Executive Directors do not participate in any Company pension plan. Non-Executive Directors may receive travel, accommodation and other business-related expenses incurred in carrying out the role.	No formal maximum.	None.
Equity Awards	For public companies listed in the United States, equity-based remuneration is a standard component of Director remuneration. We extend equity-based awards to our Non-Executive Directors in order to be competitive with comparable companies seeking qualified Directors and to align the interests of our Non-Executive Directors with those of our shareholders.	Non-Executive Directors participate in the Group's long-term incentive plans on terms similar to those used for Executive Directors. Under their appointment letters, each Non-Executive Director is entitled to receive an annual award of options, provided that he or she continues to serve as a Director. When a new Non-Executive Director is appointed, he or she may receive an initial award of options. In either scenario, these may include unapproved options (non-qualified options) and RSU-style awards. The Board may grant other forms of equity award in relation to shares in the Company, subject to shareholder approval if required. The Board is able to grant share options which permit phased vesting over the period. Currently, options awarded to new Directors become fully exercisable over three years while options awarded annually are exercisable on the first anniversary of the date of grant. Other vesting schedules may be adopted at the discretion of the Board. Any share options awarded will not be subject to performance conditions. Expected values are calculated in accordance with generally accepted methodologies based on Black-Scholes models.	No formal maximum. The equity awards will be determined by the Board as a whole working within benchmarking guidelines provided by our compensation consultants and taking account of US market practice, responsibilities, and ongoing time commitment. Additionally, our option scheme rules set a maximum limit on the grant of options to all participants of 8% of our initial issued share capital on the date of our IPO increased by 4% on each 30 June effective from 1 July 2016.	Not performance-related.

Letters of Appointment

The Chairman and all other Non-Executive Directors have letters of appointment which set out the terms under which they provide their services to the Company and which are subject to a three month notice period either by the Company or the Non-Executive Director. In accordance with the Company's Articles of Association, Non-Executive Directors are included in the requirement that one-third of Directors are subject to retirement by rotation at each Annual General Meeting of shareholders. There is no remuneration payable on loss of office when, for example, a Director is not re-elected at an Annual General Meeting.

Statement of Consideration of Employment Conditions and Differences to the Executive Director Policy

All our employees are paid a base salary and receive standard employee benefits, which vary according to whether they are employed in the UK or in the US but all are entitled to a contribution from the Group towards a pension scheme or retirement plan, as well as access to health insurance and income protection. Salary and incentives are regularly benchmarked against the market to ensure they remain competitive.

All employees are eligible to be considered for an annual increase in their base salaries, provided they have worked for a sufficient portion of the prior fiscal year. In addition, all employees are eligible to be considered for annual cash bonus awards, subject to the achievement of objectives and to the overall performance of the Company, and for consideration for regular equity awards. Eligibility is dependent on the employee's position and performance, with more senior employees eligible for higher bonus and equity award levels.

The Committee is regularly updated throughout the year on pay and conditions applying to Company employees. Where significant changes are proposed to employment conditions and salary levels elsewhere in the Company these are highlighted for the attention of the Committee at an early stage and the Committee will take such employment considerations into account when setting directors' remuneration.

No specific consultation with employees has been undertaken in respect of the design of the Company's senior executive remuneration policy to date although the Committee will keep this under review.

Statement of Consideration of Shareholder Views

The Committee will consider shareholder feedback received following the AGM, as well as any additional feedback and guidance received during the year. This feedback is always considered by the Committee as it develops the Company's remuneration framework and practices. Assisted by its independent adviser, the Committee also actively monitors developments in the expectations of institutional investors and their representative bodies.

Approval

This report was approved by the Board of Directors on 9 April 2025 and signed on its behalf by:

David M Mott
Director and Chairman of the Remuneration Committee

11 April 2025

The directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. Under the law and as permitted by the NASDAQ the directors have elected to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and they have elected to prepare the parent Company financial statements in accordance with UK accounting standards and applicable law, including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent Company and of the Group's profit or loss for that period. In preparing each of the Group and parent Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable, and, in respect of the parent Company financial statements only, prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards;
- for the parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

1 Our opinion is unmodified

We have audited the financial statements of Adaptimmune Therapeutics Plc ("the Company") for the year ended 31 December 2024 which comprise the Consolidated Income Statement and Consolidated Statement of Other Comprehensive Loss, Consolidated and Company Statement of Financial Position, Consolidated and Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and the related notes, including the accounting policies in note 1.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2024 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed entities. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

2 Material uncertainty related to going concern

	The risk	**Our response**
Going concern Please refer to page 9 (Directors' Report), page 19 (Strategic Report) and pages 80 to 81 (accounting policy on going concern basis of preparation). We draw attention to note 1(d) to the financial statements which indicates that the Group has incurred net losses since inception, and it expects to incur operating losses in future periods. In particular, the Group's base case cash flow forecasts for the year show that unless further cash funding is secured, the Group will breach its financial covenants under its Loan Agreement with Hercules Capital and will have insufficient liquidity to continue to operate. These events and conditions, along with the other matters explained in note 1(d), constitute a material uncertainty that may cast significant doubt on the group's and the parent	***Disclosure quality*** The financial statements explain how the Board has formed a judgement that it is appropriate to adopt the going concern basis of preparation for the Group and parent Company. That judgement is based on an evaluation of the inherent risks to the Group's and Company's business model and how those risks might affect the Group's and Company's financial resources or ability to continue operations over a period of at least a year from the date of approval of the financial statements. The risk for our audit is whether or not those risks are such that they amounted to a material uncertainty that may cast significant doubt about the ability to continue as a going concern. If so, that fact is required to be disclosed (as has been done) and, along with a description of the circumstances, is a key financial statement disclosure.	Our procedures included: **Assessing transparency:** • Considered whether the going concern disclosure in note 1(d) to the financial statements gives a full and accurate description of the Directors' assessment of going concern, including the identified risks, and related downsides/sensitivities. Our assessment of management's going concern assessment also included: **Funding assessment:** • We assessed the forecast cash position and the directors' assessment of the Group's ability to comply with covenants for a period of at least 12 months from the date of approval of the financial statements ('forecast period'), to understand the financial resources

company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.	There is little judgement involved in the directors' conclusion that the risks and circumstances described in note 1(d) to the financial statements represent a material uncertainty over the ability of the group and company to continue as a going concern for a period of at least a year from the date of approval of the financial statements. However, clear and full disclosure of the facts and the directors' rationale for the use of the going concern basis of preparation, including that there is a related material uncertainty, is a key financial statement disclosure and so was the focus of our audit in this area. Auditing standards require that to be reported as a key audit matter.	available to the Group during the forecast period. **Historical comparisons:** • We performed a retrospective review of the Directors' track record of forecasting by comparing previous forecasts against actual cashflows. **Evaluating directors' intent:** • We evaluated the achievability of the actions the directors consider they would take to improve the position, taking into account the extent to which the directors can control the timing and outcome of these.

3 Other key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Going concern is a significant key audit matter and is described in section 2 of our report. In arriving at our audit opinion above, the other key audit matters, in decreasing order of audit significance, were as follows:

	The risk	**Our response**
Recoverability of the parent Company's investment and loans in subsidiaries Please refer to page 82 (accounting policy on Impairment of investments and loans in subsidiaries) and pages 111-112 (financial disclosure). Investments and loans in subsidiaries: 2024 $11 million (2023: $124 million)	***Low risk, high value Subjective estimate*** *(Risk vs 2023, no change)* The carrying value of the investments (including inter-company loans represent 8% (2023: 69%) of the parent Company's total assets. The recoverability of the investment in subsidiary and the amounts owed to group entities is not at a high risk of significant misstatement or subject to significant judgement. However, due to its materiality in the context of the Parent Company financial	We performed the tests below rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. Our procedures included: **Test of detail:** • We compared the aggregate of the carrying amount of the investment and loan in subsidiaries to the market capitalisation of the Group at 31 December 2024, which is an approximation of the minimum recoverable amount of the investment and amounts owed to

	statements and the impairment charge of $156m (2023: $128m) in the current year, this is considered to be the area that had the greatest effect on our overall Parent Company audit.	group undertakings, to assess whether it was in excess of the carrying amount. • We recalculated the impairment charge and credit loss provision for the year and confirmed that these had been allocated against the carrying value of the investments and loans in subsidiaries appropriately. ***Assessing transparency:*** • Assessed the adequacy of the parent Company's disclosures in respect of the expected credit loss on the loans to subsidiaries

We continue to perform procedures over the Group's identification of performance obligations within revenue contracts, which was a key audit matter in 2023 as it required subjective and complex auditor judgment due to the nature of a new agreement and the underlying contractual terms. While this agreement is still in place as at December 31, 2024, no further significant judgments have been made in relation to the identification of performance obligations. Additionally, for new agreements entered into in 2024, the identification of performance obligations required significantly less judgment, such that we have not assessed this as one of the most significant risks in our current year audit and, therefore, it is not separately identified in our report this year.

4 Our application of materiality and an overview of the scope of our audit

Our application of materiality

Materiality for the Group financial statements as a whole was set at $5.0m (2023: $5.8m), determined with reference to a benchmark of normalised Group loss before tax of $109.9m (2023: $144.0m), of which it represents 4.5% (2023: 4%). We normalised Group loss before tax by averaging over 5 years (2023: 3 years) to account for fluctuations in the Group's performance caused by the termination of the collaboration agreements with Genentech and Astellas in 2024 and 2023 respectively as disclosed in Note 2. Additionally in 2023 we added back the one-off gain on bargain purchase as disclosed in Note 29.

Materiality for the parent Company financial statements as a whole was set at $1.3m (2023: $1.6m), determined with reference to a benchmark of Company total assets, of which it represents 1% (2023: 1%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 75% (2023: 75%) of materiality for the financial statements as a whole, which equates to $3.7m (2023: $4.3m) for the Group and $1m (2023: $1.2m) for the parent Company. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding $0.2m (2023: $0.3m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Overview of the scope of our audit
This year, we applied the revised group auditing standard in our audit of the consolidated financial statements The revised standard changes how an auditor approaches the identification of components, and how the audit procedures are planned and executed across components.

In particular, the definition of a component has changed, shifting the focus from how the entity prepares financial information to how we, as the group auditor, plan to perform audit procedures to address group risks of material misstatement ("RMMs"). Similarly, the group auditor has an increased role in designing the audit procedures as well as making decisions on where these procedures are performed (centrally and/or at component level) and how these procedures are executed and supervised. As a result, we assess scoping and coverage in a different way and comparisons to prior period coverage figures are not meaningful. In this report we provide an indication of scope coverage on the new basis.

We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the Group financial statements and which procedures to perform at these components to address those risks.

In total, we identified seven components, having considered our evaluation of the Group's operational structure and our ability to perform audit procedures centrally.

Of those, we identified three quantitatively significant components which contained the largest percentages of either total revenue or total assets of the Group, for which we performed audit procedures.

Accordingly, we performed audit procedures on three components. We also performed the audit of the parent Company.

We set the component materialities, ranging from $1.3m to $3.7m, having regard to the mix of size and risk profile of the Group across the components.

Our audit procedures covered 99% of Group revenue. We performed audit procedures in relation to components that accounted for 70% of Group loss before tax and 96% of Group total assets.

The scope of the audit work performed was predominately substantive as we did not rely upon the Group's internal control over financial reporting.

5 Going concern basis of preparation

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the group or the company, or to cease their operations, and as they have concluded that the group and the company's financial position means that this is realistic for at least a year from the date of approval of the financial statements ("the going concern period"). As stated in section 2 of our report, they have also concluded that there is a material uncertainty related to going concern.

An explanation of how we evaluated management's assessment of going concern is set out section 2 of our report.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

6 Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, the audit committee, in-house-legal teams and internal audit and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board, audit committee, AGM, remuneration committee, financing strategy committee and corporate governance and nominating committee minutes.
- Considering remuneration incentive schemes and performance targets of management personnel and directors.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because of the immaterial value of Product revenue and, in respect of Development revenue, little incentive or opportunity for management to manipulate revenue taking account of the nature and status of Development collaboration agreements with customers.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries to test for all full scope components based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts, those posted by users who post infrequently, and those where postings are in unusual accounting combinations.
- Evaluating the business purpose of significant unusual transactions.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Group's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation, and taxation legislation, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of Group's license to operate. We identified the following areas as those most likely to have such an

effect: health and safety, anti-bribery, employment law and clinical trial law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any, recognising the nature of the Group's activities. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

7 We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

8 We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

9 Respective responsibilities

Directors' responsibilities
As explained more fully in their statement set out on page 65, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

10 The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Simon Haydn-Jones (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
2 Forbury Place
33 Forbury Road
Reading
RG1 3AD

11 April 2025

For the year ended 31 December	*Note*	**2024**	2023
		$'000	$'000
Revenue	*2*	**178,032**	60,281
Cost of goods sold		(70)	—
Research and development		(158,549)	(144,272)
Selling, general and administrative		(91,878)	(75,671)
Impairment of property, plant & equipment	*23*	(10,401)	—
Other income	*3*	5,779	2,958
Total operating expenses		**(255,119)**	**(216,985)**
Operating loss	*4*	**(77,087)**	(156,704)
Gain on bargain purchase	*29*	**—**	22,049
Finance income	*7*	**6,596**	5,964
Finance expense	*7*	**(7,429)**	(2,118)
Loss before tax		**(77,920)**	(130,809)
Taxation credit	*8*	**6,041**	13,726
Loss for the period		**(71,879)**	(117,083)
Basic and diluted loss per share	*1*	**(0.05)**	(0.10)
Weighted average number of shares used to calculate basic and diluted loss per share	*1*	**1,513,810,852**	1,206,440,978

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE LOSS

For the year ended 31 December	**2024**	2023
	$'000	$'000
Loss for the period	**(71,879)**	(117,083)
Other comprehensive loss for the period, net of income tax		
Items that are or may be reclassified subsequently to profit or loss:		
Foreign exchange translation differences	**1,703**	(3,446)
Net change in fair value of financial assets at fair value through OCI	**11**	936
Total other comprehensive loss for the period	**1,714**	(2,510)
Total comprehensive loss for the period	**(70,165)**	(119,593)

All of the above figures relate to continuing operations.

The notes on pages 79 to 135 form part of these financial statements.

As of year ended 31 December	*Note*	2024	2023
		$'000	$'000
Assets			
Non-current assets			
Property, plant & equipment	*9*	**31,309**	50,946
Right-of-use lease assets	*10*	**17,482**	18,642
Intangibles	*11*	**8,521**	5,648
Restricted cash	*13*	**2,067**	3,026
Total non-current assets		**59,379**	78,262
Current assets			
Inventories	*14*	**7,320**	—
Trade and other receivables	*15*	**1,454**	821
Tax receivable		**12,930**	46,097
Other current assets	*16*	**13,731**	14,103
Financial assets at fair value through other comprehensive income	*17/24*	**60,466**	2,947
Cash and cash equivalents	*18*	**91,139**	143,991
Total current assets		**187,040**	207,959
Total assets		**246,419**	286,221
Equity & liabilities			
Equity			
Share capital	*19*	**2,085**	1,865
Share premium	*19*	**828,220**	799,191
Other reserve	*19*	**131,013**	131,013
Accumulated other comprehensive income	*19*	**(9,782)**	(11,496)
Retained losses		**(938,500)**	(877,547)
Total Equity		**13,036**	43,026
Non-Current liabilities			
Loans and borrowings	*20*	**50,237**	—
Trade and other payables	*21*	**3,145**	1,404
Deferred revenue	*2*	**95,815**	149,060
Lease liability	*10*	**19,333**	19,933
Total Non-Current liabilities		**168,530**	170,397
Current liabilities			
Trade and other payables	*22*	**40,983**	38,431
Deferred revenue	*2*	**12,296**	28,973
Lease liability	*10*	**4,720**	5,394
Restructuring provision	*23*	**6,854**	—
Total current liabilities		**64,853**	72,798
Total equity & liabilities		**246,419**	286,221

The notes on pages 79 to 135 form part of these Financial Statements. The financial statements on pages 73 to 135 were approved by the Board of Directors on 9 April 2025 and are signed on its behalf by:

Adrian Rawcliffe
Director

11 April 2025

As of year ended 31 December	*Note*	2024	2023
		$'000	$'000
Assets			
Non-current assets			
Investments and loans in subsidiaries	*12*	**11,191**	124,608
Total non-current assets		**11,191**	124,608
Current assets			
Other current assets	*16*	**450**	585
Trade and other receivables	*15*	**11,222**	11,822
Financial assets at fair value through other comprehensive income	*17*	**60,466**	2,947
Cash and cash equivalents		**55,073**	40,767
Total current assets		**127,211**	56,121
Total assets		**138,402**	180,729
Equity & liabilities			
Equity			
Share capital	*19*	**2,085**	1,865
Share premium	*19*	**828,220**	799,191
Other reserves	*19*	**79,990**	79,990
Accumulated other comprehensive income		**17**	6
Retained earnings		**(852,428)**	(702,300)
Total Equity		**57,884**	178,752
Non-current liabilities			
Loans and borrowings	*20*	**50,237**	—
Current liabilities			
Trade and other payables	*22*	**30,281**	1,977
Total equity & liabilities		**138,402**	180,729

The Company's loss for the year was $161,054,000 (2023: $137,783,000).

The notes on pages 79 to 135 form part of these Financial Statements.

