

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

ADAPTIMMUNE THERAPEUTICS PLC

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



Adaptimmune Therapeutics PLC

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

April 13, 2023

Dear Shareholder:

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

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

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

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

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

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

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

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

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

Therefore, if you sell or transfer your ordinary shares in the Company on or prior to May 12, 2023, your form of proxy can no longer be used and if submitted (whether before or after you sell or transfer your ordinary shares) will be treated as invalid. Please pass this document to the person who arranged the sale

or transfer for delivery to the purchaser or transferee. The purchaser or transferee should contact Margaret Henry, Company Secretary, to request a new form of proxy for its use.

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

Holders of American Depositary Shares

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

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

Contact for ADS holders

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

Contact at Adaptimmune

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

Recommendation

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

Recent developments

As previously announced, on March 5, 2023, we entered into an Agreement and Plan of Merger (as it may be amended from time to time, the “Merger Agreement”) with TCR² Therapeutics Inc. (“TCR²”), and CM Merger Sub, Inc., a Delaware corporation (“Merger Sub”), pursuant to which, among other things, Merger Sub will be merged with and into TCR² (the “Merger”), with TCR² surviving the Merger as a wholly-owned subsidiary of Adaptimmune. For more information regarding the Merger Agreement and the Merger, please read the Current Report on Form 8-K relating to the Merger filed with the U.S. Securities and Exchange Commission on March 6, 2023, including the complete text of the Merger Agreement provided as an exhibit thereto.

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

Thank you for your ongoing support of Adaptimmune.

Yours sincerely,

/s/ David M. Mott

David M. Mott
Chairman, Adaptimmune Therapeutics plc



Adaptimmune Therapeutics PLC

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

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

NOTICE is hereby given that the Annual General Meeting of Adaptimmune Therapeutics plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the “Company,” “we,” “us” and “our”), will be held on Tuesday, May 16, 2023, at 12:00 p.m. London time (7:00 a.m. Eastern Standard time), at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX, for transaction of the following business:

Ordinary resolutions

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

The authority referred to in this resolution is in substitution for the authority conferred on the directors under s551 of the U.K. Companies Act 2006 at the annual general meeting held on May 25, 2022

but the directors may allot shares or grant Rights pursuant to an offer made or agreement entered into by the Company before the expiry of the authority pursuant to which that offer was made or agreement entered into.

Special resolution

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

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

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

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

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

Proposals 1 through 8 will be proposed as ordinary resolutions and under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution. Proposal 9 will be proposed as a special resolution. A special resolution is passed on a show of hands if it is approved by not less than 75% of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. On a poll, a special resolution is passed if it is approved by holders representing not less than 75% of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The result of the shareholder votes on the ordinary resolutions in proposals 5, 6 and 7 regarding adoption of our U.K. statutory annual accounts and reports for the year ended December 31, 2022, approval of the compensation of our named executive officers for the year ended December 31, 2022 and approval of our U.K. statutory directors’ annual report on remuneration for the year ended December 31, 2022 (excluding the directors’ remuneration policy) will not require our Board of Directors or any committee thereof to take any action. Our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 5, 6 and 7.

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

BY ORDER OF THE BOARD

/s/ Margaret Henry

Margaret Henry
Company Secretary
April 13, 2023

Registered Office

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

Notes

- (a) Only those members registered in the register of members of the Company at 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on May 12, 2023 will be entitled to attend and vote at the Annual General Meeting (“AGM”) in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member, but must attend the meeting in person. Proxy forms should be lodged with the Company’s Registrar (Computershare) not later than 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on May 12, 2023. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the proxy statement under the section entitled “*Questions and Answers About Voting.*”
- (c) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (d) In the case of joint holders, the vote of the senior who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company’s relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
- (e) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for those instructions as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company’s agent 3RA50 by 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on May 12, 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed voting service providers,

to procure that its CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

- (f) As of April 11, 2023 (being the last practicable date before circulation of this Notice), the Company's issued ordinary share capital consisted of 994,213,968 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 994,213,968.
 - (g) Under s527 Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under s527 Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under s527 Companies Act 2006, to publish on a website.
 - (h) Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.
 - (i) Copies of the employment agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any week day (public holidays excepted) from the date of this Notice of AGM until the date of the AGM, and at the place of the AGM for one hour before the meeting and at the meeting itself.
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Adaptimmune Therapeutics PLC
60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX, U.K.
Registered Company No. 09338148

**PROXY STATEMENT FOR THE 2023 ANNUAL GENERAL MEETING OF
SHAREHOLDERS TO BE HELD ON MAY 16, 2023**

INFORMATION CONCERNING PROXY SOLICITATION AND VOTING

We have sent you this proxy statement and the enclosed form of proxy because the Board of Directors of Adaptimmune Therapeutics plc (referred to herein as the “Company”, “Adaptimmune”, “we”, “us” or “our”) is soliciting your proxy to vote at our annual general meeting of shareholders (referred to herein as the “Meeting” or the “AGM”) to be held on Tuesday, May 16, 2023, at 12:00 p.m. London time (7:00 a.m. Eastern Standard time), at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX.

- This proxy statement summarizes information about the proposals to be considered at the Meeting and other information you may find useful in determining how to vote.
- The form of proxy is the means by which you actually authorize another person to vote your shares in accordance with your instructions.

In addition to solicitations by mail, our directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, e-mail, internet and personal solicitation. All costs of solicitation of proxies will be covered by us.

We are sending or supplying the Notice of 2023 AGM, this proxy statement and the form of proxy to our ordinary shareholders of record as of April 11, 2023 (being the latest practicable date before the circulation of this document) for the first time on or about April 13, 2023. We are also including our U.K. statutory annual accounts and reports for the year ended December 31, 2022 (“2022 U.K. Annual Report”) and our annual report on Form 10-K for the year ended December 31, 2022 (the “Annual Report on Form 10-K”). This includes sending or supplying our proxy materials, including this proxy statement and the Annual Report on Form 10-K, to relevant brokers, dealers, bankers and their nominees in their capacity as shareholders of record, so that they can supply these materials to the relevant beneficial owners of ordinary shares.

Whilst this document is being sent or supplied to our ordinary shareholders of record, this document will also be made available to holders of American Depositary Shares (“ADSs”) and contains information relevant to holders of ADSs.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on
May 16, 2023**

Our Notice of 2023 AGM, this proxy statement, the Annual Report on Form 10-K, our 2022 U.K. Annual Report and our form of proxy are available in the Investors section of our website at <https://www.adaptimmune.com>.

RECENT DEVELOPMENTS

As previously announced, on March 5, 2023, we entered into an Agreement and Plan of Merger (as it may be amended from time to time, the “Merger Agreement”) with TCR² Therapeutics Inc. (“TCR²”), and CM Merger Sub, Inc., a Delaware corporation (“Merger Sub”), pursuant to which, among other things, Merger Sub will be merged with and into TCR² (the “Merger”), with TCR² surviving the Merger as a wholly-owned subsidiary of Adaptimmune. For more information regarding the Merger Agreement and the Merger, please read the Current Report on Form 8-K relating to the Merger filed with the U.S. Securities and Exchange Commission on March 6, 2023, including the complete text of the Merger Agreement provided as an exhibit thereto.

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

QUESTIONS AND ANSWERS ABOUT VOTING AT THE ANNUAL GENERAL MEETING

Why am I receiving these materials?

We have sent you this proxy statement and the enclosed form of proxy because you are an ordinary shareholder of record and our Board of Directors (the “Board”) is soliciting your proxy to vote at the Meeting, including at any adjournments or postponements of the Meeting. You are invited to attend the Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the Meeting to vote your shares. Instead, please submit your proxy online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy). Alternatively, you may simply complete, sign and return the enclosed form of proxy. CREST members may appoint a proxy by using the CREST electronic proxy appointment service. All proxies, however submitted, must be lodged with our registrar, Computershare, **by no later than 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on Friday, May 12, 2023.**

We intend to send this proxy statement and the accompanying form of proxy on or about April 13, 2023 to all ordinary shareholders of record as of April 11, 2023.

Materials for ADS holders of record, including the Depositary’s notice of meeting, incorporating a link to the proxy materials on the Adaptimmune website, and an ADS proxy card, will be mailed on or about April 18, 2023 to all ADS holders, including banks, brokers and nominees, who are registered as holders of ADSs in the ADS register by 5:00 p.m. Eastern Standard Time on April 13, 2023 (the record date for ADS holders).

Who can vote at the Meeting?

Ordinary shareholders

Only ordinary shareholders of record registered in the register of members at 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on Friday, May 12, 2023 will be entitled to vote at the Meeting. As of April 11, 2023 (being the last practicable date before the circulation of this proxy statement) there were 994,213,968 ordinary shares issued and outstanding and entitled to vote.

Whether or not you plan to attend the Meeting, we urge you to submit your proxy to ensure you count towards the quorum and your vote is counted. Please submit your proxy online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy). Alternatively, please complete and return the enclosed form of proxy. CREST members may appoint a proxy by using the CREST electronic proxy appointment service.

All proxies, however submitted, must be lodged with our registrar, Computershare, **by no later than 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on Friday, May 12, 2023.**

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

Beneficial owners of ordinary shares which are registered in the name of a broker, bank or other agent

If, on April 11, 2023, your ordinary shares were held in an account at a brokerage firm, bank or other similar organization and you are the beneficial owner of shares, these proxy materials should be forwarded to you by that organization. The organization holding your account is considered the shareholder of record for purposes of voting at the Meeting by proxy. You are encouraged to provide voting instructions to your broker or other agent so that they may submit a proxy.

Holders of American Depositary Shares

You are entitled to exercise your vote as a holder of an interest in the capital of the Company represented by ADSs if you or your brokerage firm, bank or nominee is registered as a holder of ADSs in the ADS register by **5:00 p.m. Eastern Standard Time on Thursday, April 13, 2023 (the record date for ADS holders).**

If you hold ADSs through a brokerage firm, bank or nominee on April 13, 2023, the materials for ADS holders, including the Depositary's notice of meeting, incorporating a link to the materials on the Adaptimmune website, and the ADS proxy card, will be sent to that organization. The organization holding your account is considered the ADS holder of record. Please reach out to that organization to provide your voting instructions.

Please note that ADS proxy cards submitted by ADS holders must be received by Citibank, N.A. by **no later than 10:00 a.m. Eastern Standard Time on Thursday, May 11, 2023.**

Citibank, N.A. will collate all votes properly submitted by ADS holders and submit votes on behalf of all ADS holders.

Contact for ADS holders

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

Contact at Adaptimmune

If at any point you require guidance, please contact Margaret Henry, Company Secretary, on email: margaret.henry@adaptimmune.com, tel: +44(0)1235 430036 or cell: +44 (0)7710 304249.

What are the requirements to elect the directors and approve each of the proposals?

You may cast your vote for or against proposals 1 through 9 or abstain from voting your shares on one or more of these proposals.

Proposals 1 through 8 will be proposed as ordinary resolutions. Proposal 9 will be proposed as a special resolution. Under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the Meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution. A special resolution is passed on a show of hands if it is approved by not less than 75% of the votes cast by shareholders present (in person or by proxy) at the Meeting and entitled to vote. On a poll, a special resolution is passed if it is approved by holders representing not less than 75% of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The result of the shareholder votes on the ordinary resolutions in proposals 5, 6 and 7 regarding adoption of our U.K. statutory annual accounts and reports for the year ended December 31, 2022, approval of the compensation of our named executive officers for the year ended December 31, 2022 and approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2022 (excluding the directors' remuneration policy) will not require our Board of Directors or any committee thereof to take any action. Nonetheless, our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 5, 6 and 7.

What are the voting recommendations of our Board regarding the election of directors and other proposals?

The following table summarizes the items that will be brought for a vote of our shareholders at the Meeting, along with the Board's voting recommendations.

Proposal	Description of Proposal	Board's Recommendation
1	Re-election of Adrian Rawcliffe as a director	FOR
2	Re-election of Barbara Duncan as a director	FOR
3	Re-appointment of KPMG LLP as the Company's auditors, to hold office until the conclusion of the next annual general meeting of shareholders	FOR
4	Authorization for the Audit Committee to determine our auditors' remuneration for the fiscal year ending December 31, 2023	FOR
5	To adopt the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2022	FOR
6	Approval of the compensation of our named executive officers for the year ended December 31, 2022, which is set forth in this proxy statement	FOR
7	Approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2022 (excluding our directors' remuneration policy), which is set forth as Annex A	FOR
8	Authorization for the Board of Directors to allot shares or to grant rights to subscribe for or convert any security into shares up to a maximum aggregate nominal amount of £327,921.00	FOR
9	Empowering the Board of Directors to allot equity securities for cash up to a maximum aggregate nominal amount of £327,921.00 pursuant to the authorization in Proposal No. 8 as if U.K. statutory pre-emption rights did not apply.	FOR

What constitutes a quorum?

For the purposes of the Meeting, a quorate meeting will be formed by two persons being present and between them holding (or being the proxy or corporate representative of the holders of) at least one-third in number of the issued ordinary shares of the Company entitled to vote at the Meeting.

If you are an ordinary shareholder of record, your shares will be counted towards the quorum only if you are present in person or represented by proxy at the Meeting. If you are a beneficial owner of ordinary shares held in an account at a brokerage firm, bank or other similar organization your shares will be counted towards the quorum if your broker or nominee submits a proxy for those shares and the proxy represents the holder at the Meeting. A member represented by a proxy at the Meeting will be counted towards the quorum requirement even where the proxy abstains from voting. If a form of proxy does not instruct the proxy how to vote, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting, but the member represented by that proxy at the Meeting will be counted towards the quorum requirement. If there is no quorum, the Meeting will stand adjourned to such time, date and place as may be fixed by the chairperson of the Meeting (being not less than 10 days later), and, if a quorum is not present at the adjourned meeting, the Meeting will be dissolved.

Where Citibank N.A. submits votes on behalf of any ADS holders, the number of ordinary shares represented by the ADSs held by the relevant ADS holders will count towards the quorum.

How do I vote my shares?

If you are an ordinary “shareholder of record” you may appoint a proxy to vote on your behalf:

- By submitting your proxy online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy); or
- By completing and signing the form of proxy and returning it in the envelope provided; or
- For CREST members, by appointing a proxy by using the CREST electronic proxy appointment service.

All proxies (however submitted) must be lodged with our registrar (Computershare) **by no later than 12:00 p.m. London time (7:00 a.m. Eastern Standard Time) on Friday, May 12, 2023.**

If you properly give instructions as to your proxy appointment by executing and returning a form of proxy, or by submitting your proxy online, and your proxy appointment is not subsequently revoked, your shares will be voted by the attendance of your proxy at the Meeting and your proxy voting in accordance with your instructions.

If your ordinary shares are held in an account at a brokerage firm, bank or similar organization, you should follow directions provided by your broker, bank or other nominee.

How will my shares be voted if I do not specify how they should be voted?

If you sign and send your form of proxy but do not indicate how you want your shares to be voted, your shares may be voted by the person that you appoint as your proxy as he or she sees fit or such person may abstain in relation to any business of the Meeting.

Can I change my vote or revoke a proxy?

A registered shareholder can revoke his or her proxy before the time of voting at the Meeting by:

- emailing or mailing a revised form of proxy dated later than the prior form of proxy; or
- notifying the Company’s registrar (Computershare) in writing that you are revoking your proxy. Your revocation must be received by Computershare not less than 48 hours (not including non-business days) before the time of the Meeting to be effective; or
- voting in person at the Meeting.

If your ordinary shares are held in an account at a brokerage firm, bank or similar organization, you may change or revoke your voting instructions by contacting the broker, bank or other nominee holding the shares.

Who counts the votes?

Computershare Investor Services PLC (“Computershare”) has been engaged as our independent agent to tabulate shareholder votes. If you are an ordinary shareholder of record, you can directly submit your proxy online to Computershare at www.investorcentre.co.uk/eproxy (see instructions on form of proxy) or you can return your executed form of proxy to Computershare for tabulation.

If you hold your ordinary shares through a broker, your broker will directly submit your proxy to Computershare online or return the form of proxy to Computershare.

If you are a holder of record of ADSs, you can return your executed ADS proxy card to Citibank, N.A. for tabulation. If you hold your ADSs through a broker, bank or other organization, that organization can return the ADS proxy card to Citibank, N.A. following your instruction. Citibank, N.A. will submit your votes to Computershare for tabulation.

How are votes counted?

Votes will be counted by Computershare, who will separately count “for” and “against” votes, and “votes withheld” or abstentions. A “vote withheld” or abstention is not a vote in law and will not be counted in the calculation of the votes “for” and “against” a resolution.

How many votes do I have?

On a show of hands, each ordinary shareholder of record present in person, and each duly authorized 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 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 authorized representative has one vote for each share held by the shareholder.

What if I plan to attend the Meeting?

Attendance at the Meeting will be limited to ordinary shareholders of record as of 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on Friday, May 12, 2023. In order to obtain admittance to the Meeting each shareholder may be asked to present valid picture identification, such as a driver’s license or passport.

How do you solicit proxies?

We have engaged Morrow Sodali LLC (“Morrow Sodali”) to assist in the solicitation of proxies for the Meeting. We estimate that we will pay Morrow Sodali a fee not to exceed \$15,000. We have agreed to reimburse Morrow Sodali for certain reasonable and documented out-of-pocket fees and expenses, including telephone charges, and also will indemnify Morrow Sodali, its subsidiaries and their respective directors, officers, employees and agents against certain claims, liabilities, losses, damages and expenses. We may also reimburse banks, brokers or their agents for their expenses in forwarding proxy materials to beneficial owners of our ordinary shares. Our directors, officers and employees also may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies. We will also reimburse Citibank, N.A. for their expenses in sending materials, including ADS proxy cards, to ADS holders of record.

What do I do if I receive more than one notice or form of proxy?

If you hold your ordinary shares in more than one account, you will receive a form of proxy for each account. To ensure that all of your shares are voted, please sign, date and return all forms of proxy. Please be sure to vote all of your shares.

Will there be any other business conducted at the Meeting?

No. In accordance with our Articles of Association, other than with respect to procedural matters in relation to the Meeting, no business other than proposals 1 through 9 may be presented at this Meeting. We have not been notified of, and our Board is not aware of, any other matters to be presented for action at the Meeting.

What is the role of KPMG?

KPMG LLP (“KPMG”) is our auditor for the fiscal year ended December 31, 2022 and our Audit Committee has selected KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2023, and has further directed that we submit the selection of KPMG for approval by our shareholders at the Meeting. Proposal 3 seeks your approval of the re-appointment of KPMG to serve as our auditor, to hold office until the conclusion of the next annual general meeting of shareholders.

KPMG are entitled to attend any general meeting of the Company and be heard on any part of the business of the meeting that concerns them as auditors.

What is Computershare's role?

Computershare is our registrar. All communications concerning ordinary shareholder of record accounts, including address changes, name changes, ordinary share transfer requirements and similar issues can be handled by contacting Computershare at tel: +44 (0) 370 702 0000 or by writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England.

Communications concerning ADS holder of record accounts can be handled by contacting Citibank, N.A. — ADR Shareholder Services at tel: +1-877-248-4237 (toll free within the United States) or +1-781-575-4555 (for international callers) or by email: citibank@shareholders-online.com or at Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000.

How can I find out the results of the voting at the Meeting?

Voting results will be announced by the filing of a current report on Form 8-K within four business days after the Meeting. If final voting results are unavailable at that time, we will file an amended current report on Form 8-K within four business days of the day the final results are available.

Directions to Meeting

Directions to our Meeting, which is to be held at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX, are available in the Contact section of our website at: <https://www.adaptimmune.com>

ELECTION OF DIRECTORS

Our Board of Directors currently consists of eight directors.

Our Articles of Association require that those directors who were appointed by the Board since our 2022 Annual General Meeting must retire from office and may offer themselves for re-election. No directors have been appointed by the Board since our 2022 Annual General Meeting.

Additionally, our Articles of Association require one-third (or such number nearest to but not exceeding one-third) of our directors who are subject to retirement by rotation to retire from office at each annual general meeting, being those directors longest in office since their last re-election or appointment. In the case of equal tenure, retirement is by agreement. Of the eight directors subject to retirement by rotation, Mr. Adrian Rawcliffe and Ms. Barbara Duncan, will, on this occasion, retire from office and stand for re-election by our shareholders.

Having carried out an evaluation of the individual performance of each of Mr. Adrian Rawcliffe and Ms. Barbara Duncan with the support of the Corporate Governance and Nominating Committee, the Board is satisfied that their performance continues to be effective and that they continue to demonstrate commitment to their roles. The Board considers that it is entirely appropriate for each of Mr. Adrian Rawcliffe and Ms. Barbara Duncan to seek re-election at the AGM.

Each of the above directors has been nominated for re-election and no other nominees for directors have been presented. Therefore, it is anticipated that following the AGM, if all of the above directors are re-elected, the Board of Directors will be comprised of eight members.

In connection with proposals 1 and 2, we set forth the biographical information for the nominees to our Board of Directors. For biographical information for the other directors see *Board of Directors and Corporate Governance*.

PROPOSAL 1 — RE-ELECTION OF ADRIAN RAWCLIFFE TO THE BOARD OF DIRECTORS

Mr. Adrian Rawcliffe is currently a member of our Board of Directors and has been nominated for re-election as a director. If elected, he will hold office from the date of his election until the next annual general meeting of shareholders where he must retire by rotation and offer himself for re-election, or until his earlier death, resignation or removal. Mr. Rawcliffe has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Mr. Rawcliffe, 51, has served as our Chief Executive Officer since September 2019 and is a member of our Executive Team. Previously, he served as our Chief Financial Officer from March 2015 through September 2019. Mr. Rawcliffe has over 20 years of experience within the biopharmaceutical industry and most recently served as Senior Vice President, Finance of GSK's North American Pharmaceuticals business. He joined GSK in 1998 and his other senior roles at the company included Senior Vice President Worldwide Business Development and R&D Finance, where he was responsible for all business development and finance activities for GSK's Pharmaceuticals R&D business and Managing Partner and President of SR One Ltd, GSK's venture capital business. Mr. Rawcliffe currently serves as a non-executive director of WAVE Life Sciences (Nasdaq: WVE). Mr. Rawcliffe qualified as a chartered accountant with PwC and holds a B.Sc. degree in Natural Sciences from the University of Durham, U.K. Our Board of Directors believes Mr. Rawcliffe's qualifications to serve as a member of our board include his financial expertise, his extensive experience in the biopharmaceutical industry and his years of experience in his leadership roles as a director and executive officer.

Based on his extensive experience as a senior executive and board member in the biotechnology, pharmaceutical and healthcare sectors, the Corporate Governance and Nominating Committee concluded that Mr. Rawcliffe is qualified to serve on our Board of Directors.

***THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE RE-ELECTION OF ADRIAN RAWCLIFFE TO THE BOARD OF DIRECTORS***

PROPOSAL 2 — RE-ELECTION OF BARBARA DUNCAN TO THE BOARD OF DIRECTORS

Ms. Barbara Duncan is currently a member of our Board of Directors and has been nominated for re-election as a director. If elected, she will hold office from the date of her election until the next annual general meeting of shareholders where she must retire by rotation and offer herself for re-election, or until her earlier death, resignation or removal. Ms. Duncan has agreed to serve if elected, and we have no reason to believe that she will be unable to serve.

Ms. Duncan, 58, has served as a Non-Executive Director since June 2016 and also serves as a member of our Audit Committee. She has over 16 years of experience in the life sciences industry and served as Chief Financial Officer and Treasurer at Intercept Pharmaceuticals, Inc. (Nasdaq: ICPT) from May 2009 through June 2016, and as Chief Financial Officer and then Chief Executive Officer at DOV Pharmaceuticals, Inc. from 2001 to 2009. Prior to joining DOV, Ms. Duncan served as Vice President of Corporate Finance — Global Healthcare at Lehman Brothers Inc. from 1998 to 2001, and as Director of Corporate Finance at SBC Warburg Dillon Read Inc. from 1994 to 1998. She also worked for PepsiCo, Inc. from 1989 to 1992 in its international audit division, and was a certified public accountant in the audit division of Deloitte & Touche LLP from 1986 to 1989. Ms. Duncan currently serves as a director of Atea Pharmaceuticals, Inc (Nasdaq: AVIR), Fusion Pharmaceuticals, Inc (Nasdaq: FUSN), Halozyne Therapeutics, Inc (Nasdaq: HALO), Jounce Therapeutics, Inc. (Nasdaq: JNCE), and Ovid Therapeutics, Inc. (Nasdaq: OVID). She previously served as a director of Aevi Genomic Medicine, Inc. (Nasdaq: AEVI), Immunomedics, Inc. (Nasdaq: IMMU), Innoviva Inc. (Nasdaq: INVA) and ObsEva SA (Nasdaq: OBSV). Ms. Duncan holds an M.B.A. from the Wharton School of the University of Pennsylvania and a Bachelor of Business Administration from Louisiana State University. Our Board of Directors believes Ms. Duncan's qualifications to serve as a member of our board include her financial expertise, her extensive experience in the healthcare industry and her years of experience in her leadership roles as a director and executive officer.

Based on her extensive experience as a senior executive and board member of public companies in the pharmaceutical and healthcare sectors, as well as her substantial background as a public company chief financial officer, our Corporate Governance and Nominating Committee concluded that Ms. Duncan is qualified to serve on our Board of Directors.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RE-ELECTION OF BARBARA DUNCAN TO THE BOARD OF DIRECTORS

**PROPOSAL 3 — RE-APPOINTMENT OF KPMG LLP AS OUR AUDITORS, TO HOLD
OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

Proposal 3 seeks your approval of the re-appointment of KPMG LLP to serve as our auditor, to hold office until the conclusion of the next annual general meeting of shareholders. In the event this proposal does not receive the affirmative vote of the holders of a majority of the shares entitled to vote and who are present in person or represented by proxy at the Meeting, the Board of Directors may appoint an auditor to fill the vacancy.

Background to Proposal 3

Our Audit Committee has selected KPMG LLP (“KPMG”) as our independent registered public accounting firm for the fiscal year ending December 31, 2023, and has further directed that we submit the selection of KPMG for approval by our shareholders at the Meeting.

The Audit Committee approves KPMG’s and its affiliates audit and non-audit services in advance as required under Sarbanes-Oxley and SEC rules. Before the commencement of each fiscal year, the Audit Committee appoints the independent auditor to perform audit services that we expect to be performed for the fiscal year and appoints the auditor to perform audit-related, tax and other permitted non-audit services. In addition, our Audit Committee approves the terms of the engagement letter to be entered into by us with the independent auditor. The Audit Committee has also delegated to its chairman the authority, from time to time, to pre-approve audit-related and non-audit services not prohibited by law to be performed by our independent auditors and associated fees, provided that the chairman shall report any decisions to pre-approve such audit-related and non-audit services and fees to our full Audit Committee at its next regular meeting. Additional information concerning the Audit Committee and its activities can be found in the following sections of this proxy statement: “*Board Committees*” and “*Report of the Audit Committee*.”

KPMG commenced auditing our annual financial statements with the fiscal year 2010.

Fees for Independent Registered Public Accounting Firm — KPMG

The table below sets forth a summary of the fees billed to the Company by KPMG for professional services rendered for the fiscal years ended December 31, 2022 and December 31, 2021. All such audit and audit-related services were pre-approved by the Audit Committee, which concluded that the provision of such services by KPMG was compatible with the maintenance of that firm’s independence in the conduct of its auditing functions.

Fees	December 31, 2022 (\$)	December 31, 2021 (\$)
Audit Fees ⁽¹⁾	1,374,000	1,218,000
Audit-related Fees ⁽²⁾	72,000	91,000
Tax Fees ⁽³⁾	—	—
All Other Fees ⁽⁴⁾	—	—
Total	1,446,000	1,309,000

- (1) Audit fees for 2022 and 2021 consisted of fees for the audits of the Company’s annual consolidated financial statements and the audit of the effectiveness of the Company’s internal control over financial reporting, and the reviews of the financial statements included in the Company’s Quarterly Reports on Form 10-Q.
- (2) Audit-related fees for 2022 and 2021 consisted primarily of fees billed in connection with registration statements and offerings. Included in the 2022 and 2021 fees are fees billed in connection with the issuance of comfort letters.

- (3) Tax Fees consist of fees for professional services, including tax consulting and compliance. There were no such fees incurred in 2022 or 2021.
- (4) All Other Fees incurred were \$nil in 2022 and \$nil in 2021.

***THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE RE-APPOINTMENT OF KPMG LLP AS OUR AUDITORS, TO HOLD OFFICE UNTIL THE
CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS***

**PROPOSAL 4 — AUTHORIZATION FOR THE AUDIT COMMITTEE TO DETERMINE THE
AUDITORS' REMUNERATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023**

Proposal 4 authorizes the Audit Committee to determine our auditors' remuneration for the fiscal year ending December 31, 2023. Fees for KPMG, our independent registered public accounting firm and U.K. statutory auditors, in respect of the years ended December 31, 2022 and December 31, 2021, are set forth in Proposal 3 above.

***THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE AUTHORIZATION OF OUR AUDIT COMMITTEE TO DETERMINE OUR AUDITORS'
REMUNERATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023***

**PROPOSAL 5 — RESOLUTION TO ADOPT THE COMPANY'S U.K. STATUTORY ANNUAL
ACCOUNTS AND REPORTS**

At the Meeting, our Board of Directors will present our U.K. statutory annual accounts and reports for the period January 1, 2022 through December 31, 2022, which includes the audited portion of the directors' annual report on remuneration. We will provide our shareholders with an opportunity to receive the U.K. statutory annual accounts and reports and to adopt them.

***THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE RESOLUTION TO ADOPT THE COMPANY'S U.K. STATUTORY ANNUAL ACCOUNTS AND
REPORTS***

**PROPOSAL 6 — ADVISORY (NON-BINDING) VOTE TO APPROVE THE COMPANY’S
EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act, as amended, and Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) enable our shareholders to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed under the “Executive Compensation Discussion and Analysis” section, the 2022 Summary Compensation Table and the related compensation tables, notes, and narrative in this proxy statement.

This proposal, known as a “Say-on-Pay” proposal, gives our shareholders the opportunity to express their views on our named executive officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement.

Our compensation programs are designed to support our business goals and promote our long-term profitable growth. Our equity plans are intended to align compensation with the long-term interests of our shareholders. We urge shareholders to read the “Executive Compensation Discussion and Analysis” section, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives. We also encourage you to review the 2022 Summary Compensation Table and other related compensation tables and narratives, which provide detailed information on the compensation of our named executive officers. The Board and the Remuneration Committee believe that the policies and procedures described and explained in the “Executive Compensation Discussion and Analysis” section are effective in achieving our goals.

The vote under this Proposal No. 6 is advisory, and therefore not binding on the Company, the Board or our Remuneration Committee. However, our Board of Directors and Remuneration Committee values the opinions of our shareholders and will review and consider the voting results when making future decisions regarding our executive compensation program. Currently, we expect to hold an advisory vote on the compensation paid to our named executive officers each year and expect that the next such vote will occur at our 2024 annual general meeting of shareholders.

Shareholders will be asked at the Meeting to approve the following resolution pursuant to this Proposal No. 6:

“RESOLVED, that the shareholders of the Company approve, on a non-binding, advisory basis, the compensation of the Company’s “named executive officers,” as disclosed in this proxy statement under the “Executive Compensation Discussion and Analysis” section, the compensation tables and the narrative disclosures that accompany the compensation tables.”

***THE BOARD RECOMMENDS YOU VOTE
FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS
SET FORTH IN THIS PROXY STATEMENT***

PROPOSAL 7 — APPROVAL OF OUR U.K. STATUTORY DIRECTORS' ANNUAL REPORT ON REMUNERATION

Our U.K. statutory directors' remuneration report is set forth as Annex A to this proxy statement. The directors' remuneration report includes the annual report on remuneration. This document describes in detail our remuneration policies and procedures and explains how these policies and procedures help to achieve our compensation objectives with regard to our directors and the retention of high-quality directors. Our Board of Directors and the Remuneration Committee believe that the policies and procedures as articulated in the directors' remuneration report are effective and that as a result of these policies and procedures we have and will continue to have high-quality directors. Our Board of Directors has approved and signed the report in accordance with English law.

At the Meeting, the shareholders will vote on the annual report on remuneration, excluding the directors' remuneration policy. The directors' remuneration policy remains unchanged and is scheduled to be proposed for approval at the AGM to be held in 2024, as required by the U.K. Companies Act 2006. This vote is advisory and non-binding. Although non-binding, our Board of Directors and Remuneration Committee will review and consider the voting results when making future decisions regarding our director remuneration program. Following the Meeting, and as required under English law, the directors' annual report on remuneration will be delivered to the U.K. Registrar of Companies.

***THE BOARD RECOMMENDS YOU VOTE
FOR THE APPROVAL OF OUR U.K. STATUTORY DIRECTORS' ANNUAL REPORT ON
REMUNERATION SET FORTH AS ANNEX A***

BACKGROUND TO PROPOSALS 8 AND 9

Pursuant to the U.K. Companies Act 2006, our Board of Directors may only allot and issue shares or grant rights over shares if authorized to do so by our shareholders. Additionally, the U.K. Companies Act 2006 requires that where the Company wishes to issue shares for cash, we must first offer those shares on the same terms to existing shareholders of the Company on a pro-rata basis (commonly referred to as a statutory pre-emption right) unless this statutory pre-emption right is dis-applied, or opted-out of, with the approval of the shareholders.

Our Board of Directors anticipates that there may be occasions when they need flexibility to finance business opportunities and growth, or otherwise act in the best interests of the Company, by the issuance of shares or grant of rights over shares without a pre-emptive offer to existing shareholders. To ensure our continued ability to respond to market conditions and address business needs, our Board of Directors considers it appropriate that they be authorized to allot shares up to an aggregate nominal amount of £327,921.00 and be empowered to allot shares or grant rights over shares pursuant to this authority on a non-pre-emptive basis. This authority to allot shares and power to allot shares on a non-pre-emptive basis would apply until the earlier of the conclusion of the annual general meeting in 2024 and June 30, 2024, and will replace all of the existing authorities and powers granted by our shareholders.

These proposals 8 and 9, our Share Authority Proposals, are, in the Board's view, appropriate to avoid us potentially being at a competitive disadvantage as compared to our peer companies, many of whom are incorporated in the United States. In particular, the requirement to first offer shares that we propose to issue for cash to all of our existing shareholders in time-consuming pro-rata rights offerings would considerably reduce the speed at which we could complete capital-raising activities undertaken in furtherance of our growth strategy and would potentially make it difficult for us to complete such transactions. Many of our strategic competitors are incorporated in the United States where they are not subject to restrictions on their ability to issue shares.

The Share Authority Proposals are fully compliant with U.K. company law, consistent with U.S. capital markets practice and governance standards, and if approved, will keep us on an equal footing with our peer companies who are incorporated in the United States. Further, approval of the Share Authority Proposals by shareholders will not exempt the Company from any Nasdaq corporate governance or other requirements, including those limiting the issuance of shares. For these reasons, we, therefore, consider that the Share Authority Proposals are appropriate to the needs of the Company and in the interests of shareholders.

We are asking you to approve our Share Authority Proposals to allow us to continue to execute on our business and growth strategy in a timely and competitive manner.

The full details of the proposals are set forth below.

PROPOSAL 8 — AUTHORIZATION OF ALLOTMENT OF SHARES

Under the U.K. Companies Act 2006, our Board of Directors cannot allot shares in the Company (other than pursuant to an employee share scheme) unless they are authorized to do so by the Company in general meeting. The Directors currently have an existing authority to allot shares in the Company and to grant rights to subscribe for or convert securities into shares in the Company. This authority was granted to the Directors on May 25, 2022 and was in respect of a maximum aggregate nominal amount of £310,638.00, which represented approximately 33% of the then issued ordinary share capital of the Company. It remains unexercised in respect of approximately 29.87% of the Company's issued ordinary share capital. Resolution 8 is an ordinary resolution to seek a new authority, which will replace the existing authority.

Resolution 8 proposes that the Directors are granted authority 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 £327,921.00. This amount represents approximately 33% of the issued share capital of the Company as of April 11, 2023. If approved by shareholders, this authority will expire on the earlier of the conclusion of the annual general meeting in 2024 and June 30, 2024.

The Directors have no present intention of exercising this authority, except in relation to the Company's share incentive schemes, but believe it is in the interests of shareholders for the Directors to have this flexibility to allot shares otherwise than just in relation to the Company's share incentive schemes should circumstances and their intentions change.

The grant of this authority will not exempt the Company from applicable Nasdaq requirements to obtain shareholder approval prior to certain share issuances or to comply with applicable SEC disclosure and other regulations. Our Board of Directors will continue to focus on and satisfy its fiduciary duties to our shareholders with respect to share issuances.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE APPROVAL OF PROPOSAL 8**

PROPOSAL 9 — DISAPPLICATION OF PRE-EMPTION RIGHTS

As a UK incorporated company, the Company's ordinary shareholders are entitled, under the U.K. Companies Act 2006, to pre-emption rights, whereby, in the event that the Company wishes to allot new equity securities for cash, those securities must first be offered to existing shareholders in proportion to the number of ordinary shares they each hold before they can be offered to new shareholders.

In practice, the operation of such pre-emption rights is onerous and can result in significant delay and additional expense to the cost of an equity fundraising. It is therefore customary for our Board of Directors to seek authority from our shareholders to dis-apply statutory pre-emption rights for cash issues of up to a limit approved by the Company's shareholders.

With the Company solely listed on Nasdaq, and the Company's peers, key shareholders and primary target market being in the United States, the Board is mindful of the fact that equivalent United States incorporated companies are not required to offer shares to existing shareholders on a pre-emptive basis in the event they are pursuing an equity fundraising. The Board considers that this may place the Company at a competitive disadvantage.

Therefore, Resolution 9 seeks a disapplication of pre-emption rights for cash issues of up to a certain proportion of the Company's issued ordinary share capital. Our Board of Directors currently has a power to allot shares as if the rights of pre-emption applicable under the U.K. Companies Act 2006 did not apply for cash issues. This power was granted to the Directors pursuant to shareholder resolutions passed on May 25, 2022 and was in respect of a maximum aggregate nominal amount of £310,638.00 which represented approximately 33% of the then issued ordinary share capital of the Company. It remains unexercised in respect of approximately 29.87% of the Company's issued ordinary share capital.

The Directors have decided to seek a new disapplication of pre-emption rights for cash issues to replace the existing power. This Resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 8, to allot shares for cash or to grant rights to subscribe for or to convert any security into shares without first offering them to existing shareholders in proportion to their existing holdings up to an aggregate maximum nominal amount of £327,921.00, which represents approximately 33% of the Company's issued share capital as of April 11, 2023.

This Resolution will be required to be passed as a special resolution and, if passed, this power will expire on the earlier of the conclusion of the annual general meeting in 2024 and June 30, 2024.

The Directors have no present intention of exercising this power, except in relation to the Company's share incentive schemes, but believe it is in the interests of shareholders for the Directors to have this flexibility to allot shares for cash otherwise than just in relation to the Company's share incentive schemes should circumstances and their intentions change.

Our Board of Directors considers that, at this stage of development of the Company, the ability to raise new equity funds at relatively short notice and at low cost is vital to the continuing financial health of the business. We believe that it is in the best interests of the Company and our shareholders for the Board to seek to retain the ability to readily raise new equity funds at the appropriate time.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF PROPOSAL 9

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

BOARD OF DIRECTORS

Directors

Below is a list of our Directors and their ages as of the date of this proxy statement.

<u>Name</u>	<u>Age</u>	<u>Position</u>
David M. Mott	57	Chairman of the Board of Directors
Lawrence M. Alleva	73	Non-Executive Director
Ali Behbahani, M.D.	46	Non-Executive Director
Barbara Duncan	58	Non-Executive Director
John Furey	58	Non-Executive Director
James Noble.	64	Non-Executive Director
Elliott Sigal, Ph.D, M.D.	71	Non-Executive Director
Adrian Rawcliffe	51	Chief Executive Officer and Director

The table below provides certain information regarding the diversity of our Board of Directors as of the date of this proxy statement.

Board Diversity Matrix

Country of Principal Executive Offices:	England
Foreign Private Issuer	No
Disclosure Prohibited under Home Country Law	No
Total Number of Directors	8

	<u>Female</u>	<u>Male</u>	<u>Non-Binary</u>	<u>Did Not Disclose Gender</u>
Part I: Gender Identity				
Directors	1	7	0	0
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction	1			
LGBTQ+	0			
Did Not Disclose Demographic Background	0			

During the year ended December 31, 2022, there were five full 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 during 2022.

The biographical information for Adrian Rawcliffe and Barbara Duncan, the nominees to our Board of Directors, is provided in “Proposal 1 — Re-Election of Adrian Rawcliffe to the Board of Directors” and “Proposal 2 — Re-Election of Barbara Duncan to the Board of Directors” respectively.

Below is biographical information for those directors who are not standing for re-election at this Meeting and who will remain seated following the Meeting.

David Mott has served as our Chairman since January 2017 and as a Non-Executive Director since February 2015. He also serves as Chairman of our Remuneration Committee and of our Corporate Governance and Nominating Committee. He formerly served as a Non-Executive Director of Adaptimmune Limited since September 2014, initially in a capacity as a nominee of New Enterprise Associates (“NEA”), one of our shareholders. Mr. Mott formerly served as a General Partner of NEA, an investment firm focused on venture capital and growth equity investments, from September 2008 to February 2020, and led its

healthcare investing practice. Prior to joining NEA, he was President and Chief Executive Officer of MedImmune LLC, a subsidiary of AstraZeneca Plc, and Executive Vice President of AstraZeneca Plc. From 1992 to 2008, Mr. Mott worked at MedImmune and served in roles including Chief Operating Officer, Chief Financial Officer, President and Chief Executive Officer. Prior to joining MedImmune, Mr. Mott was a Vice President in the Health Care Investment Banking Group at Smith Barney, Harris Upham & Co., Inc.

Mr. Mott is currently a private investor through Mott Family Capital. He is Chairman of Ardelyx, Inc. (Nasdaq: ARDX) and Mersana Therapeutics, Inc., (Nasdaq: MRSN) and serves as a director of Novavax, Inc. (Nasdaq: NVAX). He previously served as Chairman of Epizyme, Inc. (Nasdaq: EPZM), Imara, Inc. (Nasdaq: IMRA) and TESARO, Inc. (Nasdaq: TSRO) and as a director of Nightstar Therapeutics plc (Nasdaq: NITE). He has also previously served on numerous public and private company boards. Mr. Mott received a Bachelor of Arts degree in economics and government from Dartmouth College. Our Board of Directors believes Mr. Mott's qualifications to serve as a member of our board include his financial expertise, his experience as a venture capital investor, his extensive experience in the pharmaceutical industry and his years of experience in his leadership roles as a director and executive officer.