The financial statements on pages 73 to 135 were approved by the Board of Directors on 9 April 2025 and are signed on its behalf by:

Adrian Rawcliffe
Director

11 April 2025

	Share Capital $'000	Share Premium $'000	Other reserve $'000	Exchange reserve $'000	Fair value reserves $'000	Retained Losses $'000	Total equity $'000
Balance at 1 January 2023	1,399	738,014	131,013	(8,056)	(930)	(774,774)	86,666
Total comprehensive loss for the year:							
Loss for the year	—	—	—	—	—	(117,083)	(117,083)
Other comprehensive loss for the year	—	—	—	(3,446)	936	—	(2,510)
Transactions with owners, recorded directly in equity:							
Issuance of shares under At The Market sales agreement, net of expenses	5	619	—	—	—	—	624
Issuance of common stock upon acquisition of TCR[2]	443	60,320	—	—	—	—	60,763
Issuance of common stock upon exercise of options	18	238	—	—	—	—	256
Equity-settled share based payment expense	—	—	—	—	—	14,310	14,310
Balance at 31 December 2023 and at 1 January 2024	**1,865**	**799,191**	**131,013**	**(11,502)**	**6**	**(877,547)**	**43,026**
Total comprehensive loss for the year:							
Loss for the year	—	—	—	—	—	(71,879)	(71,879)
Other comprehensive loss for the year	—	—	—	1,703	11	—	1,714
Transactions with owners, recorded directly in equity:							
Issuance of common stock upon exercise of options	11	66	—	—	—	—	77
Issuance of shares under At The Market sales agreement, net of expenses	209	28,963	—	—	—	—	29,172
Equity-settled share based payment expense	—	—	—	—	—	10,926	10,926
Balance at 31 December 2024	**2,085**	**828,220**	**131,013**	**(9,799)**	**17**	**(938,500)**	**13,036**

The notes on pages 79 to 135 form part of these Financial Statements

	Share Capital $'000	Share Premium $'000	Other Reserve $'000	Fair value reserves $'000	Retained Earnings $'000	Total Equity $'000
Balance at 1 January 2023	1,399	738,014	79,990	(930)	(578,827)	239,646
Total comprehensive loss for the year:						
Loss for the year	—	—	—	—	(137,783)	(137,783)
Other comprehensive loss for the period	—	—	—	936	—	936
Transactions with owners, recorded directly in equity:						
Issuance of shares under the At The Market program, net of expenses	5	619	—	—	—	624
Issuance of common stock upon acquisition of TCR[2]	443	60,320				60,763
Issuance of common stock upon exercise of options	18	238	—	—	—	256
Equity-settled share based payment expense	—	—	—	—	14,310	14,310
Balance at 31 December 2023 and at 1 January 2024	**1,865**	**799,191**	**79,990**	**6**	**(702,300)**	**178,752**
Balance at 1 January 2024	1,865	799,191	79,990	6	(702,300)	178,752
Total comprehensive loss for the year:						
Loss for the year	—	—	—	—	(161,054)	(161,054)
Other comprehensive loss for the period	—	—	—	11	—	11
Transactions with owners, recorded directly in equity:						
Issuance of common stock upon exercise of options	11	66	—	—	—	77
Issuance of shares under the At The Market program, net of expenses	209	28,963	—	—	—	29,172
Equity-settled share based payment expense	—	—	—	—	10,926	10,926
Balance at 31 December 2024	**2,085**	**828,220**	**79,990**	**17**	**(852,428)**	**57,884**

The notes on pages 79 to 135 form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December	Note	2024 $'000	2023 $'000
Cash flows from operating activities			
Loss for the year before tax		**(77,920)**	(130,809)
Adjustments for:			
Depreciation	*9*	**10,814**	9,453
Amortisation	*11*	**189**	224
Impairment of property, plant and equipment	*23*	**10,401**	—
Gain on bargain purchase	*29*	**—**	(22,049)
Equity-settled share based payment expense	*26*	**10,923**	13,346
Net finance income	*7*	**(161)**	(3,648)
Other		**181**	167
Changes in:			
Increase in inventories		**(7,355)**	—
(Increase)/decrease in trade and other current assets and receivables		**(4,000)**	14,102
Decrease in other non-current assets		**—**	1,504
Increase in non-current financial liabilities		**301**	—
Increase/(decrease) in trade and other payables		**14,930**	(3,505)
Decrease in deferred revenue		**(69,795)**	(14,574)
Cash used in operations		**(111,492)**	(135,789)
Net taxes received/(paid)		**41,369**	(2,375)
Interest element of lease payments		**(2,089)**	(1,920)
Interest paid		**(2,092)**	—
Interest received		**5,189**	2,811
Net cash used in operating activities		**(69,115)**	(137,273)
Cash flows from investing activities			
Acquisition of property, plant & equipment		**(886)**	(4,681)
Acquisition of intangibles		**(1,018)**	(17)
Reduction in restricted cash		**959**	197
Cash from acquisition of TCR^2 Therapeutics Inc.		**—**	43,610
Investment in financial assets at fair value through OCI		**(100,418)**	(75,953)
Maturity of financial assets at fair value through OCI		**44,057**	210,983
Other		**129**	1,353
Net cash (used in)/provided by investing activities		**(57,177)**	175,492
Net cash used in financing activities			
Proceeds from issuance of long term borrowings		**49,500**	—
Proceeds from exercise of share options		**77**	256
Proceeds from issuance of shares, net of commissions and issuance costs		**29,172**	624
Principal element of lease payments		**(4,907)**	(4,018)
Net cash provided by/(used in) financing activities		**73,842**	(3,138)
Net (decrease)/increase in cash and cash equivalents		**(52,450)**	35,081
Effect of movements in exchange rates on cash held		**(402)**	877
Cash and cash equivalents at start of year		**143,991**	108,033
Cash and cash equivalents at year end		**91,139**	143,991

The notes on pages 79 to 135 form part of these Financial Statements

1. ACCOUNTING POLICIES

(a) Domicile

Adaptimmune Therapeutics plc is registered in England and Wales. Its registered office is 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX.

The Group and its subsidiaries (the "Group") are a commercial-stage biopharmaceutical group focused on novel cancer immunotherapy products based on its T-cell receptor platform. The Group's proprietary platform enables it to identify cancer targets, find and develop cell therapy candidates active against those targets and produce therapeutic candidates for administration to patients.

The Group is subject to a number of risks similar to other biopharmaceutical companies in the early commercial and clinical development stages including, but not limited to, the need to obtain adequate additional funding, possible failure of preclinical programs or clinical programs, the need to obtain marketing approval for its cell therapies, competitors developing new technological innovations, the need to successfully commercialise and gain market acceptance of its cell therapies, the need to develop a reliable commercial manufacturing process, the need to commercialise any cell therapies that may be approved for marketing, and protection of proprietary technology. If the Group does not successfully commercialise any of its cell therapies, it will be unable to generate product revenue or achieve profitability. Even though the Group has obtained marketing approval for its first cell therapy, TECELRA, it will take a period of time before any significant revenue is realised and the amount of revenue is heavily dependent on the success of commercialisation and the costs of supplies including any post-marketing requirements the Group is subject to.

As at 31 December 2024, the Group had retained losses of approximately $938.5 million.

(b) Statement of Compliance

The consolidated financial statements have been prepared and approved by the Directors in accordance with applicable law and UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006 ("UK-Adopted IFRS").

The separate financial statements of the Company are drawn up in accordance with the Companies Act 2006 and Financial Reporting Standard 101. On publishing the parent company financial statements here together with the group financial statements, the Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual income statement, cash flow statement and related notes that form a part of these approved financial statements. The Company has also taken FRS 101 exemptions from: disclosing transactions with wholly owned subsidiaries; disclosures in respect of capital management; disclosures in respect of the compensation of Key Management Personnel; disclosure of share-based payment information required under IFRS 2; financial instrument disclosures under IFRS 7; and, certain fair value measurement disclosures required under IFRS 13.

(c) Basis of Preparation

The financial statements have been prepared on the historical cost basis except as required by the accounting standards. The consolidated financial statements of Adaptimmune Therapeutics plc and its subsidiaries as set out in Note 12, and the financial statements for Adaptimmune Therapeutics plc included herein are for the years ended 31 December 2024 and 2023.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Group's financial position, including its cash flows and liquidity position, are fully described in the consolidated financial statements. As of 31 December 2024, the Group had cash and cash equivalents of $91.1 million, marketable

1. ACCOUNTING POLICIES (continued)

(c) Basis of Preparation (continued)

securities classified as financial assets at fair value through other comprehensive income of $60.5 million, and stockholders' equity of $13.0 million.

(d) Going Concern Basis of Preparation

During the year ended 31 December 2024, the Group incurred a net loss of $71.9 million, used cash of $69.1 million in its operating activities and generated revenues of $178.0 million. The Group has incurred net losses since inception, and it expects to incur operating losses in future periods.

The Group devotes substantially all of its resources to research and development efforts relating to its cell therapies. The Group's operations have previously been financed primarily through sales of equity securities, cash receipts under our collaboration and license agreements and research and development tax and expenditure credits. The Group has one product, TECELRA, approved for sale and has not generated significant revenue from product supplies or royalties.

In assessing the going concern assumptions, the Board has undertaken a rigorous assessment of the forecasts of the Group for a period of 12 months from the date of signing the financial statements. The assessment included consideration of the downside risks including a number of severe but plausible scenarios incorporating underperformance against the business plan and delays in cash inflows. The key assumptions include expected receipts of cash inflows from commercial sales, ongoing collaboration agreements and research and development tax and expenditure credits. The net forecast cash outflows in those forecasts have then been considered against the cash, cash equivalents and marketable securities currently available to fund our operations. The Group performed sensitivity analysis over inputs such as the timing of cash inflows from commercial sales, collaborations and research and development tax and expenditure credits. If substantial amounts of the expected cash inflows are delayed and additional cost saving measures are not taken to balance the reduced cash inflows, that could result in a reduction in the period within which the Group ceases to be a going concern..

In addition, and as detailed further in Note 20, the Group is also subject to certain financial covenants under its Loan Agreement with Hercules Capital, including the maintenance of cash, cash equivalents and marketable securities to certain levels. If the Group's cash and cash equivalents and marketable securities fall below certain levels specified in the Hercules Capital Loan Agreement or circumstances arise under the loan agreement which constitute an event of default (for example, Adaptimmune is sued by a third party for a material sum or Adaptimmune is unable to supply its products), this would result in a breach of the Group's financial covenants (as set out in Note 20) or Event of Default under the loan agreement. If the covenants with Hercules Capital are breached or there is an event of default under the loan agreement, then Hercules Capital may call in some or all of the outstanding principal (together with early repayment charge). The Group may have insufficient funds to repay the required amounts at the time that the amount becomes due despite having agreed to pre-pay $25 million of existing loan under the Loan Agreement. An early repayment of the loan would also reduce the period within which the Group could continue as a going concern.

The Directors have concluded that material uncertainties exist that cast significant doubt upon the Group's ability to continue as a going concern for at least the next 12 months from the date of signing the financial statements. Having reviewed cash flow forecasts for at least the 12 month period following the date of signing the financial statements, and the continued progress of the development and commercial activities the Directors do not believe that the Group's existing cash, cash equivalents and marketable securities will be sufficient to fund its operating activities (including in relation to its obligations arising under the Loan Agreement) for at least the next 12 months from the date of signing the financial statements.

The Group intends to attempt to mitigate the material uncertainties that cast significant doubt over going concern through a combination of different activities. First the Group is taking immediate steps to reduce its operating costs. These steps include the deprioritisation of the PRAME and ADP-520 programs and stopping or deferment of all non-essential operating expenses. Such steps will have a short-term impact on operating expenses and also a longer-term impact on the amount of

1. ACCOUNTING POLICIES (continued)

(d) Going Concern Basis of Preparation (continued)

funding required for activities from 2026 onwards. Despite these steps, further sources of funding will still need to be identified and we are actively looking at a variety of strategic opportunities and have engaged TD Cowen to evaluate strategic options for the Group and all of its programs. These could include potential mergers with third parties, acquisitions of part or all of the business together with other collaborations or partnerships. We are also considering acquiring additional funding through use of the Company ATM and/or other methods of raising equity financing.

As detailed in Note 23, on 13 November 2024, the Group announced a restructuring program to deprioritise certain programs and reduce headcount, in order to reduce operating costs. Although these measures will reduce the Group's operating costs in the long term, they will not alleviate the material uncertainties that cast significant doubt over going concern and the Group must acquire additional funding. Whilst the Group has had a successful record of financing the company through various means since its inception, including raising over $1.4 billion through a combination of equity and business development activities, there is no assurance that the Group will be able to obtain sufficient additional capital to continue funding its operations or, if we do, that it will be on terms that are favorable to our shareholders.

If the Group fails to obtain additional funding, it will be required to do some or all of the following:

- further reduce operations of the business. Any such reduction could significantly delay the timelines under which we can bring new products to the market (including lete-cel) or our ability to commercialise Tecelra.
- conduct a further restructuring of the company to further reduce headcount and expenditure which will in turn reduce the activities and operations of the business.
- repay the remaining loan advance received under the Loan Agreement in accordance with the terms of the Loan Agreement (including any applicable repayment charges, end of term charges or other costs).
- seek an acquirer or alternative party for a merger for all or part of the business or its assets on terms that are less favorable than might otherwise be available
- relinquish or license on unfavorable terms or rights to technologies, intellectual property or product candidates we would otherwise seek to develop or commercialise ourselves.

If the Group fails to obtain additional funding, or in the event that the Group further significantly reduces its ongoing expenditures and operations (including the current restructuring), this may result in an inability to retain the key individuals required for its ongoing business and may result in a need to delay or halt ongoing programs or change the nature and scope of such programs. As a result, our business financial condition and results of operations could be materially affected. Not all of the potential mitigating actions set out above are under the direct control of the Group and may rely on third parties to implement. The general macro-economic conditions and market and trading environment are also difficult to predict and could adversely affect our ability to put in place mitigating actions. As a result, material uncertainties exist that cast significant doubt over the Group's ability to continue as a going concern within twelve months from the date of signing the financial statements and is not alleviated as of the date of signing.

The consolidated financial statements do not include any adjustments that might result from the Group not being able to alleviate the material uncertainty over going concern. As such, the consolidated financial statements have been prepared on the basis that assumes the Group will be able to continue as a going concern and will be able to fund its operations and satisfy its liabilities, obligations and commitments as they fall due within the ordinary course of business.

1. ACCOUNTING POLICIES (continued)

(e) Critical accounting policies and significant judgements and estimates

The Group has prepared its consolidated financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. The preparation of these consolidated financial statements requires the Group to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, expenses and related disclosures at the date of the consolidated financial statements, as well as revenue and expenses during the reporting periods. The Group evaluates its estimates and judgments on an ongoing basis. It bases estimates on historical experience and on various other factors that it believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent

from other sources. Actual results could therefore differ materially from these estimates under different assumptions or conditions.

While the Group's significant accounting policies are described in more detail below, the following accounting policies are considered to be critical to the judgments and estimates used in the preparation of our financial statements:

Judgements:

- Impairments of investments and loans in subsidiaries in the Company's balance sheet.

Impairments of investments and loans in subsidiaries

- The Company has assessed the Investment and loans in subsidiaries for impairment at 31 December 2024 and 31 December 2023. The loans in subsidiaries are financial assets held at amortised cost and the Company recognises loss allowances for expected credit losses on loans to subsidiaries at an amount equal to lifetime expected credit losses. Investments in subsidiaries are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

- At 31 December 2024 a further impairment provision was recognised to reflect a significant deterioration in market conditions. See note 12 for further details.

(f) Other judgements and estimates

Other judgements and estimates that were not considered to be critical to the judgments and estimates used in the preparation of our financial statements were as follows:

Judgements:

- The allocation of the transaction price using the relative standalone selling price;

- Identification of performance obligations – research collaborations and related agreements; and

- Recognition of deferred tax assets.

1. ACCOUNTING POLICIES (continued)

(f) Other judgements and estimates (continued)

Estimation

- The incremental borrowing rate.

These sources of estimation uncertainty and judgements are described further below.

Revenue Recognition

Allocation of transaction price using the relative standalone selling price

Upfront payments are allocated between performance obligations using our best estimate of the relative standalone selling price of the performance obligation. The relative standalone selling price is estimated by determining the market values of development and license obligations. As these inputs are not directly observable, the estimate is determined considering all reasonably available information including internal pricing objectives used in negotiating the contract, together with internal data regarding the cost and margin of providing services for each deliverable, taking into account the different stage of development of each development program and adjusted-market data from comparable arrangements. This assessment involves judgment and could have an impact on the amount and timing of revenue recognition.

An assessment of the allocation of transaction price using the relative standalone selling price was required in the years ended 31 December 2024 and 2023 for the Galapagos Collaboration Agreement and the GSK Termination and Transfer Agreement, respectively, although neither was considered to be critical to the judgements and estimates used in our financial statements.

Identification of performance obligations – research collaborations and related agreements

When the Group enters into research collaboration agreements with customers, both new agreements and amendments to pre-existing agreements, these contracts typically include various promises to customers, both explicit and implicit. As the Group's research collaborations normally relate to early-stage research and development for novel cell therapies, they often include services, licenses and other promises to customers that the Group has not previously provided. As such, when the Group enters into a new collaboration with customers, an assessment is performed to determine both what the explicit promises in the contract are, which may or may not be indicated by the pricing structure of the contract, and whether the contract contains any implicit promises to the customer. This assessment involvements judgment about what the substance of the collaboration with the customer is, what goods or services the customer is ultimately engaging with the Group for and which of those goods and services are distinct in the context of the contract.

The Group recognises revenue as the identified performance obligations are satisfied, which occurs as the Group transfers the promised good or service. The Group transfers a promised good or services as the customer obtains control of the good or service. The nature of the performance obligation and the Group's promise to the customer will determine whether the performance obligation is satisfied, and therefore revenue recognised, over time or at a point in time. The Group recognises revenue over time using a single measure of progress for each performance obligation that most faithfully depicts an entity's performance in transferring control of goods or services promised to the customer. This assessment requires judgement and involves consideration of both output and input methods to determine which measure is most appropriate for the performance obligation being satisfied. As the Group's collaboration agreements typically have multi-year terms or include performance obligations which are not expected to be settled in a short period of time, the timing of, and measure of progress for, when the Group satisfies performance obligations, can have an impact on how the Group recognises revenue.

1. ACCOUNTING POLICIES (continued)

(f) Other judgements and estimates (continued)

An exercise to identify performance obligations and determine how performance obligations are satisfied was required in the years ending 31 December 2024, and 2023 for the Galapagos Collaboration Agreement and the GSK Termination and Transfer Agreement, respectively, although the assessment for the Galapagos Collaboration Agreement in 2024 was not considered to be critical to the judgements used in the preparation of our financial statements.