Lawrence Alleva has served as a Non-Executive Director since March 2015 and also serves as Chairman of our Audit Committee. He is a former partner with PricewaterhouseCoopers LLP (PwC), where he worked for 39 years from 1971 until his retirement in June 2010, including 28 years' service as a partner. Mr. Alleva worked with numerous pharmaceutical and biotechnology companies as clients and, additionally, served PwC in a variety of office, regional and national practice leadership roles, most recently as the U.S. Ethics and Compliance Leader for the firm's Assurance Practice from 2006 until 2010. Mr. Alleva currently serves as a director of public companies Bright Horizons Family Solutions, Inc. (NYSE: BFAM), Mersana Therapeutics, Inc. (Nasdaq: MRSN) and Galera Therapeutics, Inc (Nasdaq: GRTX) and chairs the audit committee for those companies. He previously served as a director of Mirna Therapeutics, Inc. (NYSE: MIRN) and TESARO, Inc. (Nasdaq: TSRO), and of GlobalLogic, Inc. through the sale of the company in 2013 and chaired the audit committee for those companies. Mr. Alleva is a Certified Public Accountant (inactive). He received a B.S. degree in Accounting from Ithaca College and attended Columbia University's Executive M.B.A. non-degree program. Our Board of Directors believes Mr. Alleva's qualifications to serve as a member of our board include his financial expertise, his extensive experience working with public companies on corporate finance and accounting matters as a Certified Public Accountant (inactive), his experience serving as a director on other corporate boards and his experience in a senior leadership role at PwC.

Dr. Ali Behbahani has served as a Non-Executive Director since February 2015 and also serves as a member of our Corporate Governance and Nominating Committee. He formerly served as a Non-Executive Director of Adaptimmune Limited since September 2014, initially in a capacity as a nominee of NEA, one of our shareholders. Dr. Behbahani has been a General Partner on the healthcare team at NEA since 2018, having worked for the fund since 2007, specializing in investments in the biopharmaceutical and medical device sectors. He is currently a board member of public companies Arcellx (Nasdaq: ACLX), Black Diamond Therapeutics, Inc (Nasdaq: BDTX), CRISPR Therapeutics AG (Nasdaq: CRSP), CVRx (Nasdaq: CVRX), Minerva Surgical (Nasdaq: UTRS), Monte Rosa Therapeutics (Nasdaq: GLUE) and Nkarta (Nasdaq: NKTX) and formerly served as a director of Genoea (Nasdaq: GNCA), Nevro Corp (NYSE: NVRO) and Oyster Point Pharma, Inc (Nasdaq: OYST). He also serves as a director for several private companies, including 858 Therapeutics, Cardionomic, FirstLight Bio, Korro Bio, Launchpad Therapeutics, Nexo Therapeutics, Spyglass Pharma, Stablix and Tune Therapeutics. He has previously worked as a consultant in business development at The Medicines Company and held positions as a Venture Associate at Morgan Stanley Venture Partners from 2000 to 2002 and as a Healthcare Investment Banking Analyst at Lehman Brothers from 1998 to 2000. Dr. Behbahani conducted basic science research in the fields of viral fusion inhibition and structural proteomics at the National Institutes of Health and at Duke University. He holds an M.D. degree from The University of Pennsylvania School of Medicine and an M.B.A. from The University of Pennsylvania Wharton School. Our Board of Directors believes Dr. Behbahani's qualifications to serve as a member of our board include his financial expertise, his experience as a venture capital investor, his extensive experience in the healthcare industry and his years of experience in his leadership roles as a director and executive officer.

John Furey has served as a Non-Executive Director since July 2018 and also serves as a member of our Audit Committee and of our Remuneration Committee. He has over 30 years of experience of developing and implementing operational strategies and leading commercial and technical teams. Mr. Furey has served as the Chief Executive Officer of Imvax, Inc. since September 2019. He also serves as an independent board member of Sensorion (Euronext Growth: ALSEN). Prior to joining Imvax, Mr. Furey served as Chief Operating Officer at Spark Therapeutics, Inc from December 1, 2016 through December 31, 2018, where he was responsible for global commercial operations, medical affairs, technology development and technical operations. Prior to joining Spark Therapeutics, Mr. Furey was senior vice president and head of global operations for Baxalta, where he directed manufacturing, quality, engineering, and process development. He actively managed a \$2.5 billion production budget across Baxalta's global network and led a first-in-class supply chain organization for rare diseases. Mr. Furey led the team that coordinated and delivered the successful establishment of Baxalta through a spin out from Baxter and led the Baxter Vaccine inline business to realize significant top line and bottom line growth. He also spent two years in China as general manager of Pfizer's vaccine business unit following a role with responsibility for global pricing and reimbursement at Pfizer Vaccines. In these roles, Mr. Furey gained extensive experience in pipeline development and global product launches. Earlier in his career, he held both commercial and operations positions of increasing scope and responsibility with Pfizer and Wyeth Pharmaceuticals. Mr. Furey has an executive M.B.A. from St. Joseph's University, Philadelphia, a B.S. degree from Trinity College, Dublin, and a diploma in Environmental Health from the Technology University, Dublin. Our Board of Directors believes Mr. Furey's qualifications to serve as a member of our board include his extensive experience in the biopharmaceutical industry and his years of experience in his leadership roles as an executive officer.

James Noble has served as a Non-Executive Director since September 2019. He formerly served as our full-time Chief Executive Officer since March 2014, and part-time CEO from July 2008 to March 2014, and is one of our co-founders. From July 2008 until March 2014, Mr. Noble was also CEO of Immunocore. Mr. Noble has over 30 years of experience in the biotech industry. He has held numerous non-executive director positions. Mr. Noble previously served as Deputy Chairman of GW Pharmaceuticals plc and as a director of CuraGen Corporation, PowderJect Pharmaceuticals plc, Oxford GlycoSciences plc, MediGene AG, and Advanced Medical Solutions plc. Mr. Noble currently serves as a director of Lava Therapeutics N.V. (Nasdaq: LVTX). He is also Chairman of Ingenox Therapeutics, Orexo AB, Pneumagen and Sutura Therapeutics. Mr. Noble qualified as a chartered accountant with Price Waterhouse and spent seven years at the investment bank Kleinwort Benson Limited, where he became a director in 1990. He then joined British Biotech plc as Chief Financial Officer from 1990 to 1997. Mr. Noble was previously Chief Executive Officer of Avidex Limited, a privately held biotechnology company that was our predecessor, from 2000 to 2006. Mr. Noble holds an M.A. degree from the University of Oxford. Our Board of Directors believes Mr. Noble's qualifications to serve as a member of our board include his financial expertise, his extensive experience in the biopharmaceutical industry and his years of experience in his leadership roles as a director and executive officer.

Elliott Sigal has served as a Non-Executive Director since February 2015 and also serves as a member of our Corporate Governance and Nominating Committee. He formerly served as a Non-Executive Director of Adaptimmune Limited since September 2014. Dr. Sigal is a former Executive Vice President and member of the Board of Directors of Bristol-Myers Squibb ("BMS"). He joined BMS in 1997 as head of Applied Genomics, went on to head Discovery Research followed by clinical development and ultimately served as Chief Scientific Officer and President of R&D from 2004 until 2013. Dr. Sigal serves as a board member of Alnylam Pharmaceuticals, Inc. (Nasdaq: ALNY), Surface Oncology, Inc. (Nasdaq: SURF) and Vir Biotechnology, Inc. (Nasdaq: VIR), as well as privately held companies, Affinia Therapeutics and Tessera Therapeutics. He previously served as board member of Spark Therapeutics, Inc (Nasdaq: ONCE) and as a director of the Mead Johnson Nutrition Company and the Melanoma Research Alliance. He also previously served as a senior advisor to the healthcare team of NEA and consults for several biotechnology companies. Dr. Sigal holds an M.D. from the University of Chicago and trained in Internal Medicine and Pulmonary Medicine at the University of California, San Francisco, where he was on faculty from 1988 to 1992. He also holds a B.S., M.S., and Ph.D. in engineering from Purdue University. Our Board of Directors believes Dr. Sigal's qualifications to serve as a member of our board include his extensive experience in the pharmaceutical industry and his years of experience in his leadership roles as a director and executive officer.

CORPORATE GOVERNANCE

Structure of our Board of Directors

The leadership structure of our Board of Directors separates the positions of Chief Executive Officer and Chairman of the Board in order to ensure independent leadership of the Board. Our Board believes that this separation is appropriate for the Company at this time because it allows for a division of responsibilities, with our CEO focused on leading the Company while the Chairman can focus on leading the Board in overseeing management, and for a sharing of ideas between individuals having different perspectives.

Independence of our Board of Directors

Our Board of Directors has determined that all of our directors, other than Adrian Rawcliffe, our CEO, and James Noble, our former CEO, qualify as “independent” directors in accordance with the independence requirements under the applicable listing standards of The Nasdaq Global Market as well as applicable rules promulgated by the SEC. Mr. Rawcliffe is not considered independent because of the family relationship described below.

Our Board of Directors has made a subjective determination as to each independent director that no relationships exist that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, our Board of Directors reviewed and discussed information provided by the directors and us with regard to each director’s business and personal activities and relationships as they may relate to us and our management. James Noble and Helen Tayton-Martin, our Chief Business Officer, are married. Otherwise, there are no family relationships among any of our directors or executive officers.

Our independent directors meet in regularly scheduled executive sessions at which only independent directors are present. All of the committees of our Board of Directors are comprised entirely of directors determined by the Board of Directors to be independent.

Board Oversight of Risk Management

Our management is primarily responsible for assessing and managing risk, while our Board of Directors is responsible for overseeing management’s execution of its responsibilities. Our Board of Directors is supported by its committees in fulfillment of this responsibility. For example, our Audit Committee focuses on our overall financial risk by evaluating our internal controls and disclosure policies as well as ensuring the integrity of our financial statements and periodic reports. The Audit Committee also monitors compliance with legal and regulatory requirements. Our Remuneration Committee strives to create incentives that encourage an appropriate level of risk-taking consistent with our business strategy. Finally, our Corporate Governance and Nominating Committee ensures that our governance policies and procedures are appropriate in light of the risks we face.

COMMITTEES OF OUR BOARD OF DIRECTORS

Our Board of Directors has three standing committees: the Audit Committee, the Remuneration Committee, and the Corporate Governance and Nominating Committee. The charters for each of these committees can be found on our website at <https://www.adaptimmune.com>.

<u>Name</u>	<u>Audit</u>	<u>Remuneration</u>	<u>Corporate Governance and Nominating</u>
David M. Mott		Chair	Chair
Lawrence M. Alleva	Chair		
Ali Behbahani, M.D.			X
Barbara Duncan	X		
John Furey	X	X	
Elliott Sigal, Ph.D, M.D.			X

Audit Committee

Our Audit Committee is currently composed of Mr. Alleva, Ms. Duncan and Mr. Furey, with Mr. Alleva serving as chairman of the committee. Our Board of Directors has determined that each member of the Audit Committee meets the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of The Nasdaq Global Market. Our Board of Directors has determined that each of Mr. Alleva and Ms. Duncan is an “audit committee financial expert” within the meaning of SEC regulations and the applicable listing standards of The Nasdaq Global Market. The Audit Committee held nine meetings during 2022. The Audit Committee’s responsibilities include:

- overseeing and reviewing our internal controls, accounting policies and financial reporting and provide a forum through which our independent registered public accounting firm reports;
- meeting at least once a year with our independent registered public accounting firm without executive Board members present;
- overseeing the activities of our independent registered public accounting firm, including their appointment, reappointment or removal, as well as monitoring of their objectivity and independence;
- considering the fees paid to the independent registered public accounting firm and determine whether the fee levels for non-audit services, individually and in aggregate, relative to the audit fee are appropriate to enable an effective and high quality audit to be conducted; and
- maintaining oversight over related person transactions to ensure that they are appropriately disclosed and to make recommendations to the Board of Directors regarding authorization, and for considering noteworthy questions of possible conflicts of interest involving directors.

Remuneration Committee

Our Remuneration Committee is currently composed of Mr. Mott and Mr. Furey, with Mr. Mott serving as chairman of the committee. Dr. Tal Zaks served as a member of the Remuneration Committee until March 31, 2023 when he stood down as a Board and committee member. Our Board of Directors has determined that each member of the Remuneration Committee is “independent” as defined under the applicable Nasdaq rules and previously determined that Dr. Zaks was “independent” throughout his period of service until March 31, 2023. The Remuneration Committee held four meetings during 2022. The Remuneration Committee’s responsibilities include:

- reviewing corporate goals and objectives relevant to the compensation of our senior executive officers and making recommendations concerning such objectives to the Board of Directors;
- appointing, compensating and overseeing the work of any compensation consultant or other advisor retained by the Remuneration Committee;
- reviewing the performance of our senior executive officers and our Chief Executive Officer who is our sole executive director;
- setting the policy for the remuneration of the senior executive officers and executive directors and the basis of their service and employment agreements with due regard to the interests of the shareholders;
- reviewing and approving the compensation of our senior executive officers other than our Chief Executive Officer;
- making recommendations to the Board of Directors with respect to the compensation of the Chief Executive Officer and the Non-Executive Directors;
- determining the allocation of awards under our share option schemes to our senior executive officers, making recommendations to the Board of Directors with respect to the allocation of option awards to our Chief Executive Officer and setting the overall allocation of option awards to our employees and consultants;
- producing a directors’ remuneration policy and an annual directors’ remuneration report to be included in our U.K. statutory annual report and financial statements; and

- producing a remuneration committee report on executive compensation when required by the rules of the SEC to be included in our annual proxy statement.

Remuneration Committee Interlocks and Insider Participation

None of the members of our Remuneration Committee has at any time been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of our Remuneration Committee or the remuneration committee of any entity that has one or more executive officers serving on our Board of Directors.

As noted above, our Board of Directors has delegated to the Remuneration Committee the authority to determine the compensation for our executive officers with the exception of our Chief Executive Officer who is also our sole executive director. Executive and non-executive director compensation is recommended by our Remuneration Committee to the Board of Directors for approval. Our Chief Executive Officer may participate in general discussions with our Remuneration Committee and Board of Directors about these compensation matters but he does not participate in discussions during which his individual compensation is being considered and approved. Our policy is that no individual will participate in discussions or decisions concerning his or her own compensation.

For 2021 and through July 2022, the Committee retained Willis Towers Watson, an independent compensation consultant, to assist the Committee with respect to compensation actions in 2022 with the goal of ensuring that our compensation arrangements for our CEO, our other senior executive officers and our non-executive directors were competitive. Effective from August 2022, the Committee retained Pearl Meyer, an independent compensation consultant. Each of Willis Towers Watson and Pearl Meyer provided data from comparable publicly traded biopharmaceutical companies and otherwise assisted the Committee in its design of competitive compensation for our senior executives and non-executive directors. The Committee expects to continue to use compensation consultants to assist the Committee in determining competitive levels of executive and non-executive compensation and specific design elements of our executive compensation program and non-executive directors' compensation program. The Committee continued to retain Willis Towers Watson through 2021 and through July 2022 and Pearl Meyer effective from August 2022 and through the remainder of 2022 in order to ensure that our compensation arrangements were competitive for 2022. After review and consultation with each of Willis Towers Watson and Pearl Meyer, the Committee determined that each of Willis Towers Watson and Pearl Meyer is independent and that there is no conflict of interest resulting from retaining Willis Towers Watson in 2021 or in 2022 and Pearl Meyer in 2022. In reaching these conclusions, our Remuneration Committee considered the factors set forth in the SEC rules and the applicable listing standards of The Nasdaq Global Market.

Corporate Governance and Nominating Committee

Our Corporate Governance and Nominating Committee is currently composed of Mr. Mott, Dr. Behbahani, and Dr. Sigal, with Mr. Mott serving as chairman of the committee. Our Board of Directors has determined that each member of the Corporate Governance and Nominating Committee is "independent" as defined under the applicable Nasdaq rules. The Corporate Governance and Nominating Committee held two meetings during 2022. The Nominating and Corporate Governance Committee's responsibilities include:

- reviewing the structure, size and composition of the Board of Directors;
- recommending to our Board of Directors individuals to be nominated for election as directors and to each of the committees of our Board;
- supervising the selection and appointment process of directors;
- making recommendations to the Board of Directors with regard to any changes and using an external search consultant if considered appropriate;
- appointing, compensating and overseeing the work of any search firm or other advisor retained by the Committee;
- making final recommendations to the Board of Directors with respect to new appointments, which includes meeting the candidate prior to approving the appointment;

- overseeing the induction of new directors and providing appropriate training to the Board of Directors during the course of the year in order to ensure that they have the knowledge and skills necessary to operate effectively; and
- evaluating the performance of the Board of Directors, both on an individual basis and for the Board of Directors as a whole, taking into account such factors as attendance record, contribution during board meetings and the amount of time that has been dedicated to board matters during the course of the year.

Director Nomination Process

The Corporate Governance and Nominating Committee of the Board of Directors reviews possible candidates for the Board and recommends the nominees for Directors to the Board for approval. The criteria that the Corporate Governance and Nominating Committee and the Board of Directors look for in determining candidates for election to the Board, include, among others:

- the highest personal and professional ethics, integrity and values;
- commitment to representing the long-term interests of the Company's shareholders;
- independence under the standards promulgated by The Nasdaq Global Market; and
- ability to dedicate the time and resources sufficient to ensure the diligent performance of his or her duties on our behalf, including attending all Board of Directors and applicable committee meetings.

Although we do not have a standalone diversity policy, diversity is among the critical factors that the Board of Directors considers when evaluating its composition. It is the Corporate Governance and Nominating Committee's policy that the composition of the Board of Directors reflect a range of talents, ages, skills, character, diversity and expertise, particularly in the areas of accounting and finance, management, domestic and international markets, leadership, corporate governance, and biotechnology and related industries, sufficient to provide sound and prudent guidance with respect to the operations and interests of the Company. The independent directors of our Board of Directors believe that the current members of the Board of Directors reflect an appropriate diversity of gender, age, race, geographical background and experience but are committed to continuing to consider diversity issues in evaluating the composition of the Board of Directors.

The Nominating and Corporate Governance Committee's policy does not contemplate any disparate treatment of management nominees versus those put forth by our shareholders. To date, the Committee has worked with Egon Zehnder and Perspective, each of whom is an independent global board and executive search firm, and with Carey Advisors, LLC, an independent board and executive search firm, to assist in identifying and evaluating potential nominees against role specifications.

Shareholder Recommendations and Nominees

It is the policy of our Board of Directors that the Corporate Governance and Nominating Committee consider both recommendations and nominations for candidates to the Board from shareholders so long as such recommendations and nominations comply with our Articles of Association and applicable laws, including the rules and regulations of the SEC. Shareholders may recommend director nominees for consideration by the Corporate Governance and Nominating Committee by writing to our Company Secretary at the address below, or the Company's registered office address from time to time, and providing evidence of the shareholder's ownership of our ordinary shares and/or ADSs, the nominee's name, home and business address and other contact information, as well as the nominee's detailed biographical data and qualifications for board membership, and information regarding any relationships between the recommended candidate and the Company within the last three fiscal years.

Following verification of the shareholder status of the person submitting the recommendation, all properly submitted recommendations will be promptly brought to the attention of the Corporate Governance and Nominating Committee. Shareholders who desire to nominate persons directly for election to the Board at an annual general meeting of shareholders must meet the deadlines and other requirements set forth under "Additional Information — Shareholder Proposals for 2024 Annual General Meeting." Any

vacancies on the Board of Directors occurring between our annual general meetings of shareholders may be filled by persons selected by a majority of the directors then in office, in which case any director so appointed will serve until the next annual general meeting of shareholders when such director will offer himself/herself for re-election, or by persons elected by an ordinary resolution of the shareholders of the Company.

You may write to the Corporate Governance and Nominating Committee at:

c/o Margaret Henry
Company Secretary
Adaptimmune Therapeutics plc
60 Jubilee Avenue
Abingdon
Oxfordshire OX14 4RX
United Kingdom

Code of Conduct

We have adopted a Code Conduct applicable to all of our directors, officers and employees. The Code of Conduct is available on our website at <https://www.adaptimmune.com>. We expect that any amendments to this code or any waivers of its requirements will be disclosed on our website.

Shareholder Communication with the Board of Directors

It is the policy of our Board of Directors to allow shareholders to communicate with its members. Communications may be addressed to the entire board or to any individual director. All such communications will initially be received and processed by our Company Secretary. Spam, junk mail, advertisements and threatening, hostile, illegal and similar unsuitable communications will not be delivered to the Board. Shareholders can contact members of the Board Directors by writing care of our Company Secretary at the Company's registered office address.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table and related footnotes set forth information with respect to the beneficial ownership of our ordinary shares, as of April 3, 2023, by:

- each beneficial owner of more than 5% of our ordinary shares
- each of our named executive officers and directors;
- all of our named executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). Under these rules, beneficial ownership includes any shares as to which a person has sole or shared voting power or investment power. In computing the number of ordinary shares beneficially owned by a person and the percentage ownership of that person, ordinary shares subject to options, or other rights held by such person that are currently exercisable or will become exercisable within 60 days of April 3, 2023 are considered outstanding. These ordinary shares, however, are not included in the computation of the percentage ownership of any other person. Applicable percentage ownership is based on 993,699,960 ordinary shares outstanding as of April 3, 2023.

Unless otherwise indicated, the address for each of the shareholders listed in the table below is
c/o Adaptimmune Therapeutics plc, 60 Jubilee Avenue, Milton Park, Oxfordshire OX14 4RX, United Kingdom.