Operating Leases (Incremental Borrowing Rate)

Since the rate implicit in the lease is not readily determinable, the Group uses its incremental borrowing rates (the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment) based on the information available at commencement date in determining the discount rate used to calculate the present value of lease payments. As our external borrowings are not collateralised directly on equivalent assets, the incremental borrowing rates are determined using information on indicative borrowing rates that would be available to us based on the value, currency and borrowing term provided by financial institutions, adjusted for company and market specific factors.

Although we do not expect our estimates of the incremental borrowing rates to generate material differences within a reasonable range of sensitivities, judgement is involved in selecting an appropriate rate, and the rate selected for each lease will have an impact on the value of the lease liability and corresponding right-of-use (ROU) asset in the Consolidated Balance Sheets.

Recognition of deferred taxation assets

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. This assessment includes estimating future taxable income, scheduling reversals of temporary differences, evaluating expectations of future profitability, determining refund potential in the event of net operating loss carrybacks, and evaluating potential tax-planning strategies.

Future realisation of the tax benefit of a deferred tax asset depends on the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward period available under the tax law. The Group considers both positive and negative evidence regarding realisation of the deferred tax assets and the subjectivity of this evidence. This assessment includes estimating future taxable income, scheduling reversals of temporary differences, evaluating expectations of future profitability, determining refund potential in the event of net operating loss carrybacks, and evaluating potential tax-planning strategies.

The Group has generated losses in the United Kingdom since inception and is forecasted to generate tax losses for the next several years and therefore the deferred tax assets arising in the United Kingdom are only recognised to the extent that reversing temporary taxable differences are available.

1. ACCOUNTING POLICIES (continued)

(f) Other judgements and estimates (continued)

TCR^2 has incurred net losses since acquisition and generates research and development tax credits. No net deferred tax assets are recognised on TCR^2's losses and tax credit carryforwards because there is currently no indication that we will make sufficient taxable profits to utilise these tax losses and tax credit carryforwards.

Adaptimmune LLC has generated taxable income since the fiscal year ended 30 June 2014 due to a Service Agreement between the U.S. and U.K. operating subsidiaries and is forecast to generate taxable income in future periods. In determining whether the deferred tax asset is more-likely-than-not of being recognised, the Group has taken into account the recent history of taxable profits, the forecast of future taxable income, including whether future originating temporary deductible differences are likely to be realised, and the reversal of temporary taxable deductions. Several of the temporary deductible differences reverse over a long time period, such as those relating to share-based compensation expense, which the Group forecasts are likely to reverse over the next five years. The Group considers that forecasting taxable income beyond the next few years is very subjective due to the nature and extent of the development process subcontracted from the Group in the United Kingdom to Adaptimmune LLC. Less weight has been given to forecasts of taxable income beyond the next few years.

The Group's analysis is subject to estimates and judgments particularly relating to the timing of the reversal of temporary deductible differences for stock compensation expense and the availability of future taxable income beyond the next few years, which depend on the nature and extent of the subcontract development work performed by the U.S. subsidiary.

The deferred tax asset arising in the United States is only considered more-likely-than-not of being realised to the extent that there are available reversing temporary taxable differences. As there is a material uncertainty that casts significant doubt over whether the Group is a going concern, Management considered Adaptimmune LLC's future taxable income over the period that our cash, cash equivalents and marketable securities are expected to fund our currently anticipated research, development and commercial activities and planned capital spending. Based on this assessment, the Group determined that there is not sufficient evidence of future taxable income that the U.S. subsidiary will generate each year such that it would be more-likely-than-not that the current deferred tax asset in the U.S. subsidiary may be utilised. Therefore, the Group concluded not to recognise the deferred tax asset of the U.S. subsidiary.

(g) Upcoming changes to accounting standards

Adopted in the year ended 31 December 2024

Amendments to IAS 1 *Presentation of financial statements*: non-current liabilities with covenants

On 31 October 2022 the IASB published amendments to IAS 1 *Presentation of financial statements* ("IAS 1") relating to the classification of non-current liabilities, effective for annual reporting periods beginning on or after 1 January 2024.

The amendments clarify the impact of convenants on the classification of financial liabilities as current or non-current and introduces additional disclosure requirements.

The Group adopted the amendments in the year-end 31 December 2024.

To be adopted future periods

IFRS 18 *Presentation and Disclosure in Financial Statements ("IFRS 18")*

On 9 April 2024 the IASB issued IFRS 18 to replace IAS 1, effective for annual reporting periods beginning on or after 1 January 2027. IFRS 18 relates to the presentation and disclosure of items in financial statements but does not impact the recognition or measurement of items in the financial statements. IFRS 18 retains many of the existing presentation and

1. ACCOUNTING POLICIES (continued)

(g) Upcoming changes to accounting standards (continued)

disclosure principles in IAS 1 but introduces various new requirements including significant changes relating to the structure of the the statement of profit or loss, management-defined performance measures and aggregation and disaggregation of items.

The Group intends to adopt IFRS 18 in its financial statements for the year-ended 31 December 2027 and is currently evaluating the impact on its financial statements.

(h) Basis of Consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Foreign Currency

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate in effect at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

The assets and liabilities of foreign operations are translated to the Group's presentational currency, US dollars, at foreign exchange rates in effect at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates to the foreign exchange rates in effect at the dates of the transactions. Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the exchange reserve.

Our UK subsidiary has an intercompany loan balance in US dollars payable to the ultimate parent company, Adaptimmune Therapeutics plc. Beginning on 1 July 2019, the intercompany loan was considered a net investment in a foreign operation as settlement is neither planned nor likely in the foreseeable future. It is Adaptimmune Therapeutics plc's intent not to request payment of the intercompany loan for the foreseeable future. The foreign exchange gain or losses arising on the revaluation of intercompany loans of a long-term investment nature are reported within the Consolidated Statement of other comprehensive (loss) income.

(i) Property, Plant and Equipment

Property, plant and equipment are stated at their purchase cost, together with any incidental expenses of acquisition, less accumulated depreciation.

1. ACCOUNTING POLICIES (continued)

(i) Property, Plant and Equipment (continued)

Depreciation is calculated so as to write off the cost of the assets less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. Depreciation is not charged on construction in progress until the asset is completed and ready for its intended use.

The following table shows the generally applicable expected useful economic life for each category of asset:

Computer equipment	3 to 5 years
Laboratory equipment	5 years
Office equipment	5 years
Leasehold improvements	the shorter of the estimated useful life and the expected duration of the lease

(j) Intangibles

Research and development

Expenditure on research activities is recognised in the income statement as incurred. Development costs are capitalised only after technical and commercial feasibility of the asset for sale or use have been established. When making this determination the Group considers:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits can be demonstrated;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses. Amortisation costs are recognised within Research & Development expenses and Administrative Expenses in the Consolidated Income statement.

If the development costs do not meet the criteria for capitalisation, the costs are recognised in the income statement as incurred.

The Group currently does not have any development projects which have met the above criteria.

Acquired in-process research and development

Acquired research and development intangible assets, which are still under development, such as licensed or acquired compounds, are recognised as In-Process Research & Development ("IPR&D"). IPR&D assets are stated at their purchase cost, together with any incidental expenses of acquisition.

1. ACCOUNTING POLICIES (continued)

(j) Intangibles (continued)

IPR&D assets are not amortised on the basis that they are not yet available for use. They are evaluated for potential impairment on an annual basis or when facts and circumstances warrant. Impairment charges are recorded in Impairment of intangible assets in the Consolidated Income Statement.

In-licensed technology

In-licensed technology is recognised over the estimated period that the Company expects to utilise the technology.

Software licenses

Acquired computer software licences are capitalised as intangibles assets and stated at costs incurred to acquire and bring to use the specific software. These costs are amortised on a straight-line basis over their estimated useful lives, which is the contracted term of the licence, typically 36 months. Amortisation costs are recognised within Research & Development expenses and Administrative Expenses in the Consolidated Income statement.

(k) Investment in Subsidiaries

Investments in subsidiary undertakings are stated at cost less any impairment. Where management identify uncertainty over such investments, the investment is impaired to an estimate of its net realisable value.

(l) Clinical Materials

Clinical materials with alternative use, which are not held for sale are capitalised as either other current assets or other non-current assets, depending on the timing of their expected consumption. At each reporting date, management considers whether the materials are impaired due to excess quantity over current forecast demand by considering manufacturing forecasts, forecasts of clinical trial enrolments, stability testing results, technological developments and future development programs. The Group also considers whether the unavoidable costs of meeting obligations for minimum purchase commitments exceed the economic benefits it expects to receive under the contract, and in such cases, a provision is recognised.

(m) Impairment of Non-financial Assets Excluding Inventories and Deferred Tax Assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognised if, and to the extent that, the carrying value of the asset exceeds its recoverable amount. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each period at the same time.

(n) Financial Instruments

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss); and
- those to be measured at amortised cost.

1. ACCOUNTING POLICIES (continued)

(n) Financial Instruments (continued)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. The group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss are expensed in profit or loss.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group's debt securities are held for collection of cash flows where those cash flow represent solely payments of principal and interest and to manage liquidity. The Group holds investments in debt securities, including corporate debt securities and money market funds. The debt securities are subsequently measured at fair value through OCI. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses).

(iv) Impairment

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost, debt investments measured at fair value through OCI, and contract assets.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for debt securities that are determined to have low credit risk at the reporting date and other debt securities and bank balances for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit losses.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime expected credit losses.

For debt securities at fair value through OCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. Details of loss allowances recognised relating to the Company's intercompany loan receivable are provided in Note 12.

Debt securities

Our investments in debt securities are subject to credit risk. The Group's investment policy limits investments to certain types of instruments, such as money market instruments and corporate debt securities, places restrictions on maturities and concentration by type and issuer and specifies the minimum credit ratings for all investments and the average credit quality of the portfolio. The debt securities have been determined to have a low credit risk at 31 December 2024 and 12-month expected credit losses are not material.

1. ACCOUNTING POLICIES (continued)

(n) Financial Instruments (continued)

Cash and cash equivalents

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, no material impairment loss was identified.

Trade and other receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances money market funds and marketable securities with a maturity at acquisition of less than three months.

(o) Fair value hierarchy

The Group is required to disclose information on all assets and liabilities reported at fair value that enables an assessment of the inputs used in determining the reported fair values. The fair value hierarchy prioritises valuation inputs based on the observable nature of those inputs. The hierarchy defines three levels of valuation inputs:

Level 1 — Quoted prices in active markets for identical assets or liabilities

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — Unobservable inputs that reflect the Group's own assumptions about the assumptions market participants would use in pricing the asset or liability

The carrying amounts of the Group's cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses approximate fair value because of the short-term nature of these instruments. The fair value of financial assets at fair value through OCI, which are measured at fair value on a recurring basis is detailed in Note 22.

(p) Revenue

Revenue is recognised so as to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps:

Step 1: Identify the contract(s) with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

1. ACCOUNTING POLICIES (continued)

(p) Revenue (continued)

Development revenue – collaboration agreements

Variable consideration

The Group determines the variable consideration to be included in the transaction price by estimating the most likely amount that will be received and then applies a constraint to reduce the consideration to the amount which is probable of being received. The determination of whether a milestone is probable includes consideration of the following factors:

- whether achievement of a development milestone is highly susceptible to factors outside the entity's influence, such as milestones involving the judgment or actions of third parties, including regulatory bodies or the customer;
- whether the uncertainty about the achievement of the milestone is not expected to be resolved for a long period of time;
- whether the Group can reasonably predict that a milestone will be achieved based on previous experience; and.
- the complexity and inherent uncertainty underlying the achievement of the milestone.

Allocation of transaction price using the relative standalone selling price

Upfront payments are allocated between performance obligations using the Group's best estimate of the relative standalone selling price of the performance obligation. The relative standalone selling price is estimated by determining the market values of development and license obligations. As these inputs are not directly observable, the estimate is determined considering all reasonably available information including internal pricing objectives used in negotiating the contract, together with internal data regarding the cost and margin of providing services for each deliverable, taking into account the different stage of development of each development program and adjusted-market data from comparable arrangements. This assessment involves judgment and could have an impact on the amount and timing of revenue recognition.

Determination of the cost to complete

Revenue allocated to performance obligations relating to provision of development activities is recognised using an estimate of the percentage of completion of the project based on the costs incurred on the project as a percentage of the total expected costs or, for the GSK Termination and Transfer Agreement only, the total estimated periods of active patient enrollment over the estimated duration of the trial.

The determination of the percentage of completion requires management to estimate the costs-to-complete the project, estimated periods of active patient enrollment and estimated trial duration, which is re-assessed every reporting period based on the latest project plan and discussions with project teams. If a change in facts or circumstances occurs, the estimate will be adjusted and the revenue will be recognised based on the revised estimate. The difference between the cumulative revenue recognised based on the previous estimate and the revenue recognised based on the revised estimate would be recognised as an adjustment to revenue in the period in which the change in estimate occurs. Determining the estimate requires judgment and may have an impact on the amount and timing of revenue recognition.

1. ACCOUNTING POLICIES (continued)

(p) Revenue (continued)

Contract assets and liabilities

The Group recognises a contract asset, when the value of satisfied (or part satisfied) performance obligations is in excess of the payment due to the Group, and deferred revenue (contract liability) when the amount of unconditional consideration is in excess of the value of satisfied (or part satisfied) performance obligations. Once a right to receive consideration is unconditional, that amount is presented as a receivable.

Changes in deferred revenue typically arise due to:

- adjustments arising from a change in the estimate of the cost to complete the project, which results in a cumulative catch-up adjustment to revenue that affects the corresponding contract asset or deferred revenue;
- a change in the estimate of the transaction price due to changes in the assessment of whether variable consideration is constrained because it is not considered highly probable of being received;
- the recognition of revenue arising from deferred revenue; and
- the reclassification of amounts to receivables when a right to consideration to becomes unconditional.

A change in the estimate of variable consideration constrained (for example, if a development milestone becomes highly probable of being received) could result in a significant change in the revenue recognised and deferred revenue.

Product revenue, net

The Company generates revenue from sales of its commercially approved T-cell therapy. As of 31 December 2024, the Company's only commercially approved product was TECELRA® ("TECELRA"), which was approved by the FDA on 1 August 2024. The Company's customers for TECELRA are Authorised Treatment Centers ("ATCs").

Revenue from product sales is recognised at the point in time that the customer obtains control of the product, which is typically upon delivery of the product to the ATC. Revenue from product sales is recognised net of estimates of variable consideration, which includes chargebacks, rebates, returns, discounts and co-pay. This variable consideration is estimated using the expected value method, based on Management's best estimate of the amount that the Company will be entitled

to. The actual amounts of consideration received may differ from our estimates. If actual consideration in the future differs from the Company's estimates, these estimates will be adjusted, which would affect net product revenue in the period such variances are adjusted.

The components of variable consideration can differ from sale to sale and may include the following:

Chargebacks

The Company is required to provide product to certain customers at a reduced price. The Company estimates chargebacks based on the number of sales made through qualifying programs. Chargebacks are recognised as a reduction to revenue when a product sale is recognised, with a corresponding reduction to the receivable recognised in relation to the sale.

1. ACCOUNTING POLICIES (continued)

(p) Revenue (continued)

Government rebates

The Company is subject to various governmental rebates in the U.S. such as Medicaid. The Company estimates chargebacks based on the number of sales made to customers through qualifying programs and historical experience. The Company includes estimates for rebates payable as a reduction to revenue when a product sale is recognised, with a corresponding liability recognised within Accrued commercial expenses and provisions.

Product returns

Customers have limited rights to return a product, such as if the product is unable to be administered to the patient, or is defective or damaged. The Company estimates the amount of product sales that may be returned by customers and records this as a reduction to revenue when a product sale is recognised. The Company bases its current estimate of product returns on return rates for similar products in the market adjusted for factors specific to TECELRA; once a sufficient history of sales has been developed, the estimate will be based on historical experience, adjusted for other known factors that may influence returns.

Other deductions

The Company may be subject to, or provide, other incentives or rebates such as co-payment assistance that will reduce the amount of revenue to which it is ultimately entitled. The Company will estimate such deductions based on the patient mix and historical experience. The estimate is recorded as a reduction to revenue when a product sale is recognised.

(q) Leases

The Group determines whether an arrangement is a lease at contract inception by establishing whether the contract conveys the right to use, or control the use of, identified property, plant, or equipment for a period of time in exchange for consideration. The Group recognises a right-of-use (ROU) asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Right-of-use (ROU) assets and lease liabilities recognised in the Consolidated Statement of Financial Position represent the right to use an underlying asset for the lease term and an obligation to make lease payments arising from the lease respectively.

ROU assets and lease liabilities are recognised at the lease commencement date based on the present value of minimum lease payments over the lease term. Since the rate implicit in the lease is not readily determinable, the Group uses its incremental borrowing rates (the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment) based on the information available at commencement date in determining the discount rate used to calculate the present value of lease payments.

As the Group has no external borrowings, the incremental borrowing rates are determined using information on indicative borrowing rates that would be available to the Group based on the value, currency and borrowing term provided by financial institutions, adjusted for company and market specific factors. Although the Group does not expect estimates of the incremental borrowing rates to generate material differences within a reasonable range of sensitivities, judgement is involved in selecting an appropriate rate, and the rate selected for each lease will have an impact on the value of the lease liability and ROU assets in the consolidated statement of financial position.

1. ACCOUNTING POLICIES (continued)

(q) Leases (continued)

The lease term is based on the non-cancellable period in the lease contract, and options to extend the lease are included when it is reasonably certain that the Group will exercise that option. Any termination fees are included in the calculation of the ROU asset and lease liability when it is assumed that the lease will be terminated.

The Group accounts for lease components (e.g. fixed payments including rent and termination costs) separately from non-lease components (e.g. common-area maintenance costs and service charges based on utilisation) which are recognised over the period in which the obligation occurs.

At each reporting date, the lease liabilities are increased by interest and reduced by repayments made under the lease agreements.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset’s useful life.

The Group has leases in relation to property for office and research facilities. All of the leases have termination options, and it is assumed that the initial termination options for the buildings will be activated for most of these. The maximum lease term without activation of termination options is to 2041.