Name of Beneficial Owner	Ordinary Shares Beneficially Owned	
	Number	Percent
5% Shareholders		
Matrix Capital Management Master Fund L.P. ⁽¹⁾	233,845,110	23.53
Baillie Gifford & Co. ⁽²⁾	103,019,634	10.37
New Enterprise Associates ⁽³⁾	102,478,672	10.31
Baker Bros. Advisors, L.P. ⁽⁴⁾	58,985,262	5.94
Named Executive Officers and Directors		
Adrian Rawcliffe ⁽⁵⁾	15,656,150	1.58
William Bertrand ⁽⁶⁾	7,901,234	*
Gavin Wood ⁽⁷⁾	3,801,734	*
Elliot Norry, M.D. ⁽⁸⁾	2,505,900	*
Cintia Piccina ⁽⁹⁾	1,451,802	*
Ali Behbahani, M.D. ⁽¹⁰⁾	104,087,563	10.47
James Noble ⁽¹¹⁾	17,843,233	1.80
Elliott Sigal, M.D., Ph.D. ⁽¹²⁾	2,364,324	*
Lawrence M. Alleva ⁽¹³⁾	2,232,797	*
David M. Mott ⁽¹⁴⁾	2,001,724	*
Barbara Duncan ⁽¹⁵⁾	1,367,562	*
John Furey ⁽¹⁶⁾	1,100,748	*
Executive Officers		
Helen Tayton-Martin, Ph.D. ⁽¹⁷⁾	11,197,200	1.13
John Lunger ⁽¹⁸⁾	4,391,025	*
Joanna Brewer, Ph.D. ⁽¹⁹⁾	1,733,762	*
<i>Named Executive Officers, Directors and Executives as a Group (15 persons)</i>	179,636,758	18.08

* Represents less than 1%.

- (1) Consists of shares held by Matrix Capital Management Company L.P., as of December 31, 2020 based on information provided in a Schedule 13G/A filed with the SEC on February 16, 2021. Matrix Capital Management Company L.P., as investment manager of Matrix Capital Management Master Fund L.P., holds these shares in the form of ADSs. The registered office of Matrix Capital Management Master Fund L.P. is c/o Matrix Capital Management L.P., Bay Colony Corporate Center, 1000 Winter Street, Suite 4500, Waltham, MA 02451.
- (2) Consists of shares held as of December 30, 2022 based on information provided in a Schedule 13G/A filed with the SEC on January 16, 2023. Baillie Gifford & Co and/or entities affiliated with Baillie Gifford & Co holds these shares in the form of ADSs. The business address of Baillie Gifford & Co is Calton Square, 1 Greenside Row, Edinburgh EH1 3AN, Scotland, UK.
- (3) Beneficial ownership consists of (i) 82,978,668 ordinary shares represented by 13,829,778 ADSs directly held by New Enterprise Associates 14, L.P., or NEA 14 and 4 ordinary shares directly held by NEA 14 and (ii) 19,500,000 ordinary shares represented by 3,250,000 ADSs directly held by New Enterprise Associates 16, L.P., or NEA 16. The shares directly held by NEA 14 are indirectly held by NEA Partners 14, L.P., or NEA Partners 14, the sole general partner of NEA 14, NEA 14 GP, LTD, or NEA 14 LTD, the sole general partner of NEA Partners 14 and each of the individual Directors of NEA 14 LTD. The individual Directors, or collectively, the Directors of NEA 14 LTD, are Forest Baskett, Anthony A. Florence, Jr., Patrick J. Kerins, Scott D. Sandell and Peter W. Sonsini. The shares directly held by NEA 16 are indirectly held by NEA Partners 16, L.P., or NEA Partners 16, the sole general partner of NEA 16, NEA 16 GP, LLC, or NEA 16 LLC, the sole general partner of NEA Partners 16 and each of the individual Managers of NEA 16 LLC. The individual Managers of NEA 16 LLC, or collectively, the NEA 16 Managers, are Forest Baskett, Ali Behbahani (a member of our Board), Carmen Chang, Anthony A. Florence, Jr., Mohamad H. Makhzoumi, Scott D. Sandell, Peter W. Sonsini and Paul Walker. All indirect holders of the above referenced shares disclaim beneficial ownership of all applicable shares except to the extent of their actual pecuniary interest therein. The principal business address of New Enterprise Associates, Inc. is 1954 Greenspring Drive, Suite 600, Timonium, MD 21093.
- (4) Consists of shares held as of December 31, 2020 based on information provided in a Schedule 13G filed with the SEC on February 16, 2021. The Reporting Persons are the Baker Bros. Advisors L.P., Baker Bros. Advisors (GP) LLC, Felix J. Baker and Julian C. Baker. Beneficial ownership consists of (i) 54,419,964 ordinary shares represented by 9,069,994 ADSs directly held by Baker Brothers Life Sciences, L.P., and (ii) 4,565,298 ordinary shares represented by 760,883 ADSs directly held by 667, L.P., which may be deemed to be indirectly beneficially owned by the Reporting Persons. The business address of each of the Reporting Persons is c/o Baker Bros. Advisors LP, 860 Washington Street, 3rd Floor, New York NY 10014.
- (5) Beneficial ownership for Mr. Rawcliffe consists of (i) 930,618 ordinary shares represented by 155,103 ADSs and (ii) options to purchase 14,725,532 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (6) Beneficial ownership for Mr. Bertrand consists of (i) 691,026 ordinary shares represented by 115,171 ADSs and (ii) options to purchase 7,210,208 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (7) Beneficial ownership for Mr. Wood consists of (i) 96,000 ordinary shares represented by 16,000 ADSs and (ii) options to purchase 3,705,734 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (8) Beneficial ownership for Dr. Norry consists of (i) 277,728 ordinary shares represented by 46,288 ADSs and (ii) options to purchase 2,228,172 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (9) Beneficial ownership for Ms. Piccina consists of (i) 326,154 ordinary shares represented by 54,359 ADSs and (ii) options to purchase 1,125,648 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (10) Includes the shares set forth in footnote (2) above and options held by Dr. Behbahani to purchase 1,608,891 ordinary shares that are or will be exercisable within 60 days of April 11, 2022. Dr. Behbahani is a partner of New Enterprise Associates, Inc., which has ultimate voting and investment power over shares held of record by New Enterprise Associates 14, Limited Partnership.

- (11) Beneficial ownership for Mr. Noble consists of (i) 8,145,700 ordinary shares and (ii) options to purchase 9,697,533 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (12) Includes 254,100 ordinary shares, and 60,000 ordinary shares represented by 10,000 ADSs held by Sigal Family Investments, LLC, and options held by Dr. Sigal to purchase 1,997,286 ordinary shares that are or will be exercisable within 60 days of April 3, 2023. Dr. Sigal is a manager of Sigal Family Investments, LLC. Dr. Sigal may be deemed to have voting and investment power over the shares held by Sigal Family Investments, LLC. Dr. Sigal disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein. Also included in the ordinary shares beneficially owned are 52,938 ordinary shares represented by 8,823 ADSs that Dr. Sigal purchased during the IPO.
- (13) Consists of (i) options held by Mr. Alleva to purchase 2,089,433 ordinary shares that are or will be exercisable within 60 days of April 3, 2023; (ii) 70,584 ordinary shares represented by 11,764 ADSs purchased by Mr. Alleva during the IPO; (iii) 47,280 ordinary shares represented by 7,880 ADS purchased by the Lawrence M. Alleva Revocable Trust in December 2018; (iv) 12,900 ordinary shares represented by 2,150 ADSs purchased by the Lawrence M. Alleva Revocable Trust in June 2020 and (v) 12,600 ordinary shares represented by 2,100 ADSs purchased by the Lawrence M. Alleva Revocable Trust in June 2021.
- (14) Consists of options held by Mr. Mott to purchase 2,001,724 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (15) Consists of options held by Ms. Duncan to purchase 1,367,562 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (16) Consists of options held by Mr. Furey to purchase 1,100,748 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (17) Beneficial ownership for Dr. Tayton-Martin consists of (i) 1,800,000 ordinary shares and (ii) options to purchase 9,397,200 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (18) Beneficial ownership for Mr. Lunger consists of (i) 501,822 ordinary shares represented by 83,637 ADSs and (ii) options to purchase 3,889,203 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.
- (19) Beneficial ownership for Dr. Brewer consists of (i) 74,652 ordinary shares represented by 12,442 ADSs and (ii) options to purchase 1,659,110 ordinary shares that are or will be exercisable within 60 days of April 3, 2023.

DELINQUENT SECTION 16(a) REPORTS

All of our directors, executive officers and any greater than 10 percent shareholders are required by Section 16(a) of the Exchange Act to file with the SEC initial reports of ownership and reports of changes in ownership of shares and to furnish us with copies of such reports. Based on a review of those reports and written representations that no other reports were required, we believe that our Section 16 directors and officers complied with all of their applicable Section 16(a) filing requirements.

TRANSACTIONS WITH RELATED PERSONS

Certain Relationships and Related Party Transactions***Related Person Transactions***

Other than the compensation arrangements described below under the sections “Director Remuneration” and “Executive Compensation Discussion and Analysis”, in the period from January 1, 2022 through the date of this proxy statement, we were not a party to any transactions between us and certain “related persons”, which are generally considered to be our executive officers, directors, director nominees or 5% shareholders, or their immediate family members.

Related Person Transactions Policy

We have adopted a policy with respect to the review, approval and ratification of related party transactions. Under the policy, our Audit Committee will be responsible for reviewing and approving related person transactions. In the course of its review and approval of related person transactions, our Audit Committee will consider the relevant facts and circumstances to decide whether to approve such transactions. In particular, our policy will require our Audit Committee to consider, among other factors it deems appropriate:

- the related person’s relationship to us and interest in the transaction;
- the interests, direct or indirect, of any related person in the transaction in sufficient detail so as to enable the Audit Committee to assess such interests;
- the material facts of the proposed related-person transaction, including the proposed aggregate value of such transaction, or, in the case of indebtedness, that amount of principal that would be involved;
- the benefits to us of the proposed transaction;
- an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally; and
- management’s recommendation with respect to the proposed related-person transaction.

The Audit Committee may only approve those transactions that are in, or are not inconsistent with, our best interests and those of our shareholders, as the Audit Committee determines in good faith. If Audit Committee review and approval would be inappropriate, the relevant related party transaction will be referred to another independent body of our Board for review, consideration, approval or ratification.

For purposes of the policy we refer to transactions in which (a) we were a participant, (b) the amount involved exceeded \$120,000 and (c) one or more of our executive officers, directors, director nominees or 5% shareholders, or their immediate family members (each of whom we refer to as a “related person”) had a direct or indirect material interest as “related person transactions.”

DIRECTOR REMUNERATION

Under our Directors' Remuneration Policy, the Board has the discretion to pay our Non-Executive Directors for their Board and committee service in the form of cash fees or stock options or a mixture of cash fees and stock options. Our remuneration arrangements for Non-Executive Directors during 2022 comprised an award of a fixed number of stock options, plus an additional number of stock options or cash payment at the director's election. The option awards and cash payments were made at competitive levels of peer group data from comparable companies provided in a competitive benchmarking analysis undertaken by Willis Towers Watson in 2022 and are compliant with the Directors' Remuneration policy approved by our shareholders at our Annual General Meeting on May 14, 2021.

Under our Directors' Remuneration Policy in effect in 2022, our Non-Executive Directors earned the following annual cash compensation or made an election to receive such compensation in the form of an additional number of stock options.

	2022 Cash Compensation
Board of Directors	\$ 40,000
Chairman (additional retainer)	\$ 30,000
Audit Committee Chair (additional retainer)	\$ 20,000
Remuneration Committee Chair (additional retainer)	\$ 15,000
Corporate Governance and Nominating Committee Chair (additional retainer)	\$ 10,000
Audit Committee member/non-Chair (additional retainer)	\$ 10,000
Remuneration Committee member/non-Chair (additional retainer)	\$ 7,500
Corporate Governance and Nominating Committee member/non-Chair (additional retainer)	\$ 5,000

All cash payments are payable monthly in arrears at the end of each month during which such individual served as a director (with prorated payments for service during a portion of such month). The cash compensation is targeted at the 50th percentile of peer group data. Our Non-Executive Directors are also entitled to receive reimbursement of expenses incurred in the course of performing services to the Company.

Our Non-Executive Directors do not receive any pension from the Company nor do they participate in any performance-related incentive plans. Our Non-Executive Directors participate in the Group's long-term incentive plans on terms similar to those used for our executive directors and officers.

On joining the Board, our Non-Executive Directors are eligible to receive an initial award of stock options covering up to 1,000,000 of our ordinary shares and, at their election, either cash compensation, as set forth above, or additional options of equivalent value. All such options vest over three years with the first 25% vesting on the first anniversary of the date of grant. Subsequently, all Non-Executive Directors are eligible to receive an annual award of stock options covering up to 500,000 of our ordinary shares and, at their election, either cash compensation, as set forth above, or additional options of equivalent value. All options awarded annually are exercisable on the first anniversary of the date of grant. These long-term equity incentive awards are targeted at the 50th percentile of peer group data.

During 2022, all Non-Executive Directors were granted an annual award of stock options.

In determining option awards, our Board of Directors works within benchmarking guidelines provided by compensation consultants and seeks recommendations from our Remuneration Committee. All options are granted with an exercise price that is no lower than the fair market value of an ordinary share on the date prior to the date of grant.

2022 Director Compensation Table

The table below shows the compensation paid to our Non-Executive Directors during the year ended December 31, 2022.

Name	Fees Earned or paid in cash ⁽¹⁾	Option awards ⁽²⁾	Total (\$)
David M. Mott ⁽³⁾	—	208,542	208,542
Lawrence Alleva ⁽⁴⁾	—	170,109	170,109
Ali Behbahani ⁽⁵⁾	—	153,638	153,638
Barbara Duncan ⁽⁶⁾	50,000	104,225	154,225
John Furey ⁽⁷⁾	57,500	104,225	161,725
James Noble ⁽⁸⁾	17,532	148,148	165,680
Elliott Sigal ⁽⁹⁾	—	153,638	153,638
Tal Zaks ⁽¹⁰⁾	47,500	104,225	151,725

- (1) The fees paid to Mr. Noble were denominated in pounds sterling. For purposes of this table, the 2022 amounts paid to Mr. Noble have been converted based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2022 (\$1.21030 to £1).
- (2) Amounts reflect the aggregate grant date fair value of share options granted during 2022 and computed in accordance with ASC Topic 718. The assumptions used in the valuation of these awards are set forth in Note 2 (q) and Note 12 to our consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2022.
- (3) Mr. Mott received an option award covering 1,000,439 ordinary shares on July 1, 2022.
- (4) Mr. Alleva received an option award covering 816,067 ordinary shares on July 1, 2022.
- (5) Dr. Behbahani received an option award covering 737,050 ordinary shares on July 1, 2022.
- (6) Ms. Duncan received an option award covering 500,000 ordinary shares on July 1, 2022.
- (7) Mr. Furey received an option award covering 500,000 ordinary shares on July 1, 2022.
- (8) Mr. Noble received an option award covering 710,711 ordinary shares on July 1, 2022.
- (9) Dr. Sigal received an option award covering 737,050 ordinary shares on July 1, 2022.
- (10) Dr. Zaks received an option award covering 500,000 ordinary shares on July 1, 2022. Dr. Zaks stood down from the Board on March 31, 2023. He received pro-rated fees of \$11,875 for the period from January 1, 2023 through March 31, 2023. In recognition of Dr. Zaks' service as a Board member and as a member of the Remuneration Committee from November 14, 2016 through March 31, 2023, the option award covering 500,000 ordinary shares granted on July 1, 2022 was accelerated to vest on March 29, 2023 (rather than July 1, 2023) and he was permitted a 12 month period in which to exercise those options which had vested as of March 31, 2023. Any options that are not exercised by March 31, 2024 will lapse and cease to be exercisable.

Deeds of Indemnification

We do not have any third party indemnification provisions in place for the benefit of one or more of our directors. However, we agree to use all reasonable endeavors to provide and maintain appropriate directors' and officers' liability insurance (including ensuring that premiums are properly paid) for their benefit for so long as any claims may lawfully be brought against them.

Non-Executive Director Appointment Letters

We have entered into letters of appointment with each of our Non-Executive Directors. These letters set forth the main terms on which each of our Non-Executive Directors serve on our Board of Directors. Continued appointment under the letter is contingent on continued satisfactory performance as a member of

the Board of Directors and as a member of a committee, if applicable, as well as being re-elected at the annual general meetings in accordance with our Articles of Association. The appointment may be terminated by the Company or the Non-Executive Director with three months' prior written notice. Upon termination, the Non-Executive Director is entitled to a pro-rata amount of the annual fee (if applicable) that is outstanding and payable up to the date of termination, and reimbursement in the normal way of any expenses properly incurred before that date.

EXECUTIVE OFFICERS OF THE COMPANY

Below is a list of our executive officers and their ages as of the date of this proxy statement. Except as described below, there are no family relationships between any of our executive officers, and there is no arrangement or understanding between any executive officer and any other person pursuant to which the executive officer was selected.

Name	Age	Position
Adrian Rawcliffe	51	Chief Executive Officer and Director
Gavin Wood	53	Chief Financial Officer
Helen Tayton-Martin, Ph.D	56	Chief Business & Strategy Officer
William Bertrand	58	Chief Operating Officer
John Lunger	54	Chief Patient Supply Officer
Elliot Norry, M.D	60	Chief Medical Officer
Joanna Brewer, Ph.D	47	Chief Scientific Officer

Adrian Rawcliffe. For biographical information regarding Mr. Rawcliffe, please refer to the discussion under *Board of Directors*.

Gavin Wood. Mr. Wood has served as our Chief Financial Officer since April 2020 and is a member of our Executive Team. He leads our financial operations and strategy and investor relations. Mr. Wood has held CFO and senior management roles in public companies in the life sciences sector since 2006. Before joining Adaptimmune, he served as the Chief Financial Officer and a director of Abcam plc (LSE: ABC) from September 2016 through February 3, 2020, working as part of the executive team that led the company through a period of significant growth and change. Before that, he held a series of roles at Affymetrix Inc. (Nasdaq: AFFX) from 2006 to 2016, including serving as Executive Vice President and Chief Financial Officer from May 2013 through March 2016, and managing the global finance, IT, internal audit and facilities functions, until the company was acquired by ThermoFisher Scientific. Mr. Wood is a Chartered Accountant and holds a B.A. degree in Archaeology from the University of Durham, U.K.

Helen Tayton-Martin, Ph.D. Dr. Tayton-Martin has served as our Chief Business & Strategy Officer (CBSO) since October 2022 and is a member of our Executive Team. She formerly served as our Chief Business Officer since 2017 and as our Chief Operating Officer since 2008, a role in which she oversaw the transition of all operations in the company from five to 300 staff, through transatlantic growth, multiple clinical, academic and commercial collaborations and private and public financing through to its Nasdaq IPO. As our CBSO, Dr. Tayton-Martin is responsible for optimizing the strategic and commercial opportunity for Adaptimmune's assets, leading on business development, competitive intelligence and alliance management. Her role encompasses all aspects of pipeline and technology assessment, strategic portfolio analysis and partnerships, including the company's strategic partnership with GlaxoSmithKline (LSE/NYSE: GSK), Astellas and Genentech, a member of the Roche Group (SIX: RO, ROG; OTCQX: RHHBY). Dr. Tayton-Martin has over 30 years of experience working within the pharma, biotech and consulting environment in disciplines across preclinical and clinical development, outsourcing, strategic planning, due diligence, business development and company operations. She co-founded Adaptimmune from the former company, Avidex Limited, where she had been responsible for business development of the soluble TCR program in cancer and HIV from 2005 to 2008. Dr. Tayton-Martin previously served as a non-executive director of Trillium Therapeutics Inc. from October 2017 through the sale of the company in November 2021 to Pfizer Inc. She holds a Ph.D. in molecular immunology from the University of Bristol, U.K. and an M.B.A. from London Business School. Dr. Tayton-Martin is married to James Noble, a non-executive director and our former Chief Executive Officer.

William Bertrand. Mr. Bertrand has served as our Chief Operating Officer since March 2017 and is a member of our Executive Team. He is responsible for operational functions including compliance, human resources, quality and legal/IP, as well as communications, IT and facilities. Mr. Bertrand's prior experience includes a 12 year tenure at MedImmune, where he served as its first General Counsel and Chief Compliance Officer, along with holding a variety of operational and corporate strategy roles. He has also formerly served as Executive Vice President, General Counsel for Infinity Pharmaceuticals, Inc., and as Senior

Vice President, Acting Chief Operating Officer and General Counsel for Salix Pharmaceuticals, where he remained as General Manager to help finalize the integration of the company's \$14 billion acquisition by Valeant Pharmaceuticals in April 2015. He is currently a member of the board of directors of Ardelyx, Inc. (Nasdaq: ARDX) and has served as a member of the board of directors of several private companies including Trustwave and Inotek Pharmaceuticals. Mr. Bertrand received a J.D. from the University of Wisconsin and a B.S. in biology from Wayne State University.

John Lunger. Mr. Lunger has served as our Chief Patient Supply Officer since August 2019 and is a member of our Executive Team. He leads the teams responsible for producing and delivering products to patients, accelerating supply execution, and optimizing the supply chain to be ready for commercialization. Previously, Mr. Lunger was our Senior Vice President, Manufacturing and Supply Chain, having joined the Company in March 2017. In this role, he was responsible for clinical manufacturing and global supply of Adaptimmune's autologous T-cell therapy products. Prior to joining Adaptimmune, Mr. Lunger was Head of Supply Chain and Commercial Product Supply at Merrimack Pharmaceuticals where he led clinical and commercial supply chain as well as the cross functional supply team for Merrimack's first commercial product launched in October 2015. Earlier in his career, he held various senior manufacturing, operational, and strategy roles with VWR International, Pfizer, and Wyeth Pharmaceuticals. In his nearly 10 years with Wyeth he held a number of leadership positions, including operations and supply chain strategy, supply management, procurement and strategic sourcing, business systems implementation, generic pharmaceutical business management, and site operations management in a pharmaceutical manufacturing plant in Ireland. Mr. Lunger began his career serving as a nuclear trained officer on a U.S. Navy submarine followed by strategic consulting with Accenture. He previously served as a non-executive director of Genocoe Biosciences, Inc. (Nasdaq: GNCA). Mr. Lunger holds a Bachelor of Science degree (with distinction) in Ocean Engineering from the U.S. Naval Academy and an M.B.A. in economics and operations management from the University of Chicago's Booth School of Business.