In May 2017, the Group entered into an agreement for the lease of a building at Milton Park, Oxfordshire, U.K and in February 2018 the Group entered into the lease for that facility. The term of the lease expires on 23 October 2041, with termination options exercisable by the Group in October 2031 and October 2036.

In September 2015, the Group entered into an agreement for a 25- year lease, with early termination options, for a research and development facility in Oxfordshire, U.K. In October 2016, the Group entered into the lease for that facility following the completion of construction.

In July 2015, the Group entered into a 15 year lease agreement, with an early termination option at 123 months, for offices and research facilities in Philadelphia, U.S The lease commenced upon completion of construction in October 2016.

In August 2021, the Group entered into a two year lease agreement for the lease of a building at Milton Park, Oxfordshire, United Kingdom. The lease was terminated on 31 May 2023.

On 1 June 2023, as part of the acquisition of TCR^2, the Group became the lessee of three office, manufacturing and research facilities in Cambridge, Massachusetts. Two of these leases expired on 15 January 2024 and 30 September, respectively, whereas the term of the remaining lease expires on 31 January 2026.

The Group has elected not to recognise a right-of-use asset and lease liability for short-term leases. A short-term lease is a lease with a lease term of 12 months or less and which does not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise.

ROU depreciation costs are categorised within Research and development and General and administrative expenses in the Consolidated Income Statement. Interest costs on lease liabilities are categorised within Finance expense in the Consolidated Income Statement. In the Consolidated Statement of Cash Flows, interest payments are categorised within Cash flows from operating activities, and principal repayments are categorised within Cash flows from financing activities.

1. ACCOUNTING POLICIES (continued)

(r) Research and Development Expenditure

Research and development expenditure includes direct and indirect costs of these activities, including staff costs and materials, as well as external contracts. All such expenditure is expensed as incurred unless the capitalisation criteria of IAS 38 *Intangible Assets* have been satisfied.

(s) Pension Costs

The Group operates a defined contribution pension scheme for its executive directors and employees. The contributions to this scheme are expensed to the Income Statement as they fall due.

(t) Share-Based Payments

The Group operates equity-settled, share-based compensation plans. Certain employees of the Group are awarded options over the shares in the parent company. The fair value of the employee services received in exchange for these grants of options is recognised as an expense, using the Black-Scholes option-pricing model, with a corresponding increase in reserves. The total amount to be expensed over the vesting year is determined by reference to the fair value of the options granted and assumptions about the number of options that are expected to vest. The Group has analysed historic forfeiture rates for share options and determined approximately 16% of options granted are not expected to vest due to forfeitures.

(u) Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the current or prior years, using applicable tax rates for each jurisdiction.

Current tax includes tax credits form the U.K and U.S. taxing authorities, including the U.K. research and development tax credit regime applicable to small and medium sized companies (the "U.K. SME Tax Credit"), the U.S. Research Tax Credit and the U.S. Orphan Drug Credit. The tax credits for each period are estimated based on calculations that conform to the applicable tax regulations. Receipts under the U.K. R&D expenditure credit ("RDEC") scheme, which may be reimbursed and are similar in nature to grant income, are presented within other income.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. See 1(f) above for judgements regarding the recognition of deferred tax assets.

(v) Dividends

Dividends received from subsidiary undertakings are accounted for when received. Dividends paid are accounted for in the period when they are paid.

1. ACCOUNTING POLICIES (continued)

(w) Earnings per Share

Basic loss per share is determined by dividing net loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted loss per share is determined by dividing net loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period, adjusted for the dilutive effect of all potential ordinary shares that were outstanding during the period. Potentially dilutive shares are excluded from the when the effect would be to increase diluted earnings per share or reduce diluted loss per share.

The following table reconciles the numerator and denominator in the basic and diluted loss per share computation (in thousands):

For the year ended 31 December	**2024**	2023
	$'000	$'000
Numerator for basic and diluted loss per share		
Loss for period	**(71,879)**	(117,083)
Loss attributable to shareholders used for basic and diluted EPS calculation	**(71,879)**	(117,083)
Denominator for basic and diluted loss per share		
Weighted average number of shares used to calculate basic and diluted loss per share	**1,513,810,852**	1,206,440,978

The effects of the following potentially dilutive equity instruments have been excluded from the diluted loss per share calculation because they would have an antidilutive effect on the loss per share for the period:

As of	**2024**	2023
Weighted average number of share options	**252,267,387**	185,994,528

From 1 January 2025 through to 24 March 2025, the Group granted 24,711,600 options over ordinary shares with an exercise price determined by reference to the market value of an ADS as of the last business day preceding the date of grant, and 24,944,376 options over ordinary shares with an exercise price equal to the nominal value of the ordinary shares (£0.001 per share). These grants have not been included in the figures above.

(x) Segmental Reporting

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker in making decisions regarding resource allocation and assessing performance. The Group's chief operating decision maker (the "CODM"), its Chief Executive Officer and the senior leadership team (comprising the Executive Team members and three senior vice presidents), manages the Group's operations on an integrated basis for the purposes of allocating resources. When evaluating the Group's financial performance, the CODM reviews total revenues, total expenses and expenses by function and the CODM makes decisions using this information on a global basis. Accordingly, the Group has determined that it operates in one operating segment. The profit and loss for the Group's reportable segment is the same as the consolidated statement of operations and therefore has not been separately presented or reconciled. The segmental profit and loss is the same as the Consolidated income statement.

1. ACCOUNTING POLICIES (continued)

(y) Provisions

The Group recognises a provision when:

- It has a present obligation, either legal or constructive, as a result of a past event;
- It is probable (i.e. more likely than not) that an outflow of economic benefits will be required to settled the obligation; and
- A reliable estimate can be made of the amount of the obligation.

A constructive obligation is where an event creates valid expectations in other parties, including both external and internal parties, that the entity will discharge the obligation. For restructuring costs, a constructive obligation is considered to arise when the Group has both:

- A detailed formal plan for the restructuring identifying at least:
  - The business or part of a business concerned;
  - The principal locations affected;
  - the location, function, and approximate number of employees who will be compensated for terminating their services;
  - the expenditures that will be undertaken; and
  - when the plan will be implemented; and
- Raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

The amount recognised as a provision is the Group's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are reviewed at the end of each reporting period and adjusted to reflect the best estimate as at the end of that reporting period. The provision is reversed if it is no longer probable that an outflow of economic benefits will be required to settle the obligation.

***(z)* Business combinations**

The Group determines whether a transaction or other event is a business combination by determining whether the assets acquired and liabilities assumed constitute a business. Business combinations are accounted for by applying the acquisition method as set out by IFRS 3 *Business Combinations*. The acquisition method of accounting requires the acquirer to recognise and measure all identifiable assets acquired, liabilities assumed, and any noncontrolling interest in the acquiree at their acquisition-date fair values, with certain exceptions for specific items.

For leases acquired in a business combination in which the acquiree is a lessee, the acquirer shall measure the lease liability at the present value of the remaining lease payments, as if the acquired lease were a new lease of the acquirer at the acquisition date. The right-of-use asset shall be measured at the same amount as the lease liability, adjusted to reflect favorable or unfavorable terms of the lease when compared with market terms. For leases in which the acquired entity is a lessee, the Group has elected not to recognise assets or liabilities at the acquisition date for leases that, at the acquisition date, have a remaining lease term of 12 months or less.

1. ACCOUNTING POLICIES (continued)

(z) Business combinations (continued)

Goodwill is measured as the excess of the consideration transferred in the business combination over the net acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If instead the net acquisition date amounts of the identifiable assets acquired and the liabilities assumed exceeds the consideration transferred, a gain on bargain purchase is recognised in the Consolidated Income Statement. The consideration transferred in a business combination is measured as the sum of the fair values of the assets transferred by the acquiring entity, the liabilities incurred by the acquiring entity to former owners of the acquired entity, and the equity interests issued by the acquiring entity.

The results of operations of businesses acquired by the Group are included in the Group's Consolidated Income Statement as of the respective acquisition date.

Where the acquiring entity exchanges its share-based payment awards for awards held by grantees of the acquiree, such exchanges are treated as a modification of share-based payment awards and are referred to as replacement awards. The replacement awards are measured as of the acquisition date and the portion of the fair-value-based measure of the replacement award that is attributable to pre-combination vesting is considered part of the consideration transferred. For awards with service-based vesting conditions only, the amount attributable to pre-combination vesting is the fair-value-

based measure of the acquiree award multiplied by the ratio of the employee's pre-combination service period to the greater of the total service period of the original service period of the acquiree award.

Acquisition-related costs, including advisory, legal and other professional fees and administrative fees are expensed as incurred except for the costs of issuing equity securities, which are recognised as a reduction to the amounts recognised in the Statement of Changes in Equity for the respective equity issuance.

(aa) Inventory

The Company commences capitalisation of inventories once regulatory approval of the product to which the inventories relate is received or considered probable. Until this date, the Company expenses all such costs as incurred as research and development expenses. The Company capitalises material costs, labor and applicable overheads that are incurred in the production of its commercial product.

The Company values inventory at the lower of cost or net realisable value on a first-in-first-out basis. The Company reviews the recoverability of inventory each reporting period to determine any changes to net realisable value arising from excess, slow-moving or obsolete inventory. If net realisable value is lower than cost, the inventory will be written down to net realisable value and an impairment charge will be recognised in cost of goods sold.

Inventory that can be used for either clinical or commercial purposes is classified initially as inventory. Inventory that is subsequently designated to be used in clinical trials and is no longer available for use in commercial products is expensed as research and development expenditure from the point that it becomes exclusively for clinical use, unless it has an alternative future use in which case it is classified as Clinical materials.

2 REVENUE & SEGMENTAL REPORTING

Group

The Group generates product revenue from sales of TECELRA.

The Group generates development revenue from collaboration agreements with customers. The Group had three development revenue-generating contracts with customers in the years ended 31 December 2024 and 2023, respectively a collaboration agreement with Astellas that was terminated as of 6 March 2023, a collaboration and license agreement with Galapagos executed on 30 May 2024, a strategic collaboration and license agreement with Genentech that was terminated effective 23 September 2024 and a termination and transfer agreement with GSK that was entered into on 6 April 2023.

Revenue comprises the following categories:

For the year ended 31 December	**2024**	2023
	$'000	$'000
Product revenue, net	**1,236**	—
Development revenue	**176,796**	60,281
	178,032	60,281

All deferred revenue at 31 December 2024 and 2023 relates to development revenue. Deferred revenue decreased by $69,922,000 from $178,033,000 at 31 December 2023 to $108,111,000 at 31 December 2024 primarily due to $163,353,000 of revenue recognised in the year that was included in opening deferred revenue and a $1,600,000 decrease caused by the change in the exchange rate between pounds sterling and the U.S. dollar from £1.00 to $1.27 at 31 December 2023 to £1.00 to $1.25 at 31 December 2024. This was offset by payments of $85,000,000, $876,000 and $9,673,000 from Galapagos, Genentech and GSK, respectively.

The aggregate amount of the transaction price that is allocated to performance obligations that are unsatisfied or partially satisfied under the agreements as of 31 December 2024, was $124,393,000.

Revenues from Genentech amounts to more than 90% of total revenue. Revenue from Genentech was $163,903,000, revenue from Galapagos was $513,000 and revenue from GSK was $12,381,000 in the year ended 31 December 2024.

The Galapagos Collaboration and Exclusive License Agreement

On 30 May 2024, the Group entered into the Galapagos Collaboration Agreement, a clinical collaboration agreement with Galapagos. The Galapagos Collaboration Agreement includes an option for Galapagos to exclusively license the TCR T-cell therapy candidate uza-cel, manufactured on Galapagos' decentralised manufacturing platform, in head and neck cancer and potential future solid tumor indications. Under the Galapagos Collaboration Agreement, the Group will conduct a clinical proof-of-concept trial (the "POC Trial") to evaluate the safety and efficacy of uza-cel produced utilising Galapagos' decentralised manufacturing platform for patients with head and neck cancer.

Under the terms of the agreement, the Group will receive initial payments of $100 million, comprising $70 million upfront and $30 million of research and development funding of which $15 million is due upfront and $15 million is due once the first patient is infused in the POC Trial. In addition, there are option exercise fees of up to $100 million (the amount depending on the number of indications in relation to which the option is exercised), additional development and sales milestone payments of up to a maximum of $465 million, plus tiered royalties on net sales. The $70 million upfront payment and $15 million of upfront research and development funding was received by the Group in June 2024.

2 REVENUE & SEGMENTAL REPORTING (continued)

The Group determined that Galapagos is a customer and has accounted for the agreement under IFRS 15 *Revenue from Contracts with Customers*. The Group has identified a performance obligation relating to the various activities required to complete the POC trial and a material right associated with the exclusive license option.

The aggregate transaction price at inception of the Galapagos Collaboration Agreement was $100,000,000 comprising the $70,000,000 upfront payment and the $30,000,000 research and development funding. The fees for the exclusive license option exercise and development milestone payments are not considered probable as of 31 December 2024 and have not been included in the transaction price. The sales milestones and royalties for future sales of therapies have not been included within the transaction price as of 31 December 2024 because they are sales-based and will be recognised if/when the subsequent sales occur.

The aggregate transaction price is allocated to the performance obligations depending on the relative standalone selling price of the performance obligations. In determining the best estimate of the relative standalone selling price, the Group considered the internal pricing objectives it used in negotiating the contract, together with internal data regarding the expected costs and a standard margin on those costs, for completing the POC Trial. The residual approach was used to value the material right associated with the exclusive license option as the Group has not previously sold uza-cel on a standalone basis and has not established a price for uza-cel.

The Group expects to satisfy the POC Trial obligation over the period that the trial is completed, based on an estimate of the percentage of completion of the trial determined based on the costs incurred on the trial as a percentage of the total expected costs. The revenue allocated to the material right associated with the exclusive license option will be recognised from the point that the option is either exercised and control of the license has passed to Galapagos or the option lapses.

The amount of the transaction price that is allocated to performance obligations that are unsatisfied or partially satisfied under the agreement as of 31 December 2024 was $99,487,000, of which $43,887,000 is allocated to the POC Trial performance obligation and $55,600,000 is allocated to the material right for the exclusive option.

The Genentech Collaboration and License Agreement

On 3 September 2021, the Group entered into a Strategic Collaboration and License Agreement with Genentech, Inc. and F. Hoffman-La Roche Ltd, which became effective on 19 October 2021 upon expiry or termination of all applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

Under the Agreement, Genentech and Adaptimmune (each, a "party" and together, the "parties") would collaborate to develop two types of allogeneic T-cell therapies: (i) "off-the-shelf" αβ T-cell therapies directed to initial collaboration targets, with Genentech having the right to designate additional collaboration targets, up to five collaboration targets in total, and (ii) personalised therapies utilising αβ T-cell receptors (TCRs) isolated from a patient, with such therapies being administered to the same patient.

Under the terms of the Agreement, Adaptimmune would receive $150 million as an upfront payment, which was received in the fourth quarter of 2021. Adaptimmune may also receive:

- $150 million in additional payments spread over a period of 5 years from the effective date of the Agreement, unless the agreement is earlier terminated, of which milestones of $20 million and $15 million were received in the fourth quarters of 2022 and 2023, respectively;
- Research milestones of up to $50 million;
- Development milestones of up to $100 million in relation to the development of "off-the-shelf" T-cell therapies per collaboration target (unless Adaptimmune exercises its right to opt-in to receive a profit share) and up to $200 million in relation to the development of personalised T-cell therapies;

2 REVENUE & SEGMENTAL REPORTING (continued)

- Commercialisation milestones of up to $1.1 billion for "off-the-shelf" T-cell therapies (unless Adaptimmune exercises its right to opt-in to receive a profit share and assuming "off-the-shelf" T-cell therapies are developed to 5 targets) and for personalised T-cell therapies; and
- Net sales milestones of up to $1.5 billion for "off-the-shelf" T-cell therapies (unless Adaptimmune exercises its right to opt-in to receive a profit share and assuming "off-the-shelf" T-cell therapies are developed to 5 targets) and for personalised T-cell therapies.

In addition, Adaptimmune would receive tiered royalties on net sales in the mid-single to low-double digits. Collaboration target designation fees apply if Genentech exercises its right to designate additional "off-the-shelf" collaboration targets up to a maximum of 5 targets.

The Group assessed the agreement under the provisions of IFRS 15 *Revenue from Contracts with Customers*. The Group determined that Genentech is a customer and has applied the provisions of IFRS 15 to the contract and related performance obligations. The Group identified the following performance obligations under the agreement: (i) research services and rights granted under the licenses for each of the initial 'off-the-shelf' collaboration targets, (ii) research services and rights granted under the licenses for the personalised therapies, (iii) material rights relating to the option to designate each of the additional 'off-the-shelf' collaboration targets and (iv) material rights relating to the two options to extend the research term. The Group began recognising revenue for the performance obligations relating to the initial 'off-the-shelf' collaboration targets and the personalised therapies in 2021.

The Group originally expected to satisfy the performance obligations relating to the initial 'off-the-shelf' collaboration targets and the personalised therapies as development progressed and recognised revenue based on an estimate of the percentage of completion of the project determined based on the costs incurred on the project as a percentage of the total expected costs. The Group expected to satisfy the performance obligations relating to the material rights to designate additional 'off-the-shelf' collaboration targets from the point that the options would have been exercised and then as development progressed, in line with the initial 'off-the-shelf' collaboration targets, or at the point in time that the rights expired. The Group expected to satisfy the performance obligations relating to the material rights to extend the research term from the point that the options would have been exercised and then over the period of the extension, or at the point in time that the rights expired.

On 12 April 2024 the Group announced the termination of the Genentech Collaboration Agreement, entered into by Adaptimmune Limited, a wholly-owned subsidiary of the Group, in relation to the research, development and commercialisation of cancer targeted allogeneic T-cell therapies which was originally scheduled to be effective from 7 October 2024. The termination was accounted for as a contract modification on a cumulative catch-up basis. The termination did not change the nature of the performance obligations identified but resulted in a reduction in the transaction price as the additional payments and variable consideration that would have been due in periods after 7 October 2024 will now never be received.