Elliot Norry, M.D. Dr. Norry has served as our Chief Medical Officer (CMO) since January 2020 after having served as our acting CMO since August 2019. He is a member of our Executive Team. Previously, he was our Vice President and Head of Clinical Safety and leader of our ADP-A2AFP program, having joined the company in July 2015. Prior to joining Adaptimmune, Dr. Norry served as Safety Development Leader at GSK from 2009, where he managed clinical safety for a broad range of early and late stage products, including approval activities for pazopanib for the treatment of soft tissue sarcoma. He was also Chair of GSK's Hepatic Safety Panel. Prior to his roles in the biotech and pharmaceutical industry, Dr. Norry practiced adult internal medicine at Abington Memorial Hospital in Abington, Pennsylvania for 13 years. He holds a B.A. from Columbia College and an M.D. from New York University. He performed his residency in Internal Medicine at Temple University Hospital in Philadelphia and his fellowship in gastroenterology at Thomas Jefferson University Hospital in Philadelphia.

Joanna Brewer, Ph.D. Dr. Brewer has served as our Chief Scientific Officer since May 2022 and is a member of our Executive Team. Previously, Dr. Brewer served as Senior Vice President, Allogeneic Research at Adaptimmune since December 2019. In this role, she built the Allogeneic Research organization from the ground up and took the concept of iPSC-derived allogeneic T-cell therapies from an idea into the potential for an allogeneic candidate in the clinic. Prior to her SVP role, Dr. Brewer held a series of senior managerial roles within Adaptimmune's research organization. Her experience in immunotherapy and cell therapy at Adaptimmune and its predecessor companies spans more than 20 years and includes roles across the breadth of discovery. Before focusing solely on the allogeneic platform, Dr. Brewer was one of the founding scientists at Adaptimmune who built multiple research teams working on the development of SPEAR T-cell therapies including NY-ESO (transitioned to GSK in 2018), ADP-A2M4 and ADP-A2AFP, as well as early next-generation approaches including the ADP-A2M4CD8 construct. Prior to joining Adaptimmune in 2009, Dr. Brewer held positions at Avidex, Medigene and Immunocore. She holds a master's degree in Natural Sciences, and a Ph.D. in cellular signalling, both from the University of Cambridge, U.K.

EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

Overview

This Compensation Discussion and Analysis (“CD&A”) discusses the compensation philosophy, policies and principles underlying our executive compensation decisions for 2022. This section discusses the material components of the executive compensation program offered to our named executive officers, or NEOs, identified below. As of December 31, 2022, these NEOs were:

- Adrian Rawcliffe, Chief Executive Officer;
- Gavin Wood, Chief Financial Officer;
- William Bertrand, Chief Operating Officer;
- Elliot Norry, Chief Medical Officer; and
- Cintia Piccina, former Chief Commercial Officer (from January 31, 2022)

In connection with the Company’s restructuring, Ms. Piccina separated from the Company as our Chief Commercial Officer effective March 5, 2023. She remains engaged with the Company on a consultancy basis.

Executive Summary

Our primary goal in 2022 was to progress the development of the Company including:

- progressing T-cell therapies toward commercialization. We filed the first module of the Biologics License Application (BLA) with the FDA during 2022 for ADP-A2M4 for the treatment of patients with synovial sarcoma. Further modules are planned to be filed by mid-2023. We are taking steps to initiate a second Phase 2 clinical trial (SURPASS-3) with ADP-A2M4CD8 in ovarian cancers and are aiming to enroll patients in 2023;
- progressing cell therapies into later clinical trials; We have re-focused our priorities around the filing of the BLA for ADP-A2M4 and the SURPASS family of trials with ADP-A2M4CD8. A further cell therapy, PRAME is in preclinical development and we aim to be IND-ready by the end of 2023;
- progressing new autologous cell therapies, including HiT cell therapy candidates, new SPEAR T-cells and next generation TILs, towards the clinic. Multiple cell therapies were developed during 2022. However, in November 2022 we took a decision to focus our clinical and preclinical programs on the MAGE-A4 and PRAME targets including the BLA submission for afami-cel. Other preclinical programs have been deprioritized.
- continuing to develop ‘off-the-shelf’ cell immunotherapies; we have continued to develop our allogeneic platform internally and in collaboration with our partners;
- continuing to improve our manufacturing and patient supply processes to optimize how we deliver our cell therapies to patients; and
- expanding our intellectual property portfolio.

In November 2022 we announced a decision to focus our clinical and preclinical programs on the MAGE-A4 and PRAME targets including the BLA submission for afami-cel. In November 2022, we also announced that, in order to extend the cash runway, in addition to de-prioritizing non-core programs, we were undertaking a restructuring with an anticipated headcount reduction across the Group of approximately 25% to 30%. The restructuring was completed during Q1 2023 with an overall headcount reduction of approximately 25%. We currently estimate that this will result in an extension of the cash runway into early 2025.

Strategic business combination with TCR² Therapeutics Inc.

On March 6, 2023 we announced entry into a definitive agreement under which we will combine with TCR² Therapeutics Inc. (“TCR²”) in an all-stock transaction to create a preeminent cell therapy company

focused on treating solid tumours. The combination provides extensive advantages for clinical development and product delivery supported by complementary technology platforms. The lead clinical franchises for the combined company will utilize engineered T-cell therapies targeting both MAGE-A4 and mesothelin. Following the closing of the transaction, Adaptimmune shareholders will own approximately 75% of the combined company and TCR² stockholders will own approximately 25% of the combined company. The transaction is expected to close in Q2 2023, subject to the receipt of approvals by Adaptimmune shareholders and TCR² stockholders and satisfaction or waiver of other customary closing conditions. Subject to the successful closing of the transaction, it is currently estimated that the cash runway of the combined company will extend into early 2026.

2022 Business Highlights

Notwithstanding the restructuring, 2022 was a year of strong operational performance for Adaptimmune. Key business highlights during 2022 included:

Progressing our T-cell therapies towards commercialisation

- *SPEARHEAD-1 Phase 2 Trial with afami-cel (ADP-A2M4):*
 - Our registration directed Phase 2 clinical trial is ongoing in synovial sarcoma in which the MAGE-A4 antigen is expressed. Filing of a Biologics License Application (BLA) for afamitresgene autoleucel or “afami-cel” in synovial sarcoma has been initiated with the U.S. Food and Drug Administration (“FDA”), with completion of the filing targeted for mid-2023. Cohort 2 of the trial is ongoing and enrollment has now completed.

Progressing our existing clinical candidates through development

- *SURPASS Phase 1 Trial with ADP-A2M4CD8:*
 - Enrollment is ongoing in a Phase 1 trial for our next generation SPEAR T-cell, ADP-A2M4CD8, including for patients with lung, gastroesophageal, head and neck, ovarian and bladder cancers in which the MAGE-A4 antigen is expressed. Across all indications and as of November 23, 2022, the trial has an overall response rate of 37%. In the focus areas of ovarian, urothelial and head and neck cancers the response rate is 75% in patients with three or fewer prior lines of therapy (9 out of 12 patients). The trial includes a combination cohort where participants receive a combination of ADP-A2M4CD8 together with a checkpoint inhibitor (nivolumab). Two new cohorts in urothelial and head and neck cancers for patients with fewer lines of therapy and in combination with standard of care in those settings are also planned to initiate shortly.
- *SURPASS -3 Phase 2 Trial with ADP-A2M4CD8:*
 - A Phase 2 trial for people with platinum resistant ovarian cancer is initiating in early 2023. We have received RMAT designation for ADP-A2M4CD8 for the treatment of this indication from the FDA.

Progressing new autologous cell therapies, including HiT cell therapy candidates, new SPEAR T-cells and next generation TILs, towards the clinic

- We have a preclinical program for T-cell therapies directed to the PRAME target which is expressed in a broad range of tumours. This program is being transitioned from GSK following termination of our collaboration agreement with GSK. Dependent on the data arising from the preclinical program, the first cell therapy targeting PRAME is anticipated to be IND-ready by the end of 2023.

Continuing to develop ‘off-the-shelf’ cell immunotherapies

- We have continued to develop allogeneic or “off-the-shelf” cell therapies utilizing a proprietary allogeneic platform. We have strategic collaborations with Astellas and Genentech Inc (“Genentech”). The collaboration with Genentech covers the research and development of “off-the-shelf” cell therapies for up to five shared cancer targets (“off-the-shelf” products) and the development of a

novel allogeneic personalized cell therapy platform. The collaboration with Astellas (through its wholly-owned subsidiary Universal Cells) related to up to three targets with the aim of co-developing T-cell therapy candidates directed to those targets and utilising our allogeneic platform for “off-the-shelf” cell therapies. The agreement with Astellas was mutually terminated as of March 6, 2023.

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

- During 2022, we finished the work at our Navy Yard facility in preparation for our commercial launch in synovial sarcoma.

2022 Executive Compensation Highlights

The following key compensation actions were taken with respect to our NEOs for 2022:

- **Base Salaries** — The Remuneration Committee approved merit-based adjustments to base salary for certain of our NEOs, and our Board approved a merit-based adjustment to base salary for our CEO, in early January 2022. Ms. Piccina’s base salary was established upon her appointment as our Chief Commercial Officer on January 31, 2022.
- **Annual Cash Bonuses** — At the beginning of 2022, our Board approved the 2022 Annual Cash Bonus Plan and the associated goals thereunder. Upon review of our performance against the established goals, the Remuneration Committee approved a performance factor of 60% of target. In addition to our performance against established goals, the Remuneration Committee also reviewed the resulting payouts our NEOs were eligible for in the context of market benchmarking information, the Company’s cost-saving measures, including the restructuring and headcount reduction across the organization, and the broader impact on our shareholders and employees. As a result, the Remuneration Committee approved annual cash bonus payouts to our NEOs, except our CEO, that were approximately half the amount they were entitled to receive based on the 60% performance factor. The Board elected to not pay our CEO any annual cash bonus.
- **Long-Term Incentive Compensation** — Certain of our NEOs were granted regular long term incentive compensation opportunities in January 2022 in the form of approximately 75% of stock options to purchase ordinary shares and 25% RSU-style options. Ms. Piccina was provided with a grant of stock options and RSU-style options outside the regular equity program upon her appointment as our Chief Commercial Officer on January 31, 2022.

Compensation Philosophy and Program Design

Our philosophy in setting compensation policies for executive officers has two objectives: (1) to attract and retain a highly skilled team of executives and (2) to align our executives’ interests with those of our shareholders by rewarding short-term and long-term performance. Our Remuneration Committee believes that executive compensation should be directly linked both to continuous improvements in corporate performance (“pay for performance”) and accomplishments that are expected to increase shareholder value.

In furtherance of this goal, our Remuneration Committee has adhered to the following guidelines as a foundation for decisions that affect the levels of compensation:

- provide a competitive total compensation package that enables the Company to attract and retain highly qualified executives with the skills and experience required for the achievement of business goals;
- align compensation elements with the Company’s annual goals and long-term business strategies and objectives;
- promote the achievement of key strategic and financial performance measures by linking short-term and long-term cash and equity incentives to the achievement of corporate and individual performance goals; and
- align executives’ incentives with the creation of shareholder value.

Based on this philosophy, our performance-driven executive compensation program has three primary components: base salary, annual cash bonuses, and long-term equity-based compensation. Our Remuneration Committee believes that cash compensation in the form of base salary and annual bonuses provides our executives with short-term rewards for success in operations, and that long-term compensation through the grant of equity awards aligns the objectives of management with those of our shareholders with respect to long-term performance and success.

While it does not have any formal policies for allocating compensation among the three components, our Remuneration Committee reviews relevant competitive market data and uses its judgment to determine the appropriate level and mix of compensation on an annual basis to ensure that compensation levels and opportunities are competitive and that we are able to attract and retain capable executive officers to work for our long-term prosperity and shareholder value, without taking unnecessary or excessive risks.

Pay-for-Performance

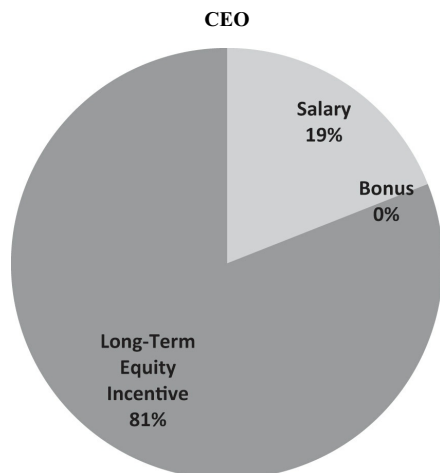
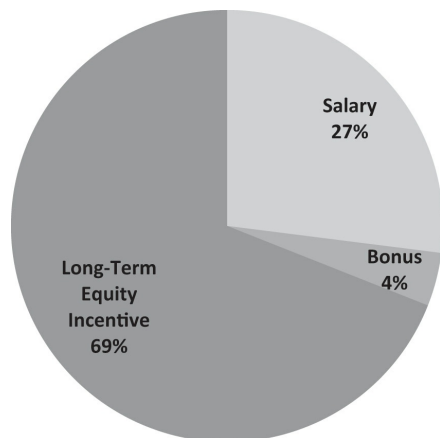
We view our compensation practices as an avenue to communicate our goals and standards of conduct and a means to reward our NEOs for their achievements. We believe our executive compensation program is reasonable, competitive, and appropriately balances the goals of attracting, motivating, rewarding, and retaining our executive officers and that it therefore promotes stability in our leadership.

To ensure our NEOs' interests are aligned with those of our shareholders and to motivate and reward them for achievement of our yearly corporate performance objectives, a significant portion of their target annual total direct compensation opportunity is "at-risk" and will vary above or below target levels commensurate with our performance.

We emphasize performance-based compensation that appropriately rewards our executive officers for delivering financial, operational, and strategic results that meet or exceed pre-established goals through our annual cash bonus plan, as well as share options that make up a significant portion of our long-term incentive compensation arrangements.

The target total direct compensation opportunity for our CEO and our other Named Executive Officers during 2022 reflects this philosophy. The substantial majority of our 2022 compensation to our NEOs was in the form of equity incentive awards, which our Remuneration Committee believes aligns our NEOs' interests with those of our shareholders.

The following charts illustrate the portion of compensation attributable to base salary, annual performance-based cash incentive awards (annual bonus) and long-term equity incentive awards for our Chief Executive Officer, and the average for our other NEOs, as a group, for the year ended December 31, 2022.

CEO 2022 Compensation Mix*Other Named Executive Officers 2022 Average Compensation Mix***OTHER NAMED EXECUTIVE OFFICERS****2022 Executive Compensation Policies and Practices**

We endeavor to maintain sound executive compensation policies and practices, including compensation-related corporate governance standards, consistent with our executive compensation philosophy. During 2022 our executive compensation policies and practices included the following:

- *Remuneration Committee of Independent Directors.* Our Remuneration Committee is composed of all independent directors.
- *Annual Compensation Review.* Our Remuneration Committee undertakes a comprehensive review of compensation of our executives, including our NEOs, on an annual basis.
- *Independent Compensation Consultant.* Our Remuneration Committee engages its own compensation consultant, and reviews its independence from management. The Remuneration Committee engaged Willis Towers Watson and Pearl Meyer to assist with its 2022 compensation reviews.

- *Risk Analysis.* We believe the structure of our executive compensation program minimizes the likelihood of inappropriate risk-taking by our executive officers.
- *Compensation At-Risk.* Our executive compensation program is designed so that a significant portion of compensation is “at risk” based on Company performance, as well as short-term cash and long-term equity incentives to align the interests of our executive officers and shareholders. None of our employment agreements with our NEOs provides any guarantees relating to base salary increases or the amounts of any annual incentive awards or long-term equity awards.
- *No Special Retirement Benefits.* We do not provide special pension arrangements or post-retirement health coverage for our executives or employees. Our U.S.-based executives and other U.S.-based employees are eligible to participate in our Section 401(k) plan, which is a retirement savings defined contribution plan established in accordance with Section 401(a) of the Code. Our U.K.-based executives and other U.K.-based employees are eligible to participate in our U.K. defined contribution plan.
- *Policy Against Hedging, Speculative Trading and Pledging our Stock.* Our insider trading policy prohibits our employees, including our NEOs, and our directors from engaging in “hedging” or other inherently speculative transactions with respect to our securities or borrowing against our securities.
- *No Special Perquisites.* Consistent with other high growth, development-stage biotechnology companies, we generally do not provide perquisites or other personal benefits to our executive officers other than those we provide to our employees generally. From time to time we have provided relocation assistance benefits to our executive officers and other employees in order to attract talent.
- *No Special Health or Welfare Benefits.* Our executive officers participate in broad-based company-sponsored health and welfare benefits programs on the same basis as our other employees.

Process for Setting Executive Compensation

Role of the Remuneration Committee

Our Remuneration Committee is responsible for reviewing and establishing our executive compensation policy and determines the framework for the compensation of our Company’s senior executive officers. Our Remuneration Committee determines the remuneration of our NEOs (except for our CEO) and makes recommendations regarding the compensation of our CEO to the Board for its determination. Our Remuneration Committee also determines the corporate performance goals under the Company’s annual bonus plan and achievement of these goals, and determines the policy for and scope of service agreements for the executive officers and contractual severance payments. Our Remuneration Committee makes recommendations regarding these matters in respect of our CEO to our Board for its determination.

While our Remuneration Committee draws on a number of resources, including input from our CEO and independent compensation consultants, to make decisions regarding the Company’s executive compensation program, ultimate decision-making authority rests with the Remuneration Committee, subject in relation to our CEO’s compensation, to approval by the independent members of the Board. The Remuneration Committee relies upon the judgment of its members in making compensation decisions, after reviewing the performance of the Company and evaluating an executive’s performance during the year against established goals, operational performance and responsibilities. In addition, the Remuneration Committee incorporates judgment in the assessment process to respond to and adjust for the evolving business environment.

Role of Chief Executive Officer

Our Remuneration Committee solicits and reviews our CEO’s recommendations and proposals with respect to annual cash bonus opportunities, long-term incentive compensation opportunities, program structures and other compensation-related matters for our executive officers (other than with respect to his own compensation). Our Remuneration Committee reviews and discusses these recommendations and proposals with our CEO and uses them as one factor in determining and approving the compensation for our executive officers (other than our CEO). Our Remuneration Committee works directly with its compensation consultants to determine compensation actions our CEO, who does not participate in deliberations or determination of his own compensation.

Role of Compensation Consultant

Our Remuneration Committee is authorized to engage a compensation consultant or other advisors to review our executive officers' compensation, including a benchmarking analysis against the compensation of executive officers at comparable companies, to ensure that our compensation is market competitive, with the goal of retaining and adequately motivating our senior management. During 2022, our Remuneration Committee retained Willis Towers Watson (up to July 31, 2022) and Pearl Meyer (effective from August 1, 2022) to make recommendations for updating our compensation peer group, and to review and make recommendations regarding our executive and director compensation for 2022.

Our Remuneration Committee regularly evaluates the performance of its compensation consultants, considers alternative compensation consultants, and has the final authority to engage and terminate such services. The Remuneration Committee assessed the independence of Willis Towers Watson pursuant to SEC rules and the applicable listing standards of The Nasdaq Global Market and concluded that no conflict of interest existed that would prevent Willis Towers Watson from serving as an independent consultant to our Remuneration Committee. Similarly, the Remuneration Committee has assessed the independence of Pearl Meyer pursuant to SEC rules and the applicable listing standards of The Nasdaq Global Market and concluded that no conflict of interest exists that would prevent Pearl Meyer from serving as an independent consultant to our Remuneration Committee.

During 2022, each of Willis Towers Watson and Pearl Meyer regularly attended the meetings of our Remuneration Committee (both with and without management present) and provided the following services:

- consulted with the Remuneration Committee chair and other members between committee meetings;
- conducted a review of the 2021/2022 compensation comparator peer group and made recommendations, as appropriate, for changes for use when making 2022 compensation decisions;
- provided competitive market data based on the compensation peer group and relevant survey data for our executive officer positions and evaluated how the compensation we pay our executive officers compares both to our performance and to the market executive compensation levels;
- reviewed and analyzed the base salary levels, annual cash bonus opportunities, and long-term incentive compensation opportunities of our executive officers;
- assessing executive compensation trends within our industry, and provided updates on corporate governance and regulatory issues and developments;
- reviewed market equity compensation practices, including burn rate and overhang, and advised on the mix of equity award types; and
- provided competitive non-employee director market compensation data from the compensation peer group and evaluated the compensation we pay to our non-employee directors.

Competitive Positioning

Our Remuneration Committee reviews the compensation of similarly-situated executive officers at companies that we consider to be our peers, taking into consideration the experience, position and functional role, level of responsibility and uniqueness of applicable skills of both our executive officers and those of our peers, and the demand and competitiveness for attracting and retaining an individual with each executive officer's specific expertise and experience. While this analysis is helpful in determining market-competitive compensation for senior management, it is only one factor in determining our executive officers' compensation, and our Remuneration Committee exercises its judgment in determining the nature and extent of its use.

For purposes of comparing our executive compensation against the competitive market, our Remuneration Committee reviews and considers the compensation levels and practices of a group of comparable biotechnology companies. The companies in this compensation peer group for 2022/2023 were selected by our Remuneration Committee in September 2022, in consultation with Pearl Meyer, on the basis of their similarity to us in terms of size, market capitalization, stage of development, research and development spend, industry sector, business strategy, and number of employees.

Set forth in the following table is a list of the peer group used for 2022/2023 as compared to the peer group used for 2021/2022. The 2022/2023 peer group was used to benchmark 2022 compensation and set 2023 compensation and the 2021/2022 peer group was used to benchmark 2021 compensation and set 2022 compensation

2022/2023	2021/2022
Achilles Therapeutics plc	Agenus Inc.
Agenus Inc.	Atara Biotherapeutics, Inc
Atara Biotherapeutics, Inc	Athenex, Inc.
Autolus Therapeutics plc	Autolus Therapeutics plc
Bicycle Therapeutics plc	bluebird bio, Inc.
bluebird bio, Inc.	Clovis Oncology, Inc.
Immunocore Holding plc	Dynavax Technologies Corporation
ImmunoGen, Inc	Immunocore Holdings plc.
Inovio Pharmaceuticals, Inc.	ImmunoGen, Inc
Instil Bio, Inc.	Inovio Pharmaceuticals, Inc.
MacroGenics, Inc.	MacroGenics, Inc..
Nkarta, Inc.	Oxford Biomedica plc
Oxford Biomedica plc	Poseida Therapeutics, Inc.
Poseida Therapeutics, Inc.	Precigen, Inc.
Precigen, Inc.	Precision Biosciences, Inc.
Precision Biosciences, Inc.	Sangamo Therapeutics, Inc.
Replimune Group, Inc.	Sorrento Therapeutics, Inc.
Sana Biotechnology, Inc.	TCR2 Therapeutics, Inc.
Sangamo Therapeutics, Inc.	
TCR2 Therapeutics, Inc.	

The Remuneration Committee, with the assistance of Pearl Meyer, utilized data gathered from the public filings of our peer group and size-appropriate, industry-specific data from the Radford Global Compensation Database to establish market benchmarks for our NEOs. This market benchmark data was then used as a reference point for our Remuneration Committee to assess our current compensation levels in the course of its deliberations on forms and amounts of compensation. Given our objective of attracting, retaining, motivating, and rewarding a highly-skilled team of executive officers and other employees, we aim to deliver a total compensation package that is within a competitive range around the median as compared to peers, with an emphasis on equity incentive compensation so as to more effectively tie our NEOs' and employees' interests to those of our shareholders. In light of this, when undertaking its competitive analysis, our Remuneration Committee reviews data pertaining to the 25th, 50th and 75th percentiles for base salary, total cash compensation (base salary plus annual bonus) and long-term incentive compensation. This competitive analysis is one factor, among others, taken into account by our Remuneration Committee in assessing current compensation levels and recommending changes to compensation or additional awards.

Our Remuneration Committee reviews our compensation peer group at least annually and makes adjustments to its composition, taking into account changes in both our business and the businesses of the companies in the peer group.

Say-on-Pay

In accordance with the requirements of U.K. Companies Act 2006, we are required to establish a Directors' Remuneration Policy, which is used to determine the remuneration for our directors, including our Chief Executive Officer (our sole executive director), and our senior executive officers. This is required to be approved by shareholders at least every three years, by the passing of an ordinary resolution at the annual general meeting of shareholders.

At our annual general meeting of shareholders on May 14, 2021 (the “2021 AGM”), a revised Remuneration Policy was presented to shareholders. This Remuneration Policy was supported by 99.50% of shareholder proxy votes cast and the resolution was duly passed. In 2022, the Company adhered to the policy as approved. In 2023, the Company intends to adhere to the policy as approved. Our Remuneration Policy is next scheduled to be proposed for shareholder approval at our 2024 AGM.

Additionally, annually at our annual general meeting of shareholders, we hold a non-binding advisory vote regarding the compensation of our named executive officers and a non-binding advisory vote on our U.K. Directors’ remuneration report. At our 2022 AGM, the non-binding advisory vote of shareholders supported the compensation of our named executive officers by 98.15% of the votes cast at the meeting. The U.K. Directors remuneration report was supported by 98.56% of the votes cast at the meeting. These votes for and against the proposals, together with available feedback from investors, have been and will continue to be considered by the Remuneration Committee and Board in connection with the evaluation of executive and direct compensation.

The Remuneration Committee has considered and will continue to consider the outcome of such votes when making future compensation decisions for our named executive officers. The Remuneration Committee also relies on advice from its compensation consultant, its evaluation of Company performance against pre-defined corporate goals, its understanding of the challenges facing the Company and its observations of executive officer performance to determine executive officer compensation (except for our CEO) and to make recommendations regarding our CEO’s compensation to our Board for its determination.

Executive Compensation Program and Compensation Decisions for the Named Executive Officers

The components of our executive compensation program in 2022 for our NEOs consisted of base salary, an annual cash bonus opportunity, and a long-term incentive compensation opportunity delivered in the form of options to purchase ordinary shares (including RSU-style options).

Annual Base Salary

Overview

The base salaries of our executive officers are designed to compensate them for day-to-day services rendered during the fiscal year. Appropriate base salaries are used to recognize the experience, skills, role and responsibilities required of each executive officer and to allow us to attract and retain individuals capable of leading us to achieve our business goals in competitive market conditions.

The initial base salaries of our executive officers are established through arm’s-length negotiation at the time we hire the individual executive officer, taking into account his or her position, qualifications, experience, prior salary level, and the base salaries of our other executive officers.

Thereafter, the base salaries of our executive officers are reviewed at least annually by our Remuneration Committee, and by our Board in the case of our CEO, and adjustments are made to reflect Company and individual performance, as well as competitive market practices. Our Remuneration Committee also takes into account subjective performance criteria, such as an executive officer’s ability to lead, organize and motivate others, set realistic goals to be achieved in his or her respective area, and recognize and pursue new business opportunities that enhance our growth and success. Our Remuneration Committee does not apply specific formulas to determine increases, but instead makes an evaluation of each executive officer’s contribution to our long-term success. Annual adjustments to base salaries are effective as of January 1 of each year, with off-cycle adjustments to base salaries made under special circumstances, such as promotions or increased responsibilities.

Base salaries for fiscal year 2022

In December 2021, our Remuneration Committee reviewed the base salaries of our NEOs, taking into consideration a competitive market analysis prepared by Willis Towers Watson, the recommendations of our CEO (except with regard to his own base salary), and the other factors described above.

Following this review, our Remuneration Committee determined increases in the annual base salaries of our NEOs, other than our CEO, with all revised annual base salaries effective from January 1, 2022. Base salary increases of 2.5% were approved for Messrs. Wood and Bertrand, resulting in revised base salaries of \$419,618 and \$468,179, respectively. A 5.0% increase in the base salary of Dr. Norry was approved, resulting in a revised base salary of \$446,355. Ms. Piccina's base salary was set upon her appointment as our Chief Commercial Officer on January 31, 2022. With regard to our CEO, our Remuneration Committee recommended, and the Board approved, a 5.3% increase to Mr. Rawcliffe's base salary, resulting in a revised base salary of \$650,000.

A summary of the 2022 base salaries for our NEOs, together with the percent increase compared to their 2021 base salaries (as applicable), is set forth in the table below.

Name	2022 Annual Base Salary (\$)	2021 Annual Base Salary (\$)	% Increase
Adrian Rawcliffe	650,000	617,050	5.3%
Gavin Wood ⁽¹⁾	419,618	409,384	2.5%
William Bertrand	468,179	456,760	2.5%
Elliot Norry	446,355	425,100	5.0%
Cintia Piccina ⁽²⁾	445,000	—	—

- (1) Compensation paid to Mr. Wood is denominated in pounds sterling. For purposes of this table, the amounts for Mr. Wood in the table above have been converted based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2022 (£1/\$1.21030).
- (2) The 2022 annual base salary for Ms. Piccina is an annualized amount based on her base salary of \$445,000 effective January 31, 2022 when she was appointed to the role of Chief Commercial Officer. As Ms. Piccina did not work for the Company during 2021, it is not possible to calculate a percent increase compared to a 2021 base salary.

Annual Cash Bonus Plan

Our NEOs are eligible to earn annual performance-based cash bonuses, which are designed to provide appropriate incentives to our executive officers to achieve annual corporate goals and to reward them for individual performance towards these goals. The annual performance-based bonus each NEO is eligible to receive is generally based on the extent to which we achieve the corporate objectives that the Board establishes each year following a recommendation from our Remuneration Committee.

Our Remuneration Committee determines annual bonuses for our NEOs, and the Board determines the annual bonus for our CEO. At the end of the year, the Board and our Remuneration Committee review our performance and approve the extent to which we achieved each of these corporate goals. Generally, the Board and Remuneration Committee will assess each NEO's individual contributions towards reaching our annual corporate goals but does not typically establish specific individual goals for our NEOs. Our Remuneration Committee and our Board may award above-target bonuses, in amounts up to 150% of the target annual cash bonus opportunities for extraordinary performance in any given year.

The target annual cash bonus opportunities of our NEOs for 2022 are summarized in the table below. All target annual cash bonus opportunities were set as a percentage of base salaries.

Name	2022 Target Annual Cash Bonus Opportunity %	2022 Target Annual Cash Bonus Opportunity (\$)
Adrian Rawcliffe	60%	390,000
Gavin Wood ⁽¹⁾	45%	188,828
William Bertrand	45%	210,681

Name	2022 Target Annual Cash Bonus Opportunity %	2022 Target Annual Cash Bonus Opportunity (\$)
Elliot Norry	45%	200,860
Cintia Piccina ⁽²⁾	45%	183,563

- (1) Compensation paid to Mr. Wood is denominated in pounds sterling. For purposes of this table, the amounts for Mr. Wood in the table above have been converted based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2022 (£1/\$1.21030).
- (2) The 2022 Target Annual Cash Bonus Opportunity percent for Ms. Piccina represented 45% of Ms. Piccina's pro-rated 2022 base salary received of \$407,917 (based on nine months of her base salary of \$445,000 for the period from her appointment as Chief Commercial Officer on January 31, 2022 through December 31, 2022).

Our primary goal in 2022 was to progress the development of the Company with our key corporate goals including:

- progressing T-cell therapies toward commercialisation. We filed the first module of the Biologics License Application (BLA) with the FDA during 2022 for ADP-A2M4 for the treatment of patients with synovial sarcoma. Further modules are planned to be filed by mid-2023. We are taking steps to initiate a second Phase 2 clinical trial (SURPASS-3) with ADP-A2M4CD8 in ovarian cancers and are aiming to enroll patients in 2023;
- progressing cell therapies into later clinical trials; We have re-focussed our priorities around the filing of the BLA for ADP-A2M4 and the SURPASS family of trials with ADP-A2M4CD8. A further cell therapy, PRAME is in preclinical development and we aim to be IND-ready by the end of 2023;
- progressing new autologous cell therapies, including HiT cell therapy candidates, new SPEAR T-cells and next generation TILs, towards the clinic. Multiple cell therapies were developed during 2022. However, in November 2022 we took a decision to focus our clinical and preclinical programs on the MAGE-A4 and PRAME targets including the BLA submission for afami-cel. Other preclinical programs have been deprioritised;
- continuing to develop 'off-the-shelf' cell immunotherapies; we have continued to develop our allogeneic platform internally and in collaboration with our partners;
- continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients; and
- expanding our intellectual property portfolio.

In November 2022 we announced a decision to focus our clinical and preclinical programs on the MAGE-A4 and PRAME targets including the BLA submission for afami-cel. In November 2022, we also announced that, in order to extend the cash runway, in addition to de-prioritizing non-core programs, we were undertaking a restructuring with an anticipated headcount reduction across the Group of approximately 25% to 30%. The restructuring was completed during Q1 2023 with an overall headcount reduction of approximately 25%. We currently estimate that this will result in an extension of the cash runway into early 2025.

2022 annual bonus payments

In January 2023, our Remuneration Committee and our Board reviewed our achievements against our 2022 corporate goals and determined that we had achieved some of our corporate goals. As such, our corporate multiplier was deemed achieved at 60% of target. Our operational performance that determined the 60% corporate multiplier is described below:

Progressing our T-cell therapies towards commercialisation

- *SPEARHEAD-1 Phase 2 Trial with afami-cel (ADP-A2M4):*
 - Our registration directed Phase 2 clinical trial is ongoing in synovial sarcoma in which the MAGE-A4 antigen is expressed. Filing of a Biologics License Application (BLA) for afamitresgene autoleucel or “afami-cel” in synovial sarcoma has been initiated with the U.S. Food and Drug Administration (“FDA”), with completion of the filing targeted for mid-2023. Cohort 2 of the trial is ongoing and enrollment has now completed.

Progressing our existing clinical candidates through development

- *SURPASS Phase 1 Trial with ADP-A2M4CD8:*
 - Enrollment is ongoing in a Phase 1 trial for our next generation SPEAR T-cell, ADP-A2M4CD8, including for patients with lung, gastroesophageal, head and neck, ovarian and bladder cancers in which the MAGE-A4 antigen is expressed. Across all indications and as of November 23, 2022, the trial has an overall response rate of 37%. In the focus areas of ovarian, urothelial and head and neck cancers the response rate is 75% in patients with 3 or fewer prior lines of therapy (9 out of 12 patients). The trial includes a combination cohort where participants receive a combination of ADP-A2M4CD8 together with a checkpoint inhibitor (nivolumab). Two new cohorts in urothelial and head and neck cancers for patients with fewer lines of therapy and in combination with standard of care in those settings are also planned to initiate shortly.
- *SURPASS -3 Phase 2 Trial with ADP-A2M4CD8:*
 - A Phase 2 trial for people with platinum resistant ovarian cancer is initiating in early 2023. We have received RMAT designation for ADP-A2M4CD8 for the treatment of this indication from the FDA.

Progressing new autologous cell therapies, including HiT cell therapy candidates, new SPEAR T-cells and next generation TILs, towards the clinic

- We have a preclinical program for T-cell therapies directed to the PRAME target which is expressed in a broad range of tumours. This program is being transitioned from GSK following termination of our collaboration agreement with GSK. Dependent on the data arising from the preclinical program, the first cell therapy targeting PRAME is anticipated to be IND-ready by the end of 2023.

Continuing to develop ‘off-the-shelf’ cell immunotherapies

- We have continued to develop allogeneic or “off-the-shelf” cell therapies utilizing a proprietary allogeneic platform. We have strategic collaborations with Astellas and Genentech Inc (“Genentech”). The collaboration with Genentech covers the research and development of “off-the-shelf” cell therapies for up to five shared cancer targets (“off-the-shelf” products) and the development of a novel allogeneic personalized cell therapy platform. The collaboration with Astellas (through its wholly-owned subsidiary Universal Cells) related to up to three targets with the aim of co-developing T-cell therapy candidates directed to those targets and utilizing our allogeneic platform for “off-the-shelf” cell therapies. The agreement with Astellas was mutually terminated as of March 6, 2023.

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

- During 2022, we finished the work at our Navy Yard facility in preparation for our commercial launch in synovial sarcoma.

When determining the actual annual bonus payments, our Remuneration Committee considered the calculated payments at 60% of target in the context of market benchmarking information, the Company’s cost-saving measures including the ongoing restructuring and headcount reduction across the organization and the interests of our shareholders and employees. Despite our CEO being eligible to be considered for an annual bonus payment in respect of strong operational and personal performance in 2022, our Remuneration

Committee decided, considering the cash and cost saving measures, including the headcount reduction announced in November 2022, that it would not be appropriate to recommend a payment to our CEO under the 2022 Bonus Plan. Our Board approved the recommendation of a nil bonus award for our CEO and, therefore, Mr. Rawcliffe did not receive any annual bonus payment in respect of the calendar year 2022.

Our Remuneration Committee determined that our other NEOs would receive reduced bonus awards of approximately half the amount that each NEO was eligible for based on the 60% corporate multiplier, reflecting the same factors considered for the CEO while also recognizing individual performance.

The actual 2022 bonus payments are summarized in the table below:

Name	2022 Target Annual Cash Bonus Opportunity (\$)	2022 Calculated Cash Bonus Payment (Based on 60% Performance) (\$)	2022 Actual Annual Cash Bonus Payment (\$)
Adrian Rawcliffe	390,000	234,000	—
Gavin Wood ⁽¹⁾	188,828	113,297	56,648
William Bertrand	210,681	126,409	63,204
Elliot Norry	200,860	120,516	60,258
Cintia Piccina ⁽²⁾	183,563	110,138	55,069

- (1) Compensation paid to Mr. Wood is denominated in pounds sterling. For purposes of this table, the amounts for Mr. Wood in the table above have been converted based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2022 (£1/\$1.21030).
- (2) The 2022 Actual Cash Bonus Payment amount for Ms. Piccina was a pro-rated amount based on 45% of Ms. Piccina's pro-rated 2022 base salary received of \$407,917, which represented nine months of her base salary of \$445,000 for the period from her appointment as Chief Commercial Officer on January 31, 2022 through December 31, 2022.

Other Bonus Compensation

Ms. Piccina received a one-time signing on bonus of \$150,000 upon her appointment as Chief Commercial Officer, of which \$100,000 was paid in February 2022 and \$50,000 was paid in February 2023.

Long-Term Incentive Compensation

Overview

We provide long-term incentive compensation to our executive officers through the grant of equity awards. We believe that equity awards create incentives for our executive officers to assist with the achievement of near and long term corporate objectives to create long-term shareholder value and align their interests with those of our shareholders by creating a return tied to the performance of our stock price. We also believe equity awards create an ownership culture. In addition, the vesting requirements of our equity awards contribute to executive retention by providing an incentive to our executive officers to remain employed by us during the vesting period.

Equity Award Grant Policy. We have an equity award grant policy that formalizes our process for granting equity-based awards to officers and employees. Under our equity award grant policy, all grants to our CEO must be approved by our Board, all grants to our other executive officers must be approved by our Remuneration Committee and all grants to other employees must be granted within guidelines approved by our Remuneration Committee.

Generally, equity awards are granted at the time an executive officer commences employment. Thereafter, equity awards may be granted at varying times and in varying amounts in the discretion of our Remuneration Committee or, if awards are being granted to our Chief Executive Officer, in the discretion of the Board,

but are generally made once a year unless such executive officer is promoted, or for recognition of outstanding performance. None of our executive officers is currently party to an employment agreement that provides for an automatic grant of stock options or other equity awards.

We trade American Depositary Shares (ADSs) on the Nasdaq Global Select Market, or Nasdaq, and one ADS represents six ordinary shares. Our stock options cover our ordinary shares. The exercise price of our stock options, other than our RSU-style options, is equal to the fair market value of our ordinary shares, which is based on the closing market price on Nasdaq of an ADSs divided by six.

Historically, we have granted equity awards to our employees, including our NEOs, in the form of options to purchase our ordinary shares. In December 2017, our Remuneration Committee determined that an increasing number of companies in our compensation peer group grant full value awards, such as restricted stock unit awards, and approved the addition of RSU-style options (which are substantively similar to restricted stock units) to our compensation program to attract and retain highly qualified executives and employees. In this regard, while both stock options and RSU-style options enable our executive officers to benefit, like shareholders, from any increases in the value of our stock, our stock options deliver future value only if the value of our stock increases above the exercise price. In contrast, RSU-style options are set with an exercise price fixed at the nominal value of an ordinary share so, during periods of stock market volatility, RSU-style options may help retain employees. In addition, full value awards, such as RSU-style options, are less dilutive to existing shareholders since fewer shares are needed to achieve an equivalent value relative to stock options.

Our stock options generally vest as to 25% upon the first anniversary of the grant date and 1/36th of the remaining shares each month thereafter until such award is fully vested on the four year anniversary of the grant date, subject to the holder's continued service with us. Our RSU-style options generally vest in four annual installments from the grant date, subject to the holder's continued service with us. From time to time, our Board of Directors or Remuneration Committee may also construct alternate vesting schedules as it determines in its sole discretion. The terms of the equity awards are governed by our option plans, as described under the heading "*Equity Compensation Plan Information*" below.

In determining the appropriate mix of stock options and RSU-style options, our Remuneration Committee and the Board (in the case of grants to the CEO) consider the current stock and other equity holdings of each executive officer and competitive market data of the types of equity compensation provided to executive officers by the companies in our compensation peer group, with a goal of reaching a mix that would provide the appropriate incentives while staying competitive in our market. Regular LTI awards for each of our NEOs were more heavily weighted towards stock options (75%) than RSU-style options (25%).

As with their other elements of compensation, our Remuneration Committee determines the amount of long-term incentive compensation for our NEOs (except for our CEO), and recommends to the Board the amount of long-term incentive compensation for our CEO, as part of its annual compensation review. Our Remuneration Committee does so after taking into consideration a competitive market analysis prepared by its compensation consultant, the recommendations of our CEO (except with respect to his own long-term incentive compensation), the outstanding equity holdings of each executive officer, the proportion of our total shares outstanding used for annual employee long-term incentive compensation awards (our "burn rate") in relation to the proportions of the companies in our compensation peer group, the potential voting power dilution to our shareholders (our "overhang") in relation to the practices of the companies in our compensation peer group, and the other factors described above.

2022 Equity Awards

In early January 2022, after considering the factors described above, our Remuneration Committee granted stock options and RSU-style options to our NEOs (other than Ms. Piccina) and our Remuneration Committee recommended, and the Board granted, stock options and RSU-style options to our CEO, in the following amounts:

Named Executive Officer	Options for ordinary shares (#)	RSU-Style Options for ordinary shares (#)	Equity Awards (Aggregate Grant Date Fair Value) (\$)
Adrian Rawcliffe	4,690,224	1,047,480	2,714,882
Gavin Wood	1,407,072	314,256	814,474
William Bertrand	1,407,072	314,256	814,474
Elliot Norry	2,110,608	471,360	1,221,696
Cintia Piccina	3,376,992	1,089,384	1,588,155

- (1) On January 31, 2022, our Remuneration Committee granted stock options and RSU-style options to Ms. Piccina, on her appointment to the role of Chief Commercial Officer as shown in the table above.

2023 Pay Decisions

In January 2023, our Remuneration Committee also considered that, given the cost-saving measures announced by the Company, it would not be appropriate to recommend an increase to the base salary of our CEO (which recommendation was approved by the Board) and determined that it would not be appropriate to increase the base salaries of our other NEOs. As a result, the base salary of our CEO has been frozen for 2023, and will remain at \$650,000, and the base salaries for our other NEOs have also been frozen for 2023.