The aggregate remaining transaction price that had not yet been recognised as revenue as of the date of the termination was $146,301,000 which included the remaining deferred revenue that had not been recognised as revenue as of the date of the modification and the variable consideration to be billed under the collaboration until the effective date of the termination that is still considered probable. The termination resulted in a cumulative catch-up adjustment to revenue at the date of the termination of $101,348,000 and a further $20,741,000 of revenue recognised in the second quarter of 2024.

On 23 September 2024, Adaptimmune Limited entered into a Mutual Release and Resolution Agreement (the "Mutual Release Agreement") with Genentech. This agreement, among other things, resolved and released each party from any and all past, present and future disputes, claims, demands and causes of action, whether known or unknown, related to the Genentech Collaboration Agreement in any way. Under the terms of the Mutual Release Agreement, Genentech agreed to pay the Group $12.5 million upon which the Genentech Collaboration Agreement will be terminated. The $12.5 million was received in October 2024. The Agreement was effective immediately as of 23 September 2024.

2 REVENUE & SEGMENTAL REPORTING (continued)

The Mutual Release Agreement resulted in all remaining performance obligations being fully satisfied and the remaining deferred revenue of $25,298,000 and the additional payment of $12,500,000 were both recognised as total revenue of $37,798,000 in the third quarter of 2024.

The Astellas Collaboration Agreement

The Group and Universal Cells mutually agreed to terminate the Astellas Collaboration Agreement as of 6 March 2023 (the "Termination Date"). In connection with the termination, all licenses and sublicenses granted to either party pursuant to the Collaboration Agreement ceased as of the Termination Date. There were no termination penalties in connection with the termination; however the Group is still entitled to receive reimbursement for research and development work performed up to and including a period of 30 days after the Termination Date.

The Group originally satisfied the performance obligations relating to the three co-development targets as development progresses and recognised revenue based on an estimate of the percentage of completion of the project determined based on the costs incurred on the project as a percentage of the total expected costs. The Group originally determined that the performance obligations relating to the two independent Astellas targets would be recognised at a point-in-time, upon commencement of the licenses in the event of nomination of the target, since they were right-to-use licenses.

The termination was accounted for as a contract modification on a cumulative catch-up basis. No performance obligations were identified as a result of the modification as there were no further goods or services to be provided by the Group and the modification resulted in the remaining unsatisfied and partially satisfied performance obligations under the collaboration becoming fully satisfied. The aggregate transaction price of the contract modification was $42,365,000 which included the remaining deferred income that had not been recognised as revenue as of the date of the modification and variable consideration from the remaining reimbursement income to be billed under the collaboration at the end of the 30 day period after the Effective Date. The transaction price of the modification was recognised in full in March 2023 and there is no remaining transaction price allocated to performance obligations that are unsatisfied or partially satisfied under, no remaining deferred income relating to, the agreement as of 31 December 2024.

The GSK Termination and Transfer Agreement

On 6 April 2023, the Group and GSK entered into a Termination and Transfer Agreement (the "Termination and Transfer Agreement") regarding the return of rights and materials comprised within the PRAME and NY-ESO cell therapy programs. The parties will work collaboratively to ensure continuity for patients in ongoing lete-cel clinical trials forming part of the NY-ESO cell therapy program.

As part of the Termination and Transfer Agreement, sponsorship and responsibility for the ongoing IGNYTE and long-term follow-up ("LTFU") trials relating to the NY-ESO cell therapy program will transfer to the Group. In return for this, the Group received an upfront payment of £7.5 million in June 2023, following the signing of the agreement, and milestone payments of £3 million, £12 million, £6 million and £1.5 million in September and December 2023 and June and August 2024, respectively. No further payments are due from GSK under the Termination and Transfer Agreement.

The Group determined that GSK is a customer and has accounted for the Termination and Transfer Agreement under IFRS 15 *Revenue from Contracts with Customers*. The Termination and Transfer Agreement is accounted for as a separate contract from the original Collaboration and License Agreement with GSK. The agreement was terminated in October 2022 and the termination became effective on 23 December 2022. The Group has identified the following performance obligations under the Termination and Transfer Agreement: (i) to take over sponsorship for the IGNYTE trial and (ii) to take over sponsorship for the LTFU trial.

The aggregate transaction price at inception of the agreement was $37,335,000 comprising the total £30,000,000 upfront and milestone payments. No value was ascribed to non-cash consideration and there was no variable consideration identified. The aggregate transaction price is allocated to the performance obligations depending on the relative standalone

2 REVENUE & SEGMENTAL REPORTING (continued)

selling price of the performance obligations. In determining the best estimate of the relative standalone selling price, the Group considered the internal pricing objectives it used in negotiating the contract, together with internal data regarding the expected costs and a standard margin on those costs, for completing the trials. The amount of the transaction price allocated to the performance obligation is recognised as or when the Group satisfies the performance obligation.

The Group expects to satisfy the performance obligations over time from the point that sponsorship of the active trials that make up the trial transfers and then over the period that the trial is completed, based on the number of patients transferred and still actively enrolled to date on the trial at a given period-end relative to the total estimated periods of active patient enrollment over the estimated duration of the trial.

The Group considers that this depicts the progress of the completion of the trials under the Termination and Transfer Agreement, as the status of patients on the trial is not directly affected by decisions that the Group might make relating to its own development of the NY-ESO cell therapy program.

The amount of the transaction price that is allocated to performance obligations that are unsatisfied or partially satisfied under the agreement as of 31 December 2024 was $24,906,000, of which $9,837,000 is allocated to the IGNYTE performance obligation and $15,069,000 is allocated to the LTFU performance obligation.

Geographic information

Noncurrent assets (excluding intangibles, financial instruments, and deferred tax) based on geographic location:

As of 31 December	2024	2023
	$'000	$'000
United Kingdom	**22,842**	39,731
United States	**25,949**	29,917
	48,791	69,648

3 OTHER INCOME

Group

For the year ended 31 December	2024	2023
	$'000	$'000
U.K. research and development expenditure credit	**1,851**	480
Reimbursement of certain equity issuance costs	**3,800**	2,478
Grant income	**128**	—
	5,779	2,958

4 EXPENSES AND AUDITOR'S REMUNERATION

Group

For the year ended 31 December	2024 $'000	2023 $'000
Operating loss is stated after (crediting)/charging:		
Realised foreign exchange (gains)/ losses	**(266)**	609
Depreciation of owned property, plant and equipment (note 9)	**10,814**	9,453
Amortisation of intangibles (note 11)	**189**	224
Loss/(gain) on disposal of fixed assets	**7**	(800)
Clinical materials recognised as an expense during the period	**1,386**	1,928
Inventories expensed during the period	**791**	—
Inventories written off during the period	**14**	—
Other expenses include amounts receivable by the Group's auditor and its associates in respect of:		
Audit of the Company's annual accounts	**1,106**	939
Audit of the subsidiaries' annual accounts	**102**	87
Audit-related assurance services	**448**	386

Audit-related services include interim review fees and assurance services relating to financings.

5 STAFF NUMBERS AND COSTS

Group

The average number of persons employed by the Group during the period, analysed by category, was as follows:

For the year ended 31 December	2024	2023
Research & Development	**360**	340
Commercial	**12**	—
Management & Administration	**114**	99
	486	439

The aggregate staff costs of these persons were as follows:

For the year ended 31 December	2024 $'000	2023 $'000
Wages and salaries	**73,725**	66,118
Restructuring costs (note 23)	**6,893**	762
Social security costs	**6,171**	5,360
Share based payment – fair value of employee services (note 26)	**10,926**	14,310
Pension costs – defined contribution (note 25)	**3,085**	2,628
	100,800	89,178

6 DIRECTORS' REMUNERATION

Group

Details of directors' remuneration are provided in Part I of the Directors' Remuneration Report on pages 39-50.

The aggregate amount of gains made by directors on the exercise of share options in the year ended 31 December 2024 was $368,000 (2023: $307,000).

7 FINANCE INCOME AND EXPENSE

Group

Finance income recognised in the income statement:

For the year ended 31 December	2024	2023
	$'000	$'000
Interest income on financial assets at fair value through OCI	**1,638**	3,197
Interest income on cash, cash equivalents	**4,958**	2,767
	6,596	5,964

Finance expense recognised in the income statement:

For the year ended 31 December	2024	2023
	$'000	$'000
Net unrealised foreign exchange losses	**1,992**	198
Lease interest expense	**2,089**	1,920
Interest on long-term borrowings	**3,348**	—
	7,429	2,118

8 TAXATION

Group

Recognised in the income statement:

For the year ended 31 December	2024	2023
	$'000	$'000
Current tax income:		
U.K. R&D tax credit	**9,617**	14,364
U.S. corporation tax	**(4,261)**	(1,305)
Adjustments in respect of prior periods	**685**	667
Total tax credit recognised in income statement	**6,041**	13,726

8 TAXATION (continued)

Reconciliation of Effective Tax Rate

The effective tax rate is lower (*2023: lower*) than the standard rate of corporation tax in the U.K. The differences are explained below:

For the year ended 31 December	2024	2023
	$'000	$'000
Loss before tax	**77,920**	130,809
Tax at the U.K. corporation tax rate of 25.0% (2023: 23.5%)	**19,480**	30,753
Adjustments in respect of prior years	**685**	667
Non-taxable income and non-deductible expenses	**(2,277)**	1,143
Permanent differences on net investment in foreign operation	**2,456**	(7,769)
Deferred taxes not recognised	**(17,584)**	(16,093)
Difference in tax rates	**3,724**	2,081
Additional allowance in respect of enhanced R&D relief	**16,488**	14,271
Surrender of tax losses for R&D tax credit refund	**(18,033)**	(14,605)
R&D tax credits generated	**1,487**	2,972
Other	**(385)**	306
	6,041	13,726

As of 31 December 2024, there are accumulated tax losses for carry forward in the U.K. of approximately $569,600,000 (*2023:* $550,000,000), U.K. expenditure credit carryforwards of $1,580,000 (*2023: $920,000*), U.S. tax credit carryforwards of $nil *(2023: $3,760,000),* capitalised U.S. research and development expenditure of $199,070,000 (*2023:179,519,000*) and U.S. net operating loss carryforwards of approximately $494,158,000 (*2023: $452,265,000*). Unsurrendered U.K. tax losses can be carried forward indefinitely to be offset against future taxable profits, however this is restricted to an annual £5 million allowance in each standalone company or group and above this allowance, there will be a 50% restriction in the profits that can be covered by losses brought forward. U.K. tax credit carryforwards can be carried forward indefinitely to be offset against future tax liabilities of the company. U.S. tax credit carryforwards can be carried forward for 20 years.

Deferred tax assets have been recognised to the extent that they are supported by reversing taxable temporary differences. The remaining potential deferred tax assets have not been recognised after management have considered all available positive and negative evidence including cumulative losses in recent years and projections of future taxable losses.

The United Kingdom's Finance Act 2021, which was enacted on 10 June 2021, maintained the corporation tax rate at 19% up until the year commencing 1 April 2023, at which point the rate rose to 25%. The U.S. corporate tax rate for the years ended 31 December 2024 and 2023 was 21%. As of 31 December 2024, the Company used a 25% and 21% tax rate in respect of the measurement of deferred taxes arising in the U.K. and the U.S., respectively, which reflects the currently enacted tax rates and the anticipated timing of the unwinding of the deferred tax balances.

9 PROPERTY, PLANT & EQUIPMENT

Group

	Computer Equipment $'000	Office Equipment $'000	Laboratory Equipment $'000	Leasehold Improvements $'000	Assets under Construction $'000	Total $'000
Cost						
At 1 January 2023	**3,818**	**925**	**31,186**	**28,459**	**27,716**	**92,104**
Additions	—	—	2,010	1,202	52	3,264
Acquired upon acquisition of TCR[2]	93	16	2,441	162	—	2,712
Transfers between classes	—	—	960	27,052	(28,012)	—
Disposals	—	—	(3,336)	(312)	(204)	(3,852)
Effect of foreign currency translation	103	68	689	1,376	501	2,737
At 31 December 2023	**4,014**	**1,009**	**33,950**	**57,939**	**53**	**96,965**
Additions	105	44	1,258	153	280	1,840
Transfers between classes	53	—	—	—	(53)	—
Disposals	—	—	(120)	(53)	—	(173)
Effect of foreign currency translation	(167)	(49)	(185)	(628)	(5)	(1,034)
At 31 December 2024	**4,005**	**1,004**	**34,903**	**57,411**	**275**	**97,598**
Accumulated Depreciation and impairment losses						
At 1 January 2023	**3,375**	**846**	**22,285**	**12,082**	**—**	**38,588**
Charge for period	246	26	3,513	5,668	—	9,453
Disposals	—	—	(3,155)	(222)	—	(3,377)
Effect of foreign currency translation	90	25	878	362	—	1,355
At 31 December 2023	**3,711**	**897**	**23,521**	**17,890**	**—**	**46,019**
Charge for period	135	37	3,564	7,078	—	10,814
Disposals	—	—	(92)	(53)	—	(145)
Effect of foreign currency translation	(29)	(8)	(506)	(180)	—	(723)
At 31 December 2024	**3,817**	**926**	**26,487**	**24,735**	**—**	**55,965**
Impairment						
At 1 January 2023 and 2024	—	—	—	—	—	—
Charge for period	—	—	—	10,401	—	10,401
Effect of foreign currency translation	—	—	—	(77)	—	(77)
At 31 December 2024	**—**	**—**	**—**	**10,324**	**—**	**10,324**
Carrying value						
At 1 January 2023	443	79	8,901	16,377	27,716	53,516
At 31 December 2023	303	112	10,429	40,049	53	50,946
At 31 December 2024	**188**	**78**	**8,416**	**22,352**	**275**	**31,309**

Details of the impairment provision recognised in relation to leasehold improvements in the year ended 31 December 2024 have been included in Note 23.

10 LEASES

Group

	2024	2023
Lease cost:	**$'000**	$'000
Depreciation of right-of-use assets	4,987	4,261
Interest expense (included in Finance expense)	2,089	1,920
Short-term lease cost	109	954
	7,185	7,135

	2024	2023
	$'000	$'000
Other information:		
Total cash outflow for leases	6,996	5,938
Weighted-average remaining lease term	6.3 years	5.4 years
Weighted-average discount rate	10.6%	8.3%

Future minimum lease payments for property leases as of 31 December 2024 are presented below:

	Property leases
	$'000
2025	6,820
2026	4,572
2027	4,208
2028	4,260
2029	4,313
after 2029	7,666
Total lease payments	**31,839**
Less Imputed Interest	(7,786)
Present value of lease liability	**24,053**

10 LEASES (continued)

The movement in right of use asset during the period was as follows:

	Right-of-use Assets $'000
Cost	
At 1 January 2023	**27,980**
Additions	1,275
Acquired upon acquisition of TCR[2]	5,145
Disposals	(467)
Effect of foreign currency translation	636
At 31 December 2023	**34,569**
Additions	3,964
Disposals	(437)
Effect of foreign currency translation	(289)
At 31 December 2024	**37,807**
Depreciation and impairment	
At 1 January 2023	**11,536**
Charge for period	4,261
Disposals	(467)
Impairment	437
Effect of foreign currency translation	160
At 31 December 2023	**15,927**
Charge for period	4,987
Disposals	(437)
Effect of foreign currency translation	(152)
At 31 December 2024	**20,325**
Carrying value	
At 1 January 2023	16,444
At 31 December 2023	18,642
At 31 December 2024	**17,482**

The Company has operating leases in relation to property for office, manufacturing and research facilities. The maximum lease term without activation of termination options is to 2041.

On 1 June 2023, as part of the acquisition of TCR[2], the Company became the lessee of three office, manufacturing and research facilities in Cambridge, Massachusetts. The right-of-use assets were initially measured at the same amount as the respective lease liabilities, adjusted to reflect favorable or unfavorable terms of the leases when compared with market terms.The third lease had a remaining lease term of less than 12 months as of 1 June 2023, and the Group elected not to recognise a lease liability or right-of-use asset as of 1 June 2023. The rent associated with this lease was recognised on a straight-line basis over the remainder of the lease term.

Following the approval of TECELRA on 1 August 2024, the Company reassessed the conclusion about whether break and extension options would be exercised in determining the IFRS 16 *Leases* ("IFRS 16") lease term for its property in Philadelphia. As a result, the Company extended the IFRS 16 lease term which resulted in a remeasurement of the lease liability using the current estimate of the Company's incremental borrowing rate. The amount of the remeasurement of the lease liability has been recognised as an adjustment to the corresponding right-of-use asset. The effect of the remeasurement was to increase the lease liability and the corresponding right-of-use asset by $2,742,000.

11 INTANGIBLES

Group

	Licensed technology	In-process R&D	Computer Software	Total
	$'000	$'000	$'000	$'000
Cost				
At 1 January 2023	**188**	**13,140**	**4,929**	**18,257**
Additions	—	—	5	5
Acquired upon acquisition of TCR[2]	—	—	58	58
Disposals	—	(7,884)	(228)	(8,112)
Effect of foreign currency translation	10	314	108	432
At 31 December 2023	**198**	**5,570**	**4,872**	**10,640**
Additions	3,174	—	27	3,201
Effect of foreign currency translation	(62)	(81)	(34)	(177)
At 31 December 2024	**3,310**	**5,489**	**4,865**	**13,664**
Amortisation				
At 1 January 2023	**183**	**—**	**4,492**	**4,675**
Charge for period	1	**—**	223	224
Effect of foreign currency translation	10	**—**	83	93
At 31 December 2023	**194**	**—**	**4,798**	**4,992**
Charge for period	105	—	84	189
Effect of foreign currency translation	(5)	—	(33)	(38)
At 31 December 2024	**294**	**—**	**4,849**	**5,143**
Impairment				
At 1 January 2023	—	7,884	—	7,884
Disposals	—	(7,884)	—	(7,884)
At 31 December 2023 and 31 December 2024	**—**	**—**	**—**	**—**
Carrying value				
At 1 January 2023	5	5,256	437	5,698
At 31 December 2023	4	5,570	74	5,648
At 31 December 2024	**3,016**	**5,489**	**16**	**8,521**

In-process R&D relates to upfront, licence and milestone payments due to Alpine and Noile-Immune arising from collaboration agreements with each party respectively, relating to the development of next-generation T-cell products. These products are still in the early stages of development and, as detailed further in note 27, further payments may be due to each party, respectively, if these programmes progress further and milestones are achieved.