In recognition of our CEO's nil bonus payment for 2022 and nil base salary increase for 2023, and with the goal of supporting retention and engagement, in January 2023 our Board approved a one-time grant of RSU-style options to our CEO in line with our approved U.K. Directors' Remuneration Policy. The Board also approved regular annual awards of share options, including RSU-style options, to our CEO. Our Remuneration Committee approved regular annual awards of share options, including RSU-style options, and one-time grants of RSU-style options to our other NEOs. These grants were disclosed on Form 4s filed on January 17, 2023.

Retirement, Health, Welfare and Additional Benefits

Our NEOs are eligible to participate in our employee benefit plans and programs, including medical and dental benefits and life insurance, to the same extent as our other full-time employees, subject to the terms and eligibility requirements of those plans. We also sponsor a 401(k) defined contribution plan in which our NEOs based in the United States may participate, subject to limits imposed by the Internal Revenue Code, to the same extent as all of our other full-time employees. During 2022, we made discretionary employer matching contributions equal to 50% of the first 4% of the elective contributions made by participants in the 401(k) plan. These matching contributions are subject to a vesting schedule. In addition, we made a 3% discretionary Safe Harbor match which is fully vested as of the date on which the contribution is made. We believe that providing a vehicle for tax-deferred retirement savings through our 401(k) plan adds to the overall desirability of our executive compensation package and further incentivizes our employees, including our NEOs, in accordance with our compensation policies. We do not typically provide any perquisites or special personal benefits to our NEOs, but have from time to time reimbursed amounts associated with relocation and other expenses for our NEOs.

Retirement Plans

401(k) Plan

We maintain a tax-qualified retirement plan for our U.S.-based employees that provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. We make discretionary employer matching contributions equal to 50% of the first 4% of the elective contributions made by participants in the 401(k) plan. These company matching contributions are subject to a vesting schedule. In addition, we make a 3% discretionary Safe Harbor matching contribution, which is fully vested as of the date of the contribution. Pre-tax contributions are allocated to each participant's individual account and are

then invested in selected investment alternatives according to the participant's directions. The 401(k) plan is intended to qualify under Sections 401(a) and 501(a) of the Internal Revenue Code. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan.

U.K. Defined Contribution Plan

In the U.K., we maintain a defined contribution plan that provides all U.K. employees, including our NEOs based in the U.K., with an opportunity to contribute a portion of their monthly salary into the plan. If an employee elects to participate in the plan, there is a minimum employee contribution of 4% of monthly salary and the maximum contribution is subject to limits imposed by HM Revenue and Customs ("HMRC") and pension legislation. The employee contribution to this plan is matched by an employer contribution of up to a maximum of 6% of monthly salary. The method by which our U.K. employees participate is through a so-called "salary sacrifice" pursuant to which employees agree to a reduction in monthly salary in an amount equal to the defined contribution plan election. Salary sacrifice arrangements enable employees and the Company to make tax and national insurance savings because the employee's contribution is taken out of his or her gross pay. The amount of the reduction is contributed into the plan in addition to the employer contribution. U.K. employees who have used up their HMRC allowance for contributions may opt to receive a cash payment from the Company equating to the employer contribution of 6% of monthly salary in lieu of the employer contribution into their plan. The cash payment is made through payroll with applicable tax deducted.

Perquisites and Other Personal Benefits Considerations

Consistent with other high growth, development-stage biotechnology companies, we do not currently view perquisites or other personal benefits as a significant component of our executive compensation program. During 2022, none of our NEOs received perquisites or other personal benefits.

Generally, we may provide perquisites or other personal benefits to our employees, including our NEOs, in limited circumstances where we believe it is appropriate to assist an individual in the performance of his or her duties, to make our employees more efficient and effective, and for recruitment and retention purposes. We may provide, and have previously provided, our NEOs and other employees with relocation benefits in order to attract critical talent. Any future perquisites or other personal benefits provided to our NEOs would require approval by the Remuneration Committee and by the Board (in the case of the CEO).

Tax and Accounting Considerations

Deductibility of Executive Compensation

Section 162(m) of the Code limits the compensation deduction for a publicly-traded company for U.S. federal income tax purposes to not more than \$1 million of remuneration paid to certain executive officers ("covered employees") in the company's taxable year (generally, its fiscal year). With respect to taxable years prior to January 1, 2018, remuneration in excess of \$1 million was exempt from this deduction limit if it qualified as "performance-based compensation" within the meaning of Section 162(m).

Effective for taxable years beginning after December 31, 2017, the scope of Section 162(m) was expanded such that all named executive officers (i.e., the corporation's principal executive officer, its principal financial officer, and the three highest compensated officers whose compensation is required to be reported under the U.S. securities laws) are "covered employees." Additionally, anyone who was a covered employee in any year after 2016 will remain a covered employee for as long as he or she (or his or her beneficiaries) receive compensation from the Company. Also, the legislation eliminates the exception to the deduction limit for commission-based compensation and performance-based compensation except with respect to certain grandfathered arrangements in effect as of November 2, 2017 that are not subsequently materially modified. Accordingly, compensation paid to our NEOs in excess of \$1 million that, but for the limits under Section 162(m), is otherwise deductible on a U.S. federal income tax return will not be deductible unless it qualifies for the transition relief applicable to certain arrangements in place as of November 2, 2017, as described above.

To maintain flexibility in compensating our NEOs in a manner designed to promote our corporate goals, our Remuneration Committee has not adopted a policy that all compensation payable to our NEOs that is subject to Section 162(m) must be deductible. Our Remuneration Committee intends to continue to consider the impact of Section 162(m) rules in determining compensation but will not necessarily limit compensation to amounts deductible under Section 162(m); it intends to continue to provide future compensation in a manner consistent with the best interests of the Company and its shareholders. It should also be noted that in the case of some of our NEOs, some or all of their compensation is not deducted on a United States federal income tax return because they perform some or all of their services outside the United States, and accordingly, the deductibility of their compensation is subject to, and deductible under the tax laws of other countries and is not limited by Section 162(m).

Accounting for share-based compensation

We follow the Financial Accounting Standard Board's ASC Topic 718, or ASC Topic 718, for our share-based compensation awards. FASB ASC Topic 718 requires us to estimate and record a compensation expense for all share-based payment awards made to our employees and Board members over the vesting period of the award and based on the grant date "fair value" of the award. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may never realize any value from their awards.

Clawback

We do not have a formal compensation recovery policy, often referred to as a "clawback" policy, which would typically provide that the officers or directors subject to the policy must reimburse the Company for any bonus or other incentive-based or equity-based compensation improperly received. Our Remuneration Committee intends to adopt a formal clawback policy that complies with the specifics of the Nasdaq listing standards once Nasdaq adopts those requirements.

Employment Arrangements

We have employment agreements with our Chief Executive Officer, Chief Operating Officer and Chief Medical Officer and a service agreement with our Chief Financial Officer. We previously had an employment agreement with Ms. Piccina pursuant to which she served as Chief Commercial Officer. These agreements set forth the individual's base salary, bonus compensation, principles for equity compensation and other employee benefits as described above, as well as providing the NEO with the opportunity to receive certain post-employment payments and benefits in the case of certain involuntary terminations of employment or resignations for good reason. The agreements also prohibit our NEOs from engaging directly or indirectly in competition with us, recruiting or soliciting our employees, diverting our customers to a competitor, or disclosing our confidential information or business practices. The Company's executive severance policy is applicable in relation to our NEOs and provides for post-employment compensation arrangements in certain circumstances.

Post-Employment Compensation

Our post-employment compensation arrangements are designed to provide reasonable compensation to executive officers who leave the Company under certain circumstances to facilitate their transition to new employment. Further, we seek to mitigate any potential employer liability and avoid future disputes or litigation by requiring a departing executive officer to sign a separation and release agreement acceptable to us as a condition to receiving post-employment compensation payments or benefits.

Our Remuneration Committee and the Board do not consider specific amounts payable under these post-employment compensation arrangements when establishing annual compensation. It does believe, however, that these arrangements are necessary to offer compensation packages that are competitive.

For more information on the service and employment agreements with our NEOs and post-employment compensation arrangements, see the discussion under the headings "*Employment, Change of Control and Severance Arrangements with Named Executive Officers*" and "*Potential Payments upon Termination or Change in Control*" later in this proxy statement.

Other Compensation Policies and Practices

Policy on Stock Ownership

We do not have a policy requiring our NEOs and our non-employee directors to hold a certain number or value of our shares. However, we encourage our CEO and other NEOs to have a shareholding in the Company and all of our NEOs and our non-employee directors hold shares and/or stock options in the Company. Our Remuneration Committee and the Board are keeping under consideration the adoption of a formal stock ownership policy.

The following table sets forth information with respect to the beneficial ownership of our ordinary shares, as of December 31, 2022, by our NEOs, and the value of that beneficial ownership as a multiple of the 2022 base salaries of our NEOs.

Named Executive Officer	Ordinary Shares Beneficially Owned as of December 31, 2021	
	Number ⁽¹⁾	Value ⁽²⁾
Adrian Rawcliffe	557,646	0.21 x base salary
Gavin Wood	439,178	0.25 x base salary
William Bertrand	526,419	0.27 x base salary
Elliot Norry	137,850	0.08 x base salary
Cintia Piccina	208,944	1.11 x base salary

- (1) The number of ordinary shares is comprised of ordinary shares as to which each NEO has sole voting power and ordinary shares subject to options that are exercisable as of December 31, 2022.
- (2) The value is computed based on the closing price of the ADSs on December 31, 2022 of \$1.46 divided by six to generate \$0.24 per ordinary share, which is multiplied by the number of ordinary shares held by each NEO. Vested stock options where the exercise price equates to an amount greater than \$0.24 per ordinary share have been excluded. This value is compared to the 2022 base salary earned for each of the NEOs in the table above.

Policy against Hedging and Pledging of our Stock

Our insider trading policy prohibits our directors, officers, employees and consultants from engaging in transactions in publicly traded options, such as puts and calls, and other derivative securities with respect to the Company's securities. This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding our securities. Our insider trading policy also prohibits our directors, officers, employees, and consultants from pledging our securities as collateral for loans or holding our securities in margin accounts.

REMUNERATION COMMITTEE REPORT

The material in this report is not (1) “soliciting material,” (2) deemed “filed” with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. The report shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference such filing.

The Remuneration Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management. Based on the review and discussions, the Remuneration Committee recommended to our Board that the Compensation Discussion and Analysis be included in this proxy statement for the fiscal year ended December 31, 2022.

The Remuneration Committee of the Board of Directors

David M. Mott, Chairman

John Furey

2022 Summary Compensation Table

The following table sets forth information concerning the compensation of our NEOs for the fiscal years ended December 31, 2022, December 31, 2021 and December 31, 2020 and with respect to Ms. Piccina for the fiscal year ended December 31, 2022.

The Company has never made, and does not currently make, restricted stock awards or restricted stock unit awards.

Name and Principal Position	Year	Salary (\$)	Option awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$) ⁽⁴⁾	Bonus (\$)	All other compensation (\$)	Total (\$)
Adrian Rawcliffe ⁽¹⁾ <i>Chief Executive Officer</i>	2022	650,000	2,714,882	—		43,645 ⁽⁵⁾	3,408,527
	2021	617,050	3,207,291	351,719		38,941 ⁽⁶⁾	4,215,001
	2020	574,000	1,715,346	378,840		33,416 ⁽⁷⁾	2,701,602
Gavin Wood ⁽²⁾ <i>Chief Financial Officer</i>	2022	419,618	814,474	56,648		31,955 ⁽⁸⁾	1,322,695
	2021	409,384	1,069,101	175,012		31,598 ⁽⁹⁾	1,685,094
	2020	299,549 ⁽¹⁰⁾	990,268	148,276	42,361 ⁽¹¹⁾	23,164 ⁽¹²⁾	1,503,618
William Bertrand <i>Chief Operating Officer</i>	2022	468,179	814,474	63,204		42,415 ⁽¹³⁾	1,388,271
	2021	456,760	1,069,101	195,265		35,062 ⁽¹⁴⁾	1,756,188
	2020	443,456	857,661	219,511		30,485 ⁽¹⁵⁾	1,551,113
Elliot Norry <i>Chief Medical Officer</i>	2022	446,355	1,221,696	60,258		42,436 ⁽¹⁶⁾	1,770,746
	2021	425,100	1,069,101	181,730		35,062 ⁽¹⁷⁾	1,710,993
	2020	390,000	204,881	160,119	117,000 ⁽¹⁸⁾	33,650 ⁽¹⁹⁾	905,650
Cintia Piccina <i>Chief Commercial Officer</i>	2022	407,917 ⁽²⁰⁾	1,588,155	55,069	100,000 ⁽²¹⁾	34,454 ⁽²²⁾	2,185,595

- (1) Mr. Rawcliffe also serves as a director but receives no additional compensation for his service as a director.
- (2) Compensation paid to Mr. Wood is denominated in pounds sterling. For purposes of this table, all amounts in the columns titled “Salary”, “Non-equity incentive plan compensation” and “All other compensation” paid to Mr. Wood have been converted based on the pound sterling/U.S. Dollar exchange rate in effect as of December 31, 2022 (£1/\$1.21030).
- (3) See Note 2 (r) and Note 12 “Share based compensation” to our audited consolidated financial statements, in our Annual Report on Form 10-K for the year ended December 31, 2022 for an explanation of the assumptions used in the calculation of these amounts.
- (4) Amount represents sums paid under our annual cash bonus program.
- (5) Consists of Company payments in the amount of: (i) \$16,617 in matching contributions under the 401(k) plan; (ii) \$19,217 to medical insurance on behalf of Mr. Rawcliffe; (iii) \$5,304 to reimburse accounting fees for preparation of Mr. Rawcliffe’s tax return and (iv) \$2,507 to dental insurance and life insurance on behalf of Mr. Rawcliffe.
- (6) Consists of Company payments in the amount of: (i) \$14,000 in matching contributions under the 401(k) plan; (ii) \$14,896 to medical insurance on behalf of Mr. Rawcliffe; (iii) \$7,538 to reimburse accounting fees for preparation of Mr. Rawcliffe’s tax return and (iv) \$2,507 to dental insurance and life insurance on behalf of Mr. Rawcliffe.
- (7) Consists of Company payments in the amount of: (i) \$13,850 in matching contributions under the 401(k) plan; (ii) \$14,562 to medical insurance on behalf of Mr. Rawcliffe; (iii) \$3,387 to reimburse accounting fees for preparation of Mr. Rawcliffe’s tax return and (iv) \$1,617 to dental insurance and life insurance on behalf of Mr. Rawcliffe.

- (8) Consists of Company payments in the amount of: (i) \$25,177 as a pension contribution and (ii) \$6,778 to medical and life insurance on behalf of Mr. Wood.
- (9) Consists of Company payments in the amount of: (i) \$24,563 as a pension contribution and (ii) \$7,035 to medical and life insurance on behalf of Mr. Wood.
- (10) Mr. Wood has served as our Chief Financial Officer since April 1, 2020. His annualized base salary for 2020 was \$399,399.
- (11) A one-time signing-on payment of \$42,361 was made to Mr. Wood in April 2020.
- (12) Consists of Company payments in the amount of: (i) \$17,973 as a pension contribution and (ii) \$5,191 to medical and life insurance on behalf of Mr. Wood.
- (13) Consists of Company payments in the amount of: (i) \$15,080 in matching contributions under the 401(k) plan: (ii) \$24,828 to medical insurance on behalf of Mr. Bertrand and (iii) \$2,507 to dental insurance and life insurance on behalf of Mr. Bertrand.
- (14) Consists of Company payments in the amount of: (i) \$14,000 in matching contributions under the 401(k) plan: (ii) \$18,555 to medical insurance on behalf of Mr. Bertrand and (iii) \$2,507 to dental insurance and life insurance on behalf of Mr. Bertrand.
- (15) Consists of Company payments in the amount of: (i) \$10,686 in matching contributions under the 401(k) plan: (ii) \$18,183 to medical insurance on behalf of Mr. Bertrand and (iii) \$1,617 to dental insurance and life insurance on behalf of Mr. Bertrand.
- (16) Consists of Company payments in the amount of: (i) \$15,101 in matching contributions under the 401(k) plan: (ii) \$24,828 to medical insurance on behalf of Dr. Norry and (iii) \$2,507 to dental insurance and life insurance on behalf of Dr. Norry.
- (17) Consists of Company payments in the amount of: (i) \$14,000 in matching contributions under the 401(k) plan: (ii) \$18,555 to medical insurance on behalf of Dr. Norry and (iii) \$2,507 to dental insurance and life insurance on behalf of Dr. Norry.
- (18) A one-time retention bonus payment of \$117,000 was made to Dr. Norry in July 2020.
- (19) Consists of Company payments in the amount of: (i) \$13,850 in matching contributions under the 401(k) plan: (ii) \$18,183 to medical insurance on behalf of Dr. Norry and (iii) \$1,667 to dental insurance and life insurance on behalf of Dr. Norry.
- (20) Ms. Piccina served as our Chief Commercial Officer since January 31, 2022. Her annualized base salary for 2022 was \$445,000.
- (21) Ms. Piccina received a one-time signing-on payment of \$150,000, of which \$100,000 was paid in February 2022 and \$50,000 was paid in February 2023.
- (22) Consists of Company payments in the amount of: (i) \$15,250 in matching contributions under the 401(k) plan: (ii) \$16,906 to medical insurance on behalf of Ms. Piccina and (iii) \$2,298 to dental insurance and life insurance on behalf of Ms. Piccina.

Narrative Disclosure to Summary Compensation Table

The amounts reported in the Summary Compensation Table, including base salary, annual cash bonuses and long-term, equity-based compensation awards, are discussed more fully under “*Executive Compensation Discussion and Analysis*”. Our NEOs also participate in employee benefit plans and programs that we offer to our other full-time employees on the same basis and have from time to time received relocation or other expense reimbursements from us.

Outstanding Equity Awards at 2022 Fiscal Year-End

The following table sets forth information regarding equity awards held by our NEOs as of December 31, 2022. All options are options to purchase ordinary shares. The Company has never made, and does not currently make, restricted stock awards or restricted stock unit awards.

Name	First date some or all options are exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Exercisable ⁽²⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽²⁾	Option Exercise Price (\$/Sh) ⁽³⁾	Option Expiration Date
Adrian Rawcliffe	03/16/2016 ⁽⁴⁾	3,000,000	0	0.61	03/16/2025
	01/18/2017 ⁽⁴⁾	939,948	0	1.08	01/18/2026
	01/13/2018 ⁽⁴⁾	2,072,976	0	0.71	01/13/2027
	01/12/2019 ⁽⁴⁾	687,984	0	1.16	01/12/2028
	01/04/2020	0	70,224	0.0012	01/04/2029
	01/04/2020	1,231,541	26,203	0.85	01/04/2029
	06/27/2020	0	35,112	0.0012	06/27/2029
	06/27/2020	550,248	78,624	0.64	06/27/2029
	09/01/2020	0	35,112	0.0012	09/01/2029
	09/01/2020	510,945	117,927	0.27	09/01/2029
	01/16/2021	1,834,245	681,291	0.69	01/16/2030
	01/16/2021	0	280,896	0.0012	01/16/2030
	01/11/2022	0	546,120	0.0012	01/11/2031
	01/11/2022	1,562,275	1,698,125	0.92	01/11/2031
	01/12/2023	0	1,047,480	0.0012	01/12/2032
	01/12/2023	0	4,690,224	0.53	01/12/2032
Gavin Wood	04/01/2021	1,666,600	833,400	0.44	04/01/2030
	04/01/2021	282,500	282,500	0.0012	04/01/2030
	01/11/2022	60,678	182,034	0.0012	01/11/2031
	01/11/2022	520,766	566,050	0.92	01/11/2031
	01/12/2023	0	314,256	0.0012	01/12/2032
	01/12/2023	0	1,407,072	0.53	01/12/2032
William Bertrand	03/15/2018 ⁽⁴⁾	3,407,904	0	0.79	03/15/2027
	01/12/2019 ⁽⁴⁾	644,976	0	1.16	01/12/2028
	01/04/2020	0	56,190	0.0012	01/04/2029
	01/04/2020	985,261	20,963	0.85	01/04/2029
	01/16/2021	917,105	340,639	0.69	01/16/2030
	01/16/2021	0	140,448	0.0012	01/16/2030
	01/11/2022	0	182,034	0.0012	01/11/2031
	01/11/2022	520,766	566,050	0.92	01/11/2031
	01/12/2023	0	314,256	0.0012	01/12/2032
	01/12/2023	0	1,407,072	0.53	01/12/2032

Name	First date some or all options are exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Exercisable ⁽²⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽²⁾	Option Exercise Price (\$/Sh) ⁽³⁾	Option Expiration Date
Elliot Norry	01/18/2017 ⁽⁴⁾	200,000	0	1.08	01/18/2026
	01/13/2018 ⁽⁴⁾	63,024	0	0.71	01/13/2027
	07/07/2018 ⁽⁴⁾	300,000	0	0.75	07/07/2027
	01/12/2019 ⁽⁴⁾	79,824	0	1.16	01/12/2028
	01/04/2020	0	13,422	0.0012	01/04/2029
	01/04/2020	78,161	1,663	0.85	01/04/2029
	01/16/2021	147,000	54,600	0.69	01/16/2030
	01/16/2021	0	67,800	0.0012	01/16/2030
	01/11/2022	520,766	566,050	0.92	01/11/2031
	01/11/2022	0	182,034	0.0012	01/11/2031
	01/12/2023	0	471,360	0.0012	01/12/2032
	01/12/2023	0	2,110,608	0.53	01/12/2032
Cintia Piccina	01/31/2023	0	3,376,992	0.40	01/31/2032
	01/31/2023	0	754,200	0.0012	01/31/2032

(1) Vesting of all options is subject to continued service through the applicable vesting date.

(2) The securities underlying the options are ordinary shares.