The cost and carrying value of these assets was $2,933,000 and $2,556,000, at 31 December 2024, respectively. These assets are not amortised as they are not yet available for use. In making its assessment of the recoverability of the carrying value, the key assumptions made by the Group are the probability of future economic benefits from successful progression of each of the products.

An impairment provision of $7,884,000 was recognised at 31 December 2022 in relation to the Universal Cells intangible asset, with a corresponding expense recognised in the Impairment of intangible assets line in the Group's Consolidated Income Statement. As a result of the impairment provision, the carrying value of the Universal Cells intangible asset at 31 December 2022 was nil.

11 INTANGIBLES (continued)

The impairment was recognised due to the presence of a chromosomal abnormality in the original cell line provided by Universal Cells and the Group's subsequent decision to use a different cell line to develop its MAGE-A4 allogeneic cell therapy, which indicated that the value-in-use and fair value of the asset, and therefore the recoverable amount of the asset, is minimal. The Universal Cells contract was subsequently terminated in the first quarter of 2023 and the licence to the cell line expired. As such, the asset and associated provision for impairment was disposed of in 2023. Details of further potential milestone payments can be found in Note 27.

12 INVESTMENTS AND LOANS IN SUBSIDIARIES

Company

	Investments in subsidiaries	Loans to subsidiaries	Total
	$'000	$'000	$'000
Cost			
At 1 January 2023	274,491	601,556	876,047
Acquisition of TCR2 Therapeutics	61,726	—	61,726
Capital contributions in respect of share-based payment transactions	12,285	—	12,285
Additional loan drawdowns and capital contributions	—	79,800	79,800
At 31 December 2023	**348,502**	**681,356**	**1,029,858**
Capital contributions in respect of share-based payment transactions	9,924	—	9,924
Additional loan drawdowns and capital contributions	—	32,396	32,396
At 31 December 2024	**358,426**	**713,752**	**1,072,178**
Provisions			
At 1 January 2023	274,491	502,884	777,375
Additional provision during the year	74,011	53,864	127,875
At 31 December 2023	**348,502**	**556,748**	**905,250**
Additional provision during the year	9,924	145,813	155,737
At 31 December 2024	**358,426**	**702,561**	**1,060,987**
Net book value at 1 January 2023	—	98,672	98,672
Net book value at 31 December 2023	—	124,608	124,608
Net book value at 31 December 2024	**—**	**11,191**	**11,191**

The Company assessed the recoverability of the Investments in subsidiaries in accordance with IAS 36 Impairment of Assets and the expected credit losses on the Loans to subsidiaries in accordance with IFRS 9 Financial Instruments.

In 2021 an impairment to the Company's investment in subsidiaries with Adaptimmune Limited was recognised to reflect a deterioration in the Company's ability to recover its investment following a significant deterioration in market conditions. These were further increased in 2022, 2023 and 2024.

Furthermore, in 2021 the Company concluded that there had been a significant increase in the credit risk on the Loans to subsidiaries since initial recognition and the risk of default is considered to be high. If repayment of the loan was requested at 31 December 2024, Adaptimmune Limited would not be able to repay the loan in full and would be in default. The estimated amount that the Company would be able to recover in this scenario is $11,191,000, representing a loss given default of 98%. As such an additional credit loss of $145,813,000 was recognised in 2024.

12 INVESTMENTS AND LOANS IN SUBSIDIARIES (continued)

In 2023 the Company acquired TCR^2 Therapeutics, increasing investment in subsidiaries by $61,726,000. This investment was impaired in full in 2023 following the decision to close the gavo-cel and TC-510 trials to further enrolment.

Loan receivables from group undertakings arose due to a U.S. dollar denominated unsecured loan, which is an interest free loan, repayable on demand. It is Adaptimmune Therapeutics Plc's intention not to request repayment of the loan for the foreseeable future, and due to the ongoing working capital requirements of the Group, Adaptimmune Limited does not expect to repay the loan, or any material part thereof, in the foreseeable future. Therefore, the loan receivable has been classed as a non-current asset.

The Company has the following (direct or indirect) interest in subsidiary undertakings:

Name of Company	Country of Incorporation	Holding	Proportion Held	Nature of Business	Registered Address
Adaptimmune Limited	England and Wales	Ordinary shares of £0.001	100 %	Biotechnology Research & Development	60 Jubilee Avenue, Milton Park, Abingdon , Oxfordshire, England, OX14 4RX
Adaptimmune LLC	United States of America	Ordinary shares of $1	100 %	Biotechnology Research & Development and Commercial Sales	351 Rouse Boulevard, The Navy Yard, Philadelphia, PA 19112, United States
Adaptimmune B.V.	The Netherlands	Ordinary shares of €0.01	100 %	Administrative	Zuid-Hollandlaan 7, 2596 AL, The Hague, The Netherlands
CM Intermediate Sub I, Inc.	United States of America	Ordinary shares of $0.0001	100 %	Holding	1209 Orange Street, Corporation Trust Center, New Castle County, Wilmington, Delaware 19801
CM Intermediate Sub II, Inc.	United States of America	Ordinary shares of $0.0001	100 %	Holding	1209 Orange Street, Corporation Trust Center, New Castle County, Wilmington, Delaware 19801
TCR2 Therapeutics, Inc.	United States of America	Ordinary shares of $0.0001	100 %	Biotechnology Research & Development	1209 Orange Street, Corporation Trust Center, New Castle County, Wilmington, Delaware 19801
Trucs Therapeutics Limited	England and Wales	Ordinary shares of £1	100 %	Biotechnology Research & Development	2 Minton Place, Victoria Road, Bicester, Oxon, United Kingdom, OX26 6QB
TRuC Securities Corporation(1)	United States of America	Ordinary shares of $0.01	100 %	Treasury	1209 Orange Street, Corporation Trust Center, New Castle County, Wilmington, Delaware 19801

(1) TRuC Securities Coporation was dissolved during the year ended 31 December 2024.

13 RESTRICTED CASH

Group

As of 31 December 2024 and 2023, the Group had restricted cash of $2,067,000 and $3,026,000 respectively, relating to security deposits for letters of credit relating to leased properties.

14 INVENTORY

On 1 August 2024, the Company received FDA approval for TECELRA for the treatment of advanced MAGE-A4+ synovial sarcoma in adults with certain HLA types who have received prior chemotherapy, and commenced capitalisation of inventory from this date.

Prior to 1 August 2024, regulatory approval and subsequent commercialisation of TECELRA, and thus the possibility of future economic benefits from TECELRA sales, were not considered probable and inventory-related costs were expensed as incurred; as such, the inventory recognised on the balance sheet does not included any pre-launch inventory. At 31 December 2024, the gross value of pre-launch inventory held but not recognised was $7,103,000, which includes inventory that could be used for either clinical or commercial purposes.

The components of inventory at 31 December 2024 are as follows:

As of 31 December	2024 $'000	2023 $'000
Raw materials	**7,236**	—
Work-in-progress	**84**	—
Finished goods	**—**	—
Total inventory, net	**7,320**	**—**

Inventories of $791,000 were recognised as an expense during the year-ended 31 December 2024, including $245,000 recognised in cost of goods sold and $546,000 recognised in research and development expenses.

15 TRADE & OTHER RECEIVABLES

Group

As of 31 December	2024 $'000	2023 $'000
Trade receivables	**1,454**	821

Company

As of 31 December	2024 $'000	2023 $'000
Amounts owed from group undertakings	**11,222**	11,822

16 OTHER CURRENT ASSETS

Group

As of 31 December	2024	2023
	$'000	$'000
Prepayments	**10,033**	9,954
Clinical materials	**59**	1,737
Other current assets	**3,639**	2,412
	13,731	14,103

Company

As of 31 December	2024	2023
	$'000	$'000
Prepayments	**450**	578
Other current assets	**—**	7
	450	585

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH OCI

Group and Company

As of 31 December	2024	2023
	$'000	$'000
Marketable securities denominated in U.S. dollars	**60,466**	2,947

18 CASH AND CASH EQUIVALENTS

Group

As of 31 December	2024 $'000	2023 $'000
Cash and cash equivalents held in pounds sterling	**5,551**	831
Cash and cash equivalents held in U.S. dollars	**85,588**	143,160
	91,139	143,991

The Group's policy for determining cash and cash equivalents is to include all cash balances, short-term deposits and investments with maturities of three months or less from the date of acquisition.

When the Group assesses its liquidity position it includes cash and cash equivalents as well as short-term investments.

19 CAPITAL AND RESERVES

Group and Company

Share capital

As of 31 December	2024 $'000	2023 $'000
Allotted, called up and fully paid 1,535,653,620 (As of 31 December 2023: 1,363,008,102) Ordinary shares of 0.1p each	**2,085**	1,865

The total number of shares authorised as of 31 December 2024 was 2,039,252,874 (as of 31 December 2023: 1,702,760,280).

The following provides a reconciliation of shares issued and outstanding:

	Share Capital
Balance at 1 January 2023	987,109,890
Issue of shares under At The Market sales agreement, net of commission and expenses	3,854,496
Issuance of common stock upon exercise of options	14,614,410
Issuance of shares upon acquisition of TCR[2]	357,429,306
Balance at 31 December 2023 and at 1 January 2024	**1,363,008,102**
Issue of shares under At The Market sales agreement, net of commission and expenses	163,669,056
Issuance of common stock upon exercise of options	8,976,462
Balance at 31 December 2024	**1,535,653,620**

19 CAPITAL AND RESERVES (continued)

Ordinary shares

Subject to any other provisions of our articles of association and without prejudice to any special rights, privileges or restrictions as to voting attached to any shares forming part of our share capital, the voting rights of shareholders are as follows. On a show of hands, each shareholder present in person, and each duly authorised representative present in person of a shareholder that is a corporation, has one vote. On a show of hands, each proxy present in person who has been duly appointed by one or more shareholders entitled to vote on a resolution has one vote, but a proxy has one vote for and one vote against a resolution if, in certain circumstances, the proxy is instructed by more than one shareholder to vote in different ways on a resolution. On a poll, each shareholder present in person or by proxy or (being a corporation) by a duly authorised representative has one vote for each share held by the shareholder. We are prohibited (to the extent specified by the Companies Act 2006) from exercising any rights to attend or vote at meetings in respect of any shares held by the Company as treasury shares.

Subject to the Companies Act 2006 and the provisions of all other relevant legislation, we may by ordinary resolution declare dividends out of our profits available for distribution in accordance with the respective rights of shareholders but no such dividend shall exceed the amount recommended by the directors. If, in the opinion of the directors, our profits available for distribution justify such payments, the directors may from time to time pay interim dividends to the holders of any class of shares. Subject to any special rights attaching to or terms of issue of any shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. No dividend shall be payable to us in respect of any shares held by us as treasury shares (except to the extent permitted by the Companies Act 2006 and any other relevant legislation). As of 31 December 2024, Adaptimmune Therapeutics plc and Adaptimmune Limited have accumulated net losses and, accordingly, no profits available for distribution out of which to declare or pay dividends.

Subject to any special rights attaching to or the terms of issue of any shares, on any winding-up of the Company our surplus assets remaining after satisfaction of our liabilities will be distributed among our shareholders in proportion to their respective holdings of shares and the amounts paid up on those shares.

Effective from 14 May 2024, the Directors were generally authorised to allot new shares or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £505,881.00. This authority will expire on the earlier of the conclusion of the Company's annual general meeting in 2025 and 30 June 2025 (unless previously renewed, varied or revoked). Effective from 14 May 2024, the Directors were also empowered to allot equity securities for cash, pursuant to their general authority to allot described in this paragraph, without first offering them to existing shareholders in proportion to their existing holdings up to an aggregate maximum nominal amount of £505,881.00. This power will expire on the earlier of the conclusion of the Company's annual general meeting in 2025 and 30 June 2025 (unless previously renewed, varied or revoked).

At-the-Market Offerings

On 8 April 2022 the Company entered into a sales agreement with Cowen (the "Sales Agreement") under which we may from time to time issue and sell ADSs representing our ordinary shares through Cowen in at-the-market "ATM" offerings for an aggregate offering price of up to $200 million. In the year ended 31 December 2024, the Company sold 27,278,176 ADSs under the Sales Agreement representing 163,669,056 ordinary shares resulting in net proceeds to the Company of $29,155,317 after deducting commissions payable under the Sales Agreement and estimated issuance costs. As of 31 December 2024, approximately $156,228,841 remained available for sale under the Sales Agreement.

Dividends

No dividends were paid or declared in the years ended 31 December 2024 and 2023.

19 CAPITAL AND RESERVES (continued)

Capital Management Policy

The Group manages the operating cash outflow through its budgeting process and looks to raise sufficient funds from revenue and equity to cover these outflows.

Nature and purpose of reserves

Exchange reserve

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of financial assets at fair value through OCI until the assets are derecognised or impaired.

Other reserve

The other reserve has arisen as a result of the company reorganisation described above.

20 BORROWINGS

On 14 May 2024 (the "Closing Date"), the Group entered into a Loan and Security Agreement (the "Loan Agreement"), with several banks and other financial institutions or entities and Hercules Capital, Inc. ("Hercules Capital"), for a term loan facility of up to $125.0 million (the "Term Loan"), consisting of a term loan advance in the aggregate principal amount equal to $25.0 million on the Closing Date (the "Tranche 1 Advance"), and three further term loan advances available to the Company subject to certain terms and conditions in aggregate principal amounts of $25.0 million, $5.0 million and $30.0 million, respectively, and a term loan advance available in the sole discretion of the lenders and subject to certain terms and conditions in the aggregate principal amount of $40.0 million. The proceeds of the Term Loan will be used solely to repay related fees and expenses in connection with the Loan Agreement and for working capital and general corporate purposes.

The Term Loan attracts interest on the outstanding principal in the form of both cash and payment-in-kind ("PIK") interest. The cash interest rate is the greater of the Prime Rate plus 1.15% and 9.65% and is paid monthly in arrears. The PIK interest rate is 2% per annum. The outstanding principal used to determine both the cash and PIK interest is inclusive of capitalised PIK interest. The Term Loan also attracts an End of Term Charge of 5.85% payable on maturity which is based on the aggregate original principal amount (i.e. excluding capitalised PIK interest).

The Term Loan matures on 1 June 2029 and payments are interest-only until 1 June 2027 (the "Amortisation Date") after which the monthly payments include repayments of both principal and interest. The Amortisation Date can be extended if certain criteria are met and the Company chooses to extend the date. The final Term Loan Maturity Date cannot be extended.

The Term Loan is secured by a lien on substantially all of Borrower's existing or after-acquired assets, including intellectual property, subject to customary exceptions. In addition, the Loan Agreement contains customary closing and commitment fees, prepayment fees and provisions, events of default and representations, warranties and affirmative and negative covenants, including a financial covenant requiring the Company to maintain certain levels of cash in accounts subject to a control agreement in favor of Hercules Capital (the "Qualified Cash") during the period commencing on 1 January 2025 (which initial commencement date is subject to adjustment if certain performance milestones are met) and at all times thereafter, provided that if the Company has achieved certain performance milestones, the amount of Qualified Cash is subject to certain reductions. The Loan Agreement also includes customary events of default, including payment

20 BORROWINGS (continued)

defaults, breaches of covenants following any applicable cure period, the occurrence of certain events that could reasonably be expected to have a "material adverse effect" as set forth in the Loan Agreement, cross acceleration to third-party indebtedness and certain events relating to bankruptcy or insolvency.

Each loan tranche has been identified as a separate unit of account within the scope of IFRS 9 *Financial instruments*, with the Tranche 1 Advance constituting a financial liability subsequently measured at amortised cost and the remaining tranches being loan commitments until if and when each commitment is drawn, at which point they will become financial liabilities measured at amortised cost.

On 14 May 2024, the Company drew down the Tranche 1 Advance of $25,000,000 and received proceeds of $24,500,000 after charges payable to Hercules Capital. The Tranche 1 Advance was initially recognised at $24,750,000. On 13 August 2024, the Company drew down the Tranche 2 Advance of $25,000,000 (the "Tranche 2 Advance," and, together with the Tranche 1 Advance, "Tranches" and each a "Tranche") and received proceeds of $25,000,000. The Tranche 2 Advance was initially recognised at $24,750,000. At 31 December 2024 the face value of the outstanding principal (including capitalised PIK interest) on the Term Loan (including both Tranches) was $50,520,000, less unamortised discount of $468,000 and plus accreted value of the End of Term Charge of $185,000 based on the imputed interest rate of 13.7%. No directly attributable transactions costs were incurred in relation to either Tranche.

At 31 December 2024, the fair value of the Term Loan was $51,622,000. The fair value of the Term Loan is a Level 2 measurement based on observable inputs including the contractual term of the instrument and market interest rates, notably the Prime Rate.

21 NON-CURRENT TRADE AND OTHER PAYABLES

Group

As of 31 December	**31 December 2024**	31 December 2023
	$'000	$'000
Other payables	**3,145**	1,404

22 CURRENT TRADE AND OTHER PAYABLES

Group

As of 31 December	2024	2023
	$'000	$'000
Trade payables	**8,692**	8,174
Other taxation and social security	**767**	751
Other accrued employee expenses	**12,762**	12,475
Accrued clinical and development expenditure	**11,931**	12,351
Accrued commercial expenses	**218**	—
Other payables	**6,613**	4,680
	40,983	38,431

Company

As of 31 December	2024	2023
	$'000	$'000
Trade payables	**8**	140
Amounts owed to group undertakings	**28,608**	1,161
Accruals	**1,665**	676
	30,281	1,977

Amounts owed to group undertakings included a U.S. dollar denominated unsecured loan of $27,065,000 (2023: nil), which is an interest free loan, repayable on demand. As the loan is repayable on demand, the loan liability has been classified as a current liability at 31 December 2024.

23 PROVISIONS

2024-2025 Restructuring program

Reduction in workforce

On 13 November 2024 the Company announced a restructuring plan that aims to prioritise its commercial sarcoma franchise and certain research and development programs. As part of this restructuring, the Company is executing against a plan to achieve an approximately 33% reduction in workforce. The majority of the reduction in workforce was completed during the first quarter of 2025.

The redundancy process was initiated in the fourth quarter of 2024, with most employees leaving in the first quarter of 2025. Employees in certain roles will be retained during a transition period beyond the first quarter of 2025. Once the redundancy program is completed, it will result in a reduction of approximately 29% of global headcount.

The restructuring costs included payments arising from the terms of employment contracts and redundancy pay. The Group concluded that a constructive obligation existed at 31 December 2024 as the Group had a detailed formal plan for the restructuring and potentially affected employees were informed in December 2024. As such a restructuring provision was recognised at 31 December 2024.

23 PROVISIONS (continued)

Group

	Restructuring $'000
At 1 January 2023	3,232
Amounts provided in the year	670
Costs paid during the period	(3,996)
Adjustments to the liability	86
Effect of foreign exchange rates	8
At 31 December 2023	—
Amounts provided in the year	6,893
Effect of foreign exchange rates	(39)
At 31 December 2024	**6,854**

All expenses have been recognised in Administrative expenses in the Consolidated Income Statement. No restructuring expenses have been recognised for the Company as it had no affected employees.

The opening liability at 1 January 2023 and changes to the provision during 2023 relate to the restructuring programme initiated in the fourth quarter of 2022 and completed in the first quarter of 2023. The amounts recognised in 2024 relate solely to the restructuring programme initiated in the fourth quarter of 2024.

Impairment of assets

Due to the headcount reduction and reprioritisation of certain programs as part of the restructuring announced in November 2024, the Group identified indications of impairment relating to its UK facilities. The reduction in headcount is expected to mostly affect UK-based staff with a reduction in the number of programs being worked on in the UK; as such, it is no longer expected that the Company will fully utilise its UK facilities.

The recoverable amount of these assets was estimated based on the fair value less costs of disposal. The Group used a market value approach to determine the fair value, based on the potential current market rentals that could be achieved for the assets discounted using property yield rates for similar buildings The fair value measurement for the UK facilities is a Level 2 measurement. The key assumptions used in the analysis were:

- Potential market rental rates that could be achieved if the buildings were let/sublet, based on third-party market rental rates; and
- A property yield rate of 5% based on the prevailing property yield rate for similar properties in similar locations, specifically those in the life sciences sector.

The recoverable amount of the assets comprising the right-of-use and leasehold improvements assets relating to the UK manufacturing facility were determined to be lower than their carrying amount and an impairment loss was recognised. However, the recoverable amount of the individual right-of-use asset for the building was determined to be in excess of its carrying amount; as such, the impairment loss of $10,401,000 was allocated solely to the leasehold improvement assets for the UK manfucaturing facility resulting in the leasehold improvement assets being written down to $3,900,000.

The recoverable amounts of the UK headquarters and laboratory space were determined to be in excess of their carrying amounts, so no impairment losses were recognised.

23 PROVISIONS (continued)

No impairment indicators were identified in relation to assets held by our US subsidiaries on the basis that the refocusing of activities will prioritise programs that are primarily based in the US and which are commercial and revenue-generating, specifically our TECELRA product, or closer to commercialisation, such as our pre-commercial *lete-cel* product. In addition, the reduction in headcount in the US is less significant than the reduction in the UK.

2022-3 Restructuring program

On 8 November 2022, the Group announced that in order to extend the Group's cash runway, it was re-focusing the business on core programs and deprioritising non-core programs and undertaking a restructuring of the Group including a headcount reduction to be completed in the first quarter of 2023.

The redundancy process was completed in the first quarter of 2023 with a reduction of approximately 25% of global headcount. The Group concluded that a constructive obligation existed at 31 December 2022 as the Group had a detailed formal plan for the restructuring and potentially affected employees were informed in December 2022. As such a restructuring provision was recognised at 31 December 2022 and was fully settled in 2023.

The total restructuring costs expensed in 2022 and 2023 were $3,232,000 and $670,000 respectively which included payments arising from the terms of employment contracts and redundancy pay. There were no liabilities relating to this program as of 31 December 2024.

All expenses were recognised in Administrative expenses in the Consolidated Income Statement. No restructuring expenses were recognised for the Company as it had no affected employees.

TCR^2 post-acquisition senior leadership severance

Following the acquisition of TCR^2 Therapeutics Inc. in June 2023 (see Note 29), the Group made most of the former members of TCR^2's senior leadership team, comprising the executive officers and most vice presidents, redundant and paid severance packages. The redundancy packages arise from terms of employment contracts including change-in-control 'dual trigger' provisions, and were comprised of severance and other payments and accelerated vesting of share option awards.

The table below is a summary of the changes in the liability in the Consolidated Balance Sheet in the year ended 31 December 2024:

	Severance
	$'000
At 1 January 2024	573
Costs incurred and charged to Research and development expenses	—
Costs incurred and charged to Administrative expenses	—
Costs paid during the period	(573)
At 31 December 2024	**—**

The amounts included in the liabilities at 31 December 2023 and the cash paid during the period, include amounts relating to accrued payments to these employees for services provided prior to the acquisition of TCR^2 by the Group.

24 FINANCIAL INSTRUMENTS

Group

Disclosure of financial assets measured at fair value on a recurring basis

Assets and liabilities measured at fair value on a recurring basis based on Level 1, Level 2, and Level 3 fair value measurement criteria as of 31 December 2024 are as follows:

		Fair Value Measurements Using		
	31 December 2024	Level 1	Level 2	Level 3
	$'000	$'000	$'000	$'000
Assets classified as cash and cash equivalents:				
Financial assets at fair value through OCI : U.S. Treasury securities	8,948	8,948	—	—
Assets classified as financial assets at fair value through OCI:				
Financial assets at fair value through OCI : Agency bonds	7,015	—	7,015	—
Financial assets at fair value through OCI : Corporate debt securities	6,224	6,224	—	—
Financial assets at fair value through OCI : U.S. Treasury securities	47,227	—	47,227	—
	60,466	**6,224**	**54,242**	**—**

The Group estimates the fair value of financial assets at fair value through OCI with the aid of a third party valuation service, which uses actual trade and indicative prices sourced from third-party providers on a daily basis to estimate the fair value. If observed market prices are not available (for example securities with short maturities and infrequent secondary market trades), the securities are priced using a valuation model maximising observable inputs, including market interest rates.

Our investments in financial assets at fair value through OCI are subject to credit risk. The Group's investment policy limits investments to certain types of instruments, such as money market funds and corporate debt securities, places restrictions on maturities and concentration by type and issuer and specifies the minimum credit ratings for all investments and the average credit quality of the portfolio. All of the Group's investments at fair value through OCI are considered to have low credit risk and hold investment grade external credit rating ranging from A- to AAA. The Group has not recognised a loss allowance since it does not intend or expect to sell the assets at a loss, the likelihood that it would be required to do so is low, and the expected losses in the unlikely event of this occurring are immaterial.

Disclosure of fair values of financial assets and liabilities:

For the Group's cash and cash equivalents, trade and other payables and trade and other receivables with a remaining life of less than one year, the nominal amount is deemed to reflect fair value.

Liquidity Risk

The Group's treasury policy gives guidance on how much investment should be held with differing counterparties. The cash utilisation is monitored to provide a lead time for raising further funding.

24 FINANCIAL INSTRUMENTS (continued)

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

As of	31 December 2024 Carrying amount	Contractual cash flows	1 year or less	1 year to 5 years	Over 5 years
	$'000	$'000	$'000	$'000	$'000
Financial liabilities at amortised cost					
Trade payables	**8,692**	**8,692**	**8,692**	**—**	**—**
Loans and borrowings	**50,237**	**75,325**	**4,989**	**70,336**	**—**
Other taxation and social security	**767**	**767**	**767**	**—**	**—**
Gross lease liabilities (before finance charges)	**24,053**	**31,839**	**6,820**	**17,352**	**7,666**
Other financial liabilities	**2,358**	**3,000**	**1,000**	**2,000**	
	86,107	**119,623**	**22,268**	**89,688**	**7,666**

As of	31 December 2023 Carrying amount	Contractual cash flows	1 year or less	1 year or less	1 year or less
	$'000	$'000	$'000	$'000	$'000
Financial liabilities at amortised cost					
Trade payables	8,174	8,174	8,174	—	—
Other taxation and social security	751	751	751	—	—
Gross lease liabilities (before finance charges)	25,327	30,492	7,145	17,762	5,585
	34,252	39,417	16,070	17,762	5,585

Foreign Exchange Risk

Financial assets and liabilities in foreign currencies are as follows:

As of 31 December	2024 Carrying amount	2023 Carrying amount
	$'000	$'000
Financial assets:		
Cash and cash equivalents	**5,551**	831
Restricted cash	**140**	141
Trade and other receivables	**—**	361
Security deposits	**1,607**	1,631
Financial liabilities:		
Trade and other payables	**2,786**	1,905
Leases	**12,090**	14,031

A 1% change in exchange rates would change the carrying value of net financial assets and liabilities in foreign currencies at 31 December 2024 by $76,000 (2023: $126,000).

24 FINANCIAL INSTRUMENTS (continued)

The results of operations and cash flows will be subject to fluctuations due to changes in foreign currency exchange rates, which could harm our business in the future. We seek to minimise this exposure by maintaining currency cash balances at levels appropriate to meet foreseeable expenses in U.S. dollars and pounds sterling. To date, we have not used forward exchange contracts or other currency hedging products to manage our exchange rate exposure, although we may do so in the future. The exchange rate as of 31 December 2024, the last business day of the reporting period, was £1.00 to $1.25.

Credit risk

Trade receivables were $1,454,000 and $821,000 as of 31 December 2024 and 2023, respectively. Trade receivables arise in relation to the Galapagos and Genentech Collaboration and License Agreements and the GSK Termination and Transfer Agreemen and from TECELRA sales. The Group has been transacting with Galapagos since 2024, Genentech since October 2021, and GSK since 2014, during which time no credit losses have been recognised. No balances were past due as of 31 December 2024; the receivables have been determined to have a low credit risk at 31 December 2024 and 12-month expected credit losses are not material.

Our cash and cash equivalents are held with multiple banks and we monitor the credit rating of those banks. Our investments in corporate debt securities and commercial paper are subject to credit risk. Our investment policy limits investments to certain types of instruments, such as money market instruments, corporate debt securities and commercial paper, places restrictions on maturities and concentration by type and issuer and specifies the minimum credit ratings for all investments and the average credit quality of the portfolio.

Market Risk

Market risk is the risk that changes in market prices, such as in interest rates, commodity prices and foreign exchange rates will affect the Group's income or the value of its holdings of financial instruments. The Group's surplus cash and cash equivalents are invested in interest-bearing savings, money market funds, corporate debt securities and commercial paper from time to time. The Group's investments in corporate debt securities are subject to fixed interest rates. The Group's exposure to interest rate sensitivity is impacted by changes in the underlying U.K. and U.S. bank interest rates and the fair market value of our corporate debt securities will fall in value if market interest rates increase. The Group's borrowings are subject to a variable interest rate if the Prime Rate increases above a contractual minimum but are effectively fixed if the Prime Rate is below this level. The Prime Rate is currently below our contractual minimum.

We do not believe an immediate one percentage point change in interest rates would have a material effect on the fair market value of our portfolio, and therefore we do not expect our operating results or cash flows to be significantly affected by changes in market interest rates.

Financial assets and liabilities subject to variable interest rates are as follows:

As of 31 December	**2024 Carrying amount $'000**	2023 Carrying amount $'000
Cash and cash equivalents	**82,191**	142,391
Loans and borrowings	**(50,237)**	—

The Group is exposed to commodity price risk as a result of its operations. However, given the size of the Group's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The Directors will revisit the appropriateness of this policy should the Group's operations change in size or nature. The Group has no exposure to equity securities price risk as it holds no listed or other equity investments.

25 EMPLOYEE BENEFITS

Group

The Group operates a defined contribution pension scheme for its executive directors and employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The unpaid contributions outstanding as of 31 December 2024 were $170,000 (2023: $233,000). The pension cost charge for the year ended 31 December 2024 was $3,085,000 (2023: $2,628,000).

26 SHARE BASED PAYMENTS

Group

The Company has granted options over ordinary shares in Adaptimmune Therapeutics plc under the following option plans: (i) the Adaptimmune Therapeutics plc 2015 Share Option Scheme (adopted on 16 March 2015); (ii) the Adaptimmune Therapeutics plc Company Share Option Plan (adopted on 16 March 2015) and (iii) the Adaptimmune Therapeutics plc Employee Share Option Scheme (adopted on 14 January 2016).

The Adaptimmune Therapeutics plc Company Share Option Plan is a tax efficient option scheme intended to comply with the requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 of the United Kingdom, which provides for the grant of company share option plan ("CSOP") options. Grants may not exceed the maximum value of £30,000 per participant for the shares under the option, which is a CSOP compliance requirement.

Generally, the vesting dates for the options granted under these plans up to 31 December 2024 are 25% on the first anniversary of the grant date and 75% in monthly instalments over the following three years. However, the options granted to non-executive directors under the Adaptimmune Therapeutics plc 2015 Share Option Scheme vest and become exercisable as follows:

26 SHARE BASED PAYMENTS (continued)

Options granted to non-executive directors on 11 May 2015:	Immediately on grant date
Options granted to a non-executive director on 23 June 2016:	25% on the first anniversary of the grant date and 75% in monthly instalments over the following two years
Options granted to non-executive directors on 11 August 2016:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 28 November 2016:	25% on the first anniversary of the grant date and 75% in monthly instalments over the following two years
Options granted to non-executive directors on 3 July 2017:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 22 June 2018:	100% on the first anniversary of the grant date
Options granted to a non-executive director on 5 July 2018:	25% on the first anniversary of the grant date and 75% in monthly instalments over the following two years
Options granted to non-executive directors on 2 July 2019:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 1 July 2020:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 1 July 2021:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 1 July 2022:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 3 July 2023:	100% on the first anniversary of the grant date
Options granted to a non-executive director on 1 November 2023:	25% on the first anniversary of the grant date and 75% in monthly instalments over the following two years
Options granted to non-executive directors on 15 January 2024:	100% on the first anniversary of the grant date
Options granted to non-executive directors on 1 July 2024:	100% on the first anniversary of the grant date

Options granted under these plans are not subject to performance conditions. The contractual term of options granted under these plans is ten years.

Effective from January 2018, the Company has also granted restricted stock unit style options ("RSU-style options"). The RSU-style options over ordinary shares in Adaptimmune Therapeutics plc are granted under the Adaptimmune Therapeutics plc Employee Share Option Scheme (adopted on 14 January 2016). These options have an exercise price equal to the nominal value of an ordinary share, of £0.001, and generally vest over four years, with 25% on the first, and each subsequent, anniversary of the grant date.

The maximum aggregate number of options which may be granted under these plans and any incentive plans adopted by the Company cannot exceed a scheme limit that equates to 8% of the initial fully diluted share capital of the Company immediately following our IPO plus an automatic annual increase of an amount equivalent to 4% of the issued share capital on each 30 June (or such lower number as the Board, or an appropriate committee of the Board, may determine). The automatic increase is effective from 1 July 2016.

26 SHARE BASED PAYMENTS (continued)

Prior to 31 December 2014, the Group granted options to purchase ordinary shares in Adaptimmune Limited under three option schemes:

(i) The Adaptimmune Limited Share Option Scheme was adopted on 30 May 2008. Under this scheme Enterprise Management Incentive ("EMI") options (which are potentially tax-advantaged in the United Kingdom) have been granted (subject to the relevant conditions being met) to our employees who are eligible to receive EMI options under applicable U.K. tax law and unapproved options (which do not attract tax advantages) have been granted to our employees who are not eligible to receive EMI options, and to our directors and consultants. In May 2014, the Company no longer qualified for EMI status and since that date, no further EMI options were granted under this scheme; however, unapproved options have been under granted under this scheme since that date.

(ii) The Adaptimmune Limited 2014 Share Option Scheme was adopted on 11 April 2014. EMI options were granted (subject to the relevant conditions being met) under this scheme to our employees who are eligible to receive EMI options under applicable U.K. tax law. Unapproved options were granted to our employees who are not eligible to receive EMI options and to directors. In May 2014, the Company no longer qualified for EMI status and since that date, no further EMI options were granted under this scheme; however, unapproved options have been under granted under this scheme since that date.

(iii) The Adaptimmune Limited Company Share Option Plan was adopted on 16 December 2014. This scheme allowed the grant of options to our eligible employees prior to the corporate reorganisation. This scheme is a tax efficient option scheme and options were granted on 19 December 2014 and on 31 December 2014 to our part-time and full-time employees.

As part of the corporate reorganisation in connection with our IPO, the holders of options granted under these schemes over ordinary shares of Adaptimmune Limited were granted equivalent options on substantially the same terms over ordinary shares of Adaptimmune Therapeutics plc ("Replacement Options") in exchange for the release of these options. The Company does not intend to grant any further options under these schemes.

As of 31 December 2024, all the Replacement Options under the Adaptimmune Limited schemes have vested.

The contractual life of options granted under these schemes is ten years.

The number and weighted average exercise prices of share options (including grant in the year) are as follows:

	2024		2023	
For the year ended	**Number**	**Weighted average exercise price**	Number	Weighted average exercise price
Outstanding at start of year	**191,150,175**	**£ 0.41**	152,539,089	£ 0.44
Changes during the period:				
Granted	**89,842,812**	**£ 0.08**	88,266,682	£ 0.26
Exercised	**(8,976,462)**	**£ 0.01**	(14,614,410)	£ 0.01
Expired	**(14,454,205)**	**£ 0.52**	(14,916,414)	£ 0.54
Forfeited	**(4,175,144)**	**£ 0.07**	(20,124,772)	£ 0.18
Outstanding at the end of the period	**253,387,176**	**£ 0.31**	191,150,175	£ 0.41
Exercisable at the end of the period	**129,110,391**	**£ 0.50**	111,671,247	£ 0.57

The weighted average share price for options exercised during the year ended 31 December 2024 was £0.16 (2023: £0.16).

26 SHARE BASED PAYMENTS (continued)

The following table shows information about share options and options which have a nominal exercise price (similar to restricted stock units (RSUs)) granted:

	2024	2023
Number of options over ordinary shares granted	55,282,716	60,891,430
Weighted average fair value of ordinary shares options	$ 0.12	$ 0.12
Number of RSU-style options granted	34,560,096	27,375,252
Weighted average fair value of RSU-style options granted	$ 0.15	$ 0.27

There were 8,976,462 and 14,614,410 share options exercised in the years ended 31 December 2024 and 2023, respectively. In the years ended 31 December 2024 and 2023 the total intrinsic value of stock options exercised was $1,281,000 and $2,527,000, respectively and the cash received from exercise of stock options was $77,000 and $256,000, respectively. The Group recognises tax benefits arising on the exercise of stock options regardless of whether the benefit reduces current taxes. The tax benefit arising on the exercise of stock options was $617,000 and $541,000 for the years ended 31 December 2024 and 2023, respectively. The Group satisfies the exercise of stock options through newly issued shares.

For options outstanding at 31 December 2024, the range of exercise prices and weighted average remaining contractual life are as follows:

	Outstanding			Exercisable	
Exercise Price	Total Share Options	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Total Share Options	Weighted-Average Exercise Price
£0	66,532,906	8.1	£ 0.00	12,341,961	£ 0.00
£0 – £0.25	74,588,395	8.5	0.13	19,963,611	0.15
£0.26 – £0.50	48,832,463	6.6	0.37	34,325,165	0.39
£0.51 – £0.75	35,763,545	3.6	0.59	35,390,721	0.59
£0.76 – £1.00	21,844,478	4.0	0.84	21,549,378	0.84
£1.01 – £1.50	3,311,907	4.4	1.30	3,274,431	1.30
£1.51 – £2.00	1,879,690	4.3	1.67	1,719,718	1.67
Over £2.00	633,792	6.0	4.30	545,406	4.47
Total	**253,387,176**	**6.9**	**£ 0.31**	**129,110,391**	**£ 0.50**

The total charge for the year relating to share-based payment plans was $10,926,000 (2023: $14,310,000), all of which related to equity-settled share based payment transactions.

26 SHARE BASED PAYMENTS (continued)

The following table summarises information about stock options granted based on the market value at grant date which were outstanding as of 31 December 2024:

	Options	Weighted average exercise price per option	Average remaining contractual term (years)	Aggregate intrinsic value (thousands)
Outstanding at 1 January 2024	147,670,115	£ 0.53		131
Changes during the period:				
Granted	55,282,716	£ 0.12		
Exercised	(622,278)	£ 0.09		
Expired	(14,378,110)	£ 0.53		
Forfeited	(1,098,173)	£ 0.27		
Outstanding at 31 December 2024	**186,854,270**	**£ 0.41**	**6.4**	**£ 4**
Exercisable at 31 December 2024	116,768,430	£ 0.49	5.0	£ 2

The following table summarises information about options which have a nominal exercise price (similar to restricted stock units (RSUs)) which were outstanding as of 31 December 2024:

	Options	Average remaining contractual term (years)	Aggregate intrinsic value (thousands)
Outstanding at 1 January 2024	43,480,060	8.1	4,470
Changes during the period:			
Granted	34,560,096		
Exercised	(8,354,184)		
Expired	(76,095)		
Forfeited	(3,076,971)		
Outstanding at 31 December 2024	**66,532,906**	**8.1**	**£ 4,695**
Exercisable at 31 December 2024	12,341,961	6.1	£ 871

Options were valued using the Black-Scholes option-pricing model. No performance conditions were included in the fair value calculations. The assumptions used in the fair value calculation for options granted in the year are as follows:

For the year ended	2024	2023
Expected life (years)	5 years	5 years
Expected term (TCR[2] replacement options)	—	0.5 - 4 years
Expected volatility	104-105%	84-113%
Risk free rate	3.55-3.99%	3.27-4.52%
Expected dividend yield	0%	0%

The expected term of the option is based on management judgment. Management uses historical data to determine the volatility of the Group's share price. The risk free rate is based on the Bank of England's estimates of the gilt yield curve as of the respective grant dates.

The Group has analysed historic forfeiture rates for share options and determined approximately 16% of outstanding options granted are expected to be forfeited.

27 CAPITAL COMMITMENTS AND CONTINGENCIES

Group

As of 31 December	2024	2023
	$'000	$'000
Future capital expenditure contracted but not provided for	**1,477**	912

Other commitments

Lease commitments

Details of the Group's lease commitments as at 31 December 2024 are disclosed in Note 10.

Commitments for clinical materials, clinical trials, contract manufacturing and commercial activities

As of 31 December 2024, the Company had non-cancellable commitments for purchase of clinical materials, contract manufacturing, commercial activities, maintenance, and up to $18,775,000, which the Company expects to incur $12,565,000 within one year, $4,654,000 within one to three years and $1,556,000 within three to five years. The amount and timing of these payments vary depending on the rate of progress of development. Future clinical trial expenses have not been included within the purchase commitments because they are contingent on enrollment in clinical trials and the activities required to be performed by the clinical sites. The Company's subcontracted costs for clinical trials and contract manufacturing were $52,061,000, $48,416,000 and $54,689,000 for the years ended 31 December 2024, 2023, and 2022 respectively.

MD Anderson Strategic Alliance

On 26 September 2016, the Company announced that it had entered into a multi-year strategic alliance with The University of Texas MD Anderson Cancer Center ("MD Anderson") designed to expedite the development of T-cell therapies for multiple types of cancer. The Company and MD Anderson collaborated on a number of studies including clinical and preclinical development of the Company's T-cell therapies.

Under the terms of the agreement, the Company committed at least $19,644,000 to fund studies. Payment of this funding was contingent on mutual agreement to study orders under the alliance agreement and the performance of set milestones by MD Anderson. The Company made an upfront payment of $3,412,000 to MD Anderson in the year ended 31 December 2017 and subsequent milestone payments of $2,326,000, $3,549,000, $454,000 and $2,326,000 in the years ended 31 December 2018, 2020, 2021 and 2022, respectively. These costs were expensed to research and development as MD Anderson renders the services under the strategic alliance agreement.

The collaboration ended on 23 March 2022, and enrolment has ceased, therefore the remaining clinical milestones totaling $4,070,000 will not be met or become payable by the Company. The remaining preclinical work can continue until completion; the Company expects that the remaining billing upon completion less amounts invoiced to date totals approximately $452,000.

27 CAPITAL COMMITMENTS AND CONTINGENCIES (continued)

On 2 December 2024, MD Anderson served litigation in the District Court of Harris County against Adaptimmune LLC relating to the strategic alliance. MD Anderson claims damages of over $21 million (excluding legal fees and costs of court) caused by Adaptimmune's breach of contract. Alternatively, MD Anderson brings an action for quantum meruit, promissory estoppel, unjust enrichment, negligent misrepresentation and reformation. The Company provided its Original Answer, Affirmative Defenses, Special Exceptions and Counterclaims on 22 January 2025 denying all allegations of the MD Anderson petition and counterclaiming for breach of contract. MD Anderson filed a motion to dismiss the Company's counterclaim, Special Exceptions and Original Answer to the counterclaim denying all allegations in the counterclaim on 11 February 2025.

The case has not yet proceeded to discovery stage and the Company does not believe there is any merit to the claims being brought by MD Anderson. As such, no provision has been made as of 31 December 2024.

Universal Cells Research, Collaboration and License Agreement and Co-development and Co-commercialisation agreement

On 25 November 2015, the Company entered into a Research, Collaboration and License Agreement relating to gene editing and Human Leukocyte Antigen ("HLA") engineering technology with Universal Cells, Inc. ("Universal Cells"). The agreement was amended and re-stated as of 13 January 2020, primarily to reflect changes to the development plan agreed between the parties. The agreement was further amended as of 22 July 2022, primarily to make certain changes to development milestones and to agree on the status thereof, as agreed between the parties. Following the amendment, milestone payments of $500,000, $600,000 and $400,000 were made in the year ended 31 December 2022. The upfront license and start-up fee and milestone payments were expensed to Research and development when incurred.

This Agreement was terminated by notice on 27 January 2023, effective 30 days following receipt of notice of termination. As a result of termination, all licenses between the parties to the Agreement ceased and each party was required to return all confidential information of the other party.

Astellas Collaboration Agreement

Under the Astellas Collaboration Agreement, described further in Note 2, if Adaptimmune had unilaterally developed a product with technology contributed by Astellas, Astellas could have been eligible to receive milestones and royalties relating to future commercialisation and sales. As a result of the termination of the collaboration, Astellas no longer has the right to receive these milestones or royalties in future.

Noile-Immune Collaboration Agreement

On 26 August 2019, the Group entered into a collaboration and license agreement relating to the development of next-generation T-cell products with Noile-Immune. An upfront exclusive license option fee of $2,500,000 was paid to Noile-Immune in 2019. This was recognised within Research and Development in the Consolidated Income Statement for the year ended 31 December 2019. Under the agreement, development and commercialisation milestone payments up to a maximum of $312,000,000 may be payable if all possible targets are selected and milestones achieved. Noile-Immune would also receive mid-single-digit royalties on net sales of resulting products.

Alpine Collaboration Agreement

On 14 May 2019, the Group entered into a Collaboration Agreement relating to the development of next-generation T-cell products with Alpine. The Group paid an upfront exclusive license option fee of $2,000,000 to Alpine in June 2019. Under the agreement, Adaptimmune will pay Alpine for ongoing research and development funding costs and development and commercialisation milestone payments up to a maximum of $288,000,000 may be payable if all possible targets are

27 CAPITAL COMMITMENTS AND CONTINGENCIES (continued)

selected and milestones achieved. The upfront payment of $2,000,000 and the payments for ongoing research was recognised within Research and development in the Consolidated Income Statement for the year ended 31 December 2019. A further payment of $1,000,000 was paid and recognised within Research and development in the Consolidated Income Statement for the year ended 31 December 2022. Alpine would also receive low single-digit royalties on worldwide net sales of applicable products.

ThermoFisher License Agreement

In 2012, the Company entered into a series of license and sub-license agreements with Life Technologies Corporation, part of ThermoFisher Scientific, Inc. ("ThermoFisher") that provided the Company with a field-based license under certain intellectual property rights owned or controlled by ThermoFisher. The Company paid upfront license fees of $1,000,000 relating to the license and sublicense agreements and had an obligation to pay minimum annual royalties, milestone payments and a low single-digit running royalty payable on the net selling price of each licensed product. The minimum annual royalties have been expensed as incurred. The patents underlying these licenses expired in January 2024 and the Company is no longer obligated to pay further milestones or royalties.

Regulatory Assay Development

As part of the process of obtaining regulatory approval for its products, the Group has entered into various agreements for the development of assays for commercial supply, some of which have milestone or other payments that trigger on or after regulatory approval is received from the FDA, and upon the occurrence of future sales or commercial usage of the respective assay.

28 RELATED PARTIES

Transactions with subsidiary companies are not disclosed from a Group perspective

Group

Remuneration of Key Management Personnel

The remuneration of the Directors and Executive Officers, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

For the year ended 31 December	**2024**	2023
	$'000	$'000
Short-term employee benefits	**5,930**	5,443
Post-employment benefits	**159**	141
Severance and other termination benefits	**1,051**	355
Share-based payments	**5,799**	7,356
	12,939	13,295

The amounts included above for Severance and other terminations benefits includes amounts provided for at 31 December 2024 relating to the reduction in workforce announced in the fourth quarter of 2024, as detailed in Note 23.

29 BUSINESS COMBINATIONS

On 6 March 2023 the Group announced entry into a definitive agreement under which it would combine with TCR^2 Therapeutics Inc. ("TCR^2") in an all-stock transaction to create a preeminent cell therapy company focused on treating solid tumors. TCR^2 is a Boston, Massachusetts-based T-cell therapy company focused on treating solid tumors, with clinical franchises undergoing trials and a preclinical pipeline. The combination provides extensive benefits for clinical development and product delivery supported by complementary technology platforms.

The transaction was approved by the Company's shareholders and TCR^2 stockholders on 30 May 2023 and the merger became effective on 1 June 2023. The Company issued 357,429,306 shares to TCR^2 stockholders in return for 100% of TCR^2's stock. As a result, TCR^2 and all entities within the TCR^2 group, became wholly owned by the Company. Following the completion of the transaction, the former TCR^2 stockholders held approximately 25% of the Company, whereas the Company's pre-existing shareholders held approximately 75%.

The Group was identified as the acquirer, with TCR^2 as the acquiree, and 1 June 2023 was determined to be the acquisition date.

The consideration transferred for TCR^2 includes the shares issued by the Company to former TCR^2 shareholders, plus the fair value of replacement awards of the Company granted to TCR^2 grant holders attributable to pre-combination vesting. The table below summarises the consideration transferred and the amounts of the assets acquired and liabilities assumed recognised at the acquisition date:

Consideration transferred:	**$'000**
Fair value of 357,429,306 ordinary shares issued	60,763
Fair value of replacement options and RSU-style options granted attributable to pre-combination service:	963
Purchase consideration	**61,726**
Identifiable assets acquired and liabilities assumed:	
Assets acquired	
Cash and cash equivalents	43,610
Restricted cash	1,654
Marketable securities - available-for-sale debt securities	39,532
Other current assets and prepaid expenses	6,029
Property, plant and equipment	2,712
Operating lease right-of-use assets	5,145
Intangible assets	58
Total assets acquired	**98,740**
Liabilities assumed	
Accounts payable	(6,210)
Accrued expenses and other current liabilities	(4,537)
Operating lease liabilities, current	(1,974)
Operating lease liabilities, non-current	(2,244)
Total liabilities assumed	**(14,965)**
Net assets acquired and liabilities assumed	**83,775**

The fair value of the 357,429,306 ordinary shares issued to TCR^2 stockholders of $60,763,000 was determined on the basis of the closing market price of $1.02 ($0.17 per ordinary share) of the Company's ADSs as of 31 May 2023.

29 BUSINESS COMBINATIONS (continued)

The assets acquired and liabilities assumed were measured based on management's estimates of the fair value as of the acquisition date, excluding leases.

The lease contracts acquired by the Group relate to the rental of office and manufacturing spaces in which TCR^2 was the lessee. No assets or liabilities were recognised at the acquisition date for leases with a remaining lease term of 12 months or less at the acquisition date. The lease liabilities were measured at the present value of the remaining lease payments as if the leases were a new lease as of 1 June 2023, discounted using the incremental borrowing rate. The right-of-use assets were measured at the same amount as the lease liabilities, with adjustments to reflect favorable or unfavorable terms compared to market terms. No intangible assets were identified in relation to lease contracts acquired.

The table below summarises the calculation for the gain on bargain purchase, recognised in the Gain on bargain purchase line in the Consolidated Income Statement:

Gain on bargain purchase	**$'000**
Purchase consideration	(61,726)
Net assets acquired and liabilities assumed	83,775
Gain on bargain purchase	**22,049**

The transaction resulted in a gain on bargain purchase as the purchase consideration included in the agreement on 6 March 2023 comprising Company ADSs was based on a fixed ratio of 1.5117 of the Company's ADSs to be issued for each TCR^2 stock acquired. As the transaction was an all-stock transaction, the value of the consideration was highly sensitive to changes in the Company's ADS price. The price of a Company ADS fell from a closing price of $1.32 on 6 March 2023 compared to a closing price of $1.02 on 31 May 2023.

The amount of TCR^2's earnings that are included in the Group's Consolidated Income Statement for the year ended 31 December 2023 was a loss of $32,509,018 which excludes the gain on bargain purchase.

The amount of revenue and earnings of the combined entity for the year ended 31 December 2023 had the acquisition date been 1 January 2023, are as follows:

	2023
	$'000
Revenue	60,281
Net loss	(185,184)

The supplemental pro forma earnings for the year ended 31 December 2023 were adjusted to include the $9.0 million of acquisition-related costs incurred by TCR^2 and the impact of replacement options issued, as if these had been issued as of 1 January 2023. Accordingly, the share-based compensation expense recognised by TCR^2 in the five months ended 31 May 2023, prior to the acquisition by the Group, of $982,000 was excluded from the pro forma earnings.

TCR^2 did not generate revenue in the period from 1 January 2023 to 31 December 2023, as it has no contracts with customers, so there was no impact on the revenue included in the Company's Consolidated Income Statement or in the supplemental pro forma revenue and earnings presented above.

29 BUSINESS COMBINATIONS (continued)

The Company incurred the following acquisition-related costs that were recognised as an expense in the year ended 31 December 2023:

Acquisition-related costs:	**$'000**
Legal, professional and accounting fees	5,174
Bankers' fees	2,172
Total acquisition-related costs	**7,346**

All acquisition-related costs that were recognised as an expense were recognised in Administrative expenses in the Consolidated Income Statement. No issuance costs were incurred relating to the issuance of shares to TCR^2 stockholders.

30 EVENTS AFTER THE REPORTING PERIOD

The Group has evaluated subsequent events from 1 January 2025 up to 11 April 2025.

On 24 March 2025, Adaptimmune Therapeutics plc (the "Company" and collectively with any Company affiliates that are made party to the Loan Agreement, "Borrower") entered into an amendment ("Amendment") to the Loan and Security Agreement (the "Loan Agreement") between the same Adaptimmune entities and with several banks and other financial institutions or entities from time to time party hereto as lenders (each, a "Lender", and collectively "Lenders") and Hercules Capital, Inc. Under the Amendment the Company will pre-pay $25.0 million of the loan amount under the Loan Agreement together with certain accrued interest up to the date of such pre-payment. The Company will also pay an end of term charge on such pre-paid amount of 5.85% as previously provided in the Loan Agreement, such end of term charge being payable upon maturity or repayment of all obligations under the Loan Agreement.

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