(3) For purposes of this table, the exercise price was converted from GBP based on an exchange rate of U.S.\$1.21030 to GBP1.00 in effect as of December 31, 2022. The actual exercise price will be the relevant pounds sterling amount on the option grant date.

(4) This option was fully vested as of December 31, 2022.

Option Exercises and Stock Vested

The following table sets forth the number of shares acquired by our NEOs upon the exercise of stock options during the year ended December 31, 2022 as well as the value realized at that time. All options are options to purchase ordinary shares. The Company has never made, and does not currently make, restricted stock awards or restricted stock unit awards.

Name	Option Awards	
	Number of Shares Acquired on Exercise (#) ⁽¹⁾	Value Realized on Exercise (\$) ⁽²⁾
Adrian Rawcliffe	83,558	273,278
Gavin Wood	—	—
William Bertrand	37,182	132,353
Elliot Norry	20,237	70,860
Cintia Piccina	55,864	98,666

- (1) All shares shown are American Depositary Shares (“ADS”). One ADS represents six ordinary shares of the Company. Mr. Rawcliffe, Dr. Norry, Mr. Bertrand and Ms. Piccina acquired these ADSs, representing ordinary shares, from the partial exercise of RSU-style options covering ordinary shares during the year ended December 31, 2022. Once vested, the RSU-style options must be exercised within a restricted period or they are forfeited. The exercise of the portion of these RSU-style share options and the sale of a portion of the shares were effected pursuant to a Sell to Cover exercise implemented automatically in accordance with the Company’s option plan, under which sufficient ADSs were sold by the Company to satisfy the NEO’s tax withholding obligations and associated sale costs. The residual ADSs are held by the NEO. For more details, see “*Outstanding Equity Awards at 2022 Fiscal Year End*” above.
- (2) The value realized represents the aggregate difference between the fair market value of shares on the dates of exercise and the exercise prices multiplied by the number of shares acquired upon exercise, and is prior to the payment of applicable withholding taxes.

Employment, Change of Control and Severance Arrangements with Named Executive Officers

We have entered into employment agreements with our Chief Executive Officer, Adrian Rawcliffe, and William Bertrand, our Chief Operating Officer and Elliot Norry, our Chief Medical Officer, and Cintia Piccina, our former Chief Commercial Officer, and a service agreement with Gavin Wood, our Chief Financial Officer. These agreements set forth the individual's base salary, bonus compensation, equity compensation and other employee benefits, which are described earlier in this proxy statement. In addition, these agreements provide for severance payments pursuant to our executive severance policy upon a termination of employment under certain circumstances as described below. Certain key terms of those agreements and our executive severance policy are described below.

Adrian Rawcliffe

We entered into an employment agreement with Mr. Rawcliffe on June 26, 2019 that sets forth the terms and conditions under which Mr. Rawcliffe serves as our Chief Executive Officer effective from September 1, 2019. The agreement has no specific term and established an at-will employment relationship. The agreement sets out the initial annual base salary for Mr. Rawcliffe, subject to periodic review by the Company, and the initial annual target bonus opportunity and annual bonus process. Mr. Rawcliffe is eligible to participate in the equity plans sponsored and/or maintained by the Company and its affiliates from time to time, in accordance with the terms of any such plans, at the sole and absolute discretion of the Company and the Board of Directors.

We 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. In the event of a termination of employment by the Company without cause or a resignation by Mr. Rawcliffe for good reason, upon a change of control, any portion of share option awards that were granted and unvested as of the date of termination will vest and immediately become exercisable on the date of termination. Mr. Rawcliffe will also be entitled to payments under the Company's executive severance policy in the event of a termination by the Company without cause or a resignation by Mr. Rawcliffe for good reason without a change of control and upon a change of control. Mr. Rawcliffe is required to resign his position as a Director if the Board requires a resignation in conjunction with the end of the employment relationship. The agreement contains non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions.

Gavin Wood

We entered into a service agreement with Gavin Wood dated February 17, 2020 that sets forth the terms and conditions under which Mr. Wood serves as our Chief Financial Officer and as a director of Adaptimmune Limited effective April 1, 2020. The agreement sets out the initial annual base salary for Mr. Wood, subject to periodic review by the Company, and the initial annual target bonus opportunity and annual bonus process. Under the agreement, Mr. Wood is eligible to participate in the Company's share option schemes, Group Personal Pension Scheme and in the private health care scheme and permanent health insurance schemes maintained by the Company or its affiliates for the benefit of its senior executives.

The agreement provides that Mr. Wood's employment will continue until terminated, other than for cause, upon not less than nine months' advance written notice by the Company or Mr. Wood. On termination of the agreement without cause, we have the right to require Mr. Wood to take garden leave for all or part of the notice period (the remaining term of the contract) and the right to pay salary and benefits in lieu of notice. The agreement provides that, during the period of any garden leave, Mr. Wood has to continue to be available to the Company and will continue to receive his full salary and other contractual entitlements. In addition, the Company can terminate Mr. Wood's employment with immediate effect in certain circumstances including bankruptcy, criminal convictions, gross misconduct or serious or repeated breaches of obligations of his service. In the event of termination for cause, we are not obligated to make any payment in lieu of notice. Mr. Wood is required to resign his position as a Director of Adaptimmune Limited if the Board requires a resignation in conjunction with the end of the employment relationship. The agreement contains non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions.

William Bertrand

We entered into an employment agreement with Mr. Bertrand on March 15, 2017 that sets forth the terms and conditions under which Mr. Bertrand serves as our Chief Operating Officer. The agreement has no specific term and establishes an at-will employment relationship. The agreement sets out the initial annual base salary, subject to periodic review by the Company, and initial annual target bonus opportunity and annual bonus process. Mr. Bertrand is eligible to participate in the equity plans sponsored and/or maintained by the Company and its affiliates from time to time, in accordance with the terms of any such plans, at the sole and absolute discretion of the Company and the Board of Directors.

We may terminate Mr. Bertrand's employment with or without cause and without notice, but he is required to provide at least 60 days' advance written notice to us if he is terminating his employment. In the event of a termination of employment by the Company without cause or a resignation by Mr. Bertrand for good reason, upon a change of control, any portion of share option awards that were granted and unvested as of the date of termination will vest and immediately become exercisable on the date of termination. Mr. Bertrand will also be entitled to payments under the Company's executive severance policy in the event of a termination by the Company without cause or a resignation by Mr. Bertrand for good reason without a change of control and upon a change of control. The agreement contains non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions.

Elliot Norry

We entered into an employment agreement with Dr. Norry on December 16, 2020 that sets forth the terms and conditions under which Dr. Norry serves as our Chief Medical Officer. The agreement has no specific term and establishes an at-will employment relationship. The agreement sets out the initial annual base salary, subject to periodic review by the Company, and initial annual target bonus opportunity and annual bonus process. Dr. Norry is eligible to participate in the equity plans sponsored and/or maintained by the Company and its affiliates from time to time, in accordance with the terms of any such plans, at the sole and absolute discretion of the Company and the Board of Directors.

We may terminate Dr. Norry's employment with or without cause and without notice, but he is required to provide at least 60 days' advance written notice to us if he is terminating his employment. In the event of a termination of employment by the Company without cause or a resignation by Dr. Norry for good reason, upon a change of control, any portion of share option awards that were granted and unvested as of the date of termination will vest and immediately become exercisable on the date of termination. Dr. Norry will also be entitled to payments under the Company's executive severance policy in the event of a termination by the Company without cause or a resignation by Dr. Norry for good reason without a change of control and upon a change of control. The agreement contains non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions.

Cintia Piccina

We entered into an employment agreement with Ms. Piccina on January 26, 2022 that set forth the terms and conditions under which Ms. Piccina formerly served as our Chief Commercial Officer. The agreement had no specific term and established an at-will employment relationship. The agreement set out the initial annual base salary, subject to periodic review by the Company, and initial annual target bonus opportunity and annual bonus process. Under the agreement, Ms. Piccina was eligible to participate in the equity plans sponsored and/or maintained by the Company and its affiliates from time to time, in accordance with the terms of any such plans, at the sole and absolute discretion of the Company and the Board of Directors.

The agreement provided that we could terminate Ms. Piccina's employment with or without cause and without notice, but she was required to provide at least 60 days' advance written notice to us if she terminated her employment. In the event of a termination of employment by the Company without cause or a resignation by Ms. Piccina for good reason, upon a change of control, any portion of share option awards that were granted and unvested as of the date of termination would vest and immediately become exercisable on the date of termination. Ms. Piccina would also be entitled to payments under the Company's executive severance policy in the event of a termination by the Company without cause or a resignation by Ms. Piccina.

for good reason without a change of control and upon a change of control. The agreement contained non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions.

On March 3, 2023, we entered into a separation and consulting agreement (the “Separation and Consulting Agreement”) with Ms. Piccina who also received notice pursuant to the Worker Adjustment and Retraining Notification Act of 1988 (WARN Act). The Separation and Consulting Agreement was effective as of March 5, 2023 and provides that Ms. Piccina’s employment with the Company ended on that date and she will provide consulting services to the Company for a period from March 6, 2023 until September 6, 2023 unless the consulting arrangement is terminated earlier or extended (the “Consulting Period”).

The Separation and Consulting Agreement provides that we will pay Ms. Piccina a severance payment equal to nine months base pay, in the amount of \$333,750, less all applicable deductions and withholdings and a payment equal to the gross value of nine months of health care coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA) totaling \$5,730.84, with these payment to be made in lump-sum form in the next available month-end pay date following the effective date of the Separation and Consulting Agreement. Ms. Piccina acknowledged and agreed that the payments are in full satisfaction of the Company’s obligations under its Executive Severance Policy dated March 10, 2017.

An option covering 3,376,992 ordinary shares (the “Market Value Options”) granted to Ms. Piccina on January 31, 2022 pursuant to the Adaptimmune Therapeutics plc 2016 Employee Share Option Scheme and related plan documents (collectively, the “Plan”) will continue to vest during the Consulting Period, subject to the relevant Plan rules and in accordance with the respective vesting schedule. The Separation and Consulting Agreement provides that Ms. Piccina will not receive any additional compensation for the consulting services. Provided that the Separation and Consulting Agreement is not terminated by the Company for cause, Ms. Piccina will be permitted a period of 12 months from the date that she ceases to be Connected (as defined in the Plan) to exercise the Market Value Options that shall have vested by the date that she ceases to be Connected.

Executive Severance Policy

The Company’s executive severance policy, adopted on March 10, 2017, (the “Executive Severance Policy”) is applicable in relation to our NEOs. If the employment of any of our NEOs is terminated by the Company without cause, or if the NEO resigns for good reason, then the NEO will be entitled under the NEO’s employment or service agreement, as applicable, and the Executive Severance Policy to receive a severance payment equal to the NEO’s annual base salary for nine months and to payment of premiums for continuation of healthcare benefits for a period of nine months following such termination. Our NEOs resident in the U.K. may elect to waive continuation of payment of healthcare premiums and accept a payment in lieu of such premiums. In addition, at the sole discretion of the Board (or an authorized committee thereof), the NEO may be paid a lump sum cash amount equal to his or her annual performance bonus for the year of termination, prorated based on the number of calendar days the NEO was employed during the year.

Furthermore, if the employment of any of our NEOs is terminated without cause or the NEO resigns for good reason within 12 months following a change in control, the NEO will be entitled to receive a severance payment equal to the NEO’s annual base salary for 12 months, payment of premiums for continuation of healthcare benefits for a period of 12 months. Our NEOs resident in the U.K. may elect to waive continuation of payment of healthcare premiums and accept a payment in lieu of such premiums. In addition, the NEO will be paid a lump sum cash amount equal to the full annual performance bonus for the year of termination, and is entitled to accelerated vesting of any unvested and outstanding equity awards. In addition, the Board has discretion under our option plan rules to allow some or all of the options held by our NEOs to vest in the event of a change of control or otherwise.

In order to receive severance benefits under the NEO’s employment or service agreement and the Executive Severance Policy, the NEO is required to execute a release of claims in favor of the Company and comply with certain other post-employment covenants set forth in the NEO’s employment or service agreement, as applicable.

Potential Payments upon Termination or Change in Control

The following table provides information concerning the estimated payments and benefits, pursuant to the service or employment agreement and the Executive Severance Policy, that would be provided in the circumstances described below for each of our NEOs. Payments and benefits are estimated assuming that the triggering event took place on December 31, 2022, and the closing price per share of an American Depositary Share (ADS) on The Nasdaq Global Select Market as of that date (\$1.46). There can be no assurance that a triggering event would produce the same or similar results as those estimated below if such event occurs on any other date or at any other price, or if any other assumption used to estimate potential payments and benefits is not correct. Due to the number of factors that affect the nature and amount of any potential payments or benefits, any actual payments and benefits may be different.

Name	Benefit ⁽¹⁾	Termination without Cause or Resignation for Good Reason Not in Connection with a Change in Control (\$)	Termination without Cause or Resignation for Good Reason in Connection with a Change in Control (\$)
Adrian Rawcliffe	Lump Sum Cash Severance Payment	487,500	650,000
	Lump Sum Bonus Payment ⁽²⁾	—	—
	Vesting Acceleration ⁽³⁾	—	487,864
	Health Insurance Premiums ⁽⁴⁾	14,413	19,217
	Benefit Total	501,913	1,157,081
Gavin Wood	Lump Sum Cash Severance Payment	314,714	419,618
	Lump Sum Bonus Payment ⁽²⁾	56,648	56,648
	Vesting Acceleration ⁽³⁾	—	188,563
	Health Insurance Premiums ⁽⁴⁾	2,001	2,668
	Benefit Total	373,363	667,497
William Bertrand	Lump Sum Cash Severance Payment	351,134	468,179
	Lump Sum Bonus Payment ⁽²⁾	63,204	63,204
	Vesting Acceleration ⁽³⁾	—	167,772
	Health Insurance Premiums ⁽⁴⁾	18,621	24,828
	Benefit Total	432,959	723,983
Elliot Norry	Lump Sum Cash Severance Payment	334,766	446,355
	Lump Sum Bonus Payment ⁽²⁾	60,258	60,258
	Vesting Acceleration ⁽³⁾	—	177,867
	Health Insurance Premiums ⁽⁴⁾	18,621	24,828
	Benefit Total	413,645	709,308
Cintia Piccina	Lump Sum Cash Severance Payment	333,750	445,000
	Lump Sum Bonus Payment ⁽²⁾	55,069	55,069
	Vesting Acceleration ⁽³⁾	—	182,609
	Health Insurance Premiums ⁽⁴⁾	12,680	16,906
	Benefit Total	401,499	699,584

- (1) Reflects the terms of: (a) the service agreements and employment agreements between us and our NEOs described above; (b) the Executive Severance Policy described above; and (c) equity award grant agreements between us and our NEOs for equity grants included in the *Outstanding Equity Awards at 2022 Fiscal Year End* table above. Pursuant to the Executive Severance Policy, any severance payment or

benefit provided under the Executive Severance Policy is reduced by the value of any corresponding payment or benefit provided under the NEO's applicable service or employment agreement or equity award agreement.

- (2) Assumes a lump sum bonus payment based on the bonus payment made in respect of year ended December 31, 2022 in both scenarios. If an NEO's employment is terminated by the Company without cause or the NEO resigns for good reason outside of a change of control scenario, any lump sum bonus payment is at the sole discretion of the Remuneration Committee or the Board (in the case of the CEO), prorated based on the number of calendar days of employment.
- (3) Reflects stock option awards. The Company has never made, and does not currently make, restricted stock awards or restricted stock unit awards. Our options cover ordinary shares that are represented by ADSs. Each ADS represents six ordinary shares of the Company. Stock option awards where the exercise price equates to an amount greater than \$0.24 per ordinary share have been excluded. \$0.24 is based on the closing price of an ADS on December 31, 2022, of \$1.46, divided by six. For stock options, aggregate market value is computed by multiplying the product of (a) the number of unvested shares accelerating as of December 31, 2022, by the sum of (b) (i) \$0.24 less (ii) the option's exercise price.
- (4) Assumes a lump sum payment based on the estimated premiums for COBRA continuation coverage for our NEOs resident in the U.S. (Mr. Rawcliffe, Mr. Bertrand, Dr. Norry and Ms. Piccina) and a lump sum payment based on the estimated premiums for health insurance for our NEO resident in the U.K. (Mr. Wood).

CEO Pay Ratio

Pursuant to a mandate of the Dodd-Frank Act, the SEC adopted a rule requiring annual disclosure of the ratio of the median employee's total annual compensation to the total compensation of the principal executive officer ("PEO"). The PEO of our Company is Adrian Rawcliffe, our Chief Executive Officer.

We believe that our compensation philosophy must be consistent and internally equitable to motivate our employees to create shareholder value. The purpose of the new required disclosure is to provide a measure of pay equity within the organization. We are committed to internal pay equity, and our Remuneration Committee monitors the relationship between the pay our PEO receives and the pay our non-executive employees receive.

As illustrated in the table below, our 2022 PEO to median employee pay ratio was approximately 27:1.

PEO 2022 Compensation	\$3,364,882
Median Employee 2022 Compensation	\$ 122,820
Ratio of PEO to Median Employee Compensation	27:1

We identified the median employee using annualized base salary for 2022, annual bonus earned in 2022 and aggregate grant date fair values for equity awards granted in 2022 to all individuals who were employed by us on December 31, 2022, the last day of our fiscal year (whether employed on a full-time or part-time basis). Reportable wages were annualized for those employees who were not employed for the full calendar year. Equity awards were excluded from the calculation of determining the median employee due to the high volume of staff who had joined our Company during 2022. Equity awards were then included to the median employee to ensure comparability with the PEO.

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules, based on our internal records and the methodology described above. The SEC rules for identifying the median compensated employee allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may use different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Pay Versus Performance Disclosure

In accordance with rules adopted by the Securities and Exchange Commission (“SEC”) pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive “compensation actually paid” (“CAP”) and certain Company performance for the fiscal years listed below. You should refer to our Compensation Discussion & Analysis section of this proxy statement for a complete description of how executive compensation relates to Company performance measures and how the Remuneration Committee makes its decisions related thereto.

Pay Versus Performance Table

The following table provides the information required for our NEOs for each of the fiscal years ended December 31, 2022, December 31, 2021, and December 31, 2020 along with the financial information required to be disclosed for each fiscal year. As a pre-commercial biotechnology company, we do not tie executive compensation to Net Income performance, and we do not have other financial metrics that are used to determine executive compensation. We do tie executive compensation to other meaningful objectives which are listed in the “Tabular List of Important Performance Measures” below and further described in the “Compensation Discussion and Analysis — Annual Cash Bonus Plan” section of our proxy statement.

Year	Summary Compensation Table Total for CEO ⁽¹⁾⁽²⁾ \$	Compensation Actually Paid to CEO ⁽³⁾⁽⁴⁾ \$	Average Summary Compensation Table Total for Non-CEO NEOs ⁽²⁾⁽⁵⁾ \$	Average Compensation Actually Paid to Non-CEO NEOs ⁽³⁾⁽⁴⁾⁽⁵⁾ \$	Year-end value of \$100 invested on December 31, 2019 in:		Net Income (in millions) \$
					ADAP \$	Peer Group ⁽⁶⁾ \$	
2022	3,408,527	269,416	1,666,827	595,706	121.67	111.27	-165.5
2021	4,215,001	2,314,854	1,763,728	906,184	312.50	124.89	-158.1
2020	2,701,602	6,106,998	1,224,338	1,872,014	449.17	125.69	-130.1

- (1) The CEO in each reporting year is Adrian Rawcliffe.
- (2) Summary Compensation Table (“SCT”) numbers include the values as reported in this proxy statement for fiscal year 2022, as reported in the proxy statement filed on April 21, 2022 for fiscal year 2021, and as reported in the proxy statement filed on April 8, 2021 for fiscal year 2020.
- (3) Subtractions from, and additions to, total compensation in the SCT by year to calculate CAP include:

	2022		2021		2020	
	CEO (\$)	Average of Other Non-CEO NEOs (\$)	CEO (\$)	Average of Other Non-CEO NEOs (\$)	CEO (\$)	Average of Other Non-CEO NEOs (\$)
Total Compensation from SCT	3,408,527	1,666,827	4,215,001	1,763,728	2,701,602	1,224,338
Subtractions:						
SCT Value of Stock and Option Awards	2,714,882	1,109,700	3,207,291	1,069,101	1,715,346	676,398
Adjustments:						
Addition: Fair value at year-end of awards granted during the covered fiscal year that are outstanding and unvested at year-end	1,012,862	431,655	1,845,167	410,038	2,245,618	874,484

	2022		2021		2020	
	CEO (\$)	Average of Other Non-CEO NEOs (\$)	CEO (\$)	Average of Other Non-CEO NEOs (\$)	CEO (\$)	Average of Other Non-CEO NEOs (\$)
Addition: Fair value at vest date of awards granted and vested during the covered fiscal year	0	14,534	0	0	0	0
Addition (Subtraction): Year-over-year change in fair value of awards granted in any prior fiscal year that are outstanding and unvested at year end	(1,154,954)	(331,859)	(754,546)	(274,955)	1,374,067	173,336
Addition (Subtraction): Change as of the vesting date (from the end of the prior fiscal year) in fair value of awards granted in any prior fiscal year for which vesting conditions were satisfied at the end of or during the covered fiscal year	(282,317)	(75,751)	216,523	76,474	1,501,056	276,254
(Subtraction): Fair value at end of prior year of awards granted in any prior fiscal year that fail to meet the applicable vesting conditions during the covered fiscal year	0	0	0	0	0	0
Total Adjustments for Equity Awards	(3,139,111)	(1,071,120)	(1,900,147)	(857,544)	3,405,396	647,676
Compensation Actually Paid (as calculated)	269,416	595,706	2,314,854	906,184	6,106,998	1,872,014

- (4) The following tables illustrate the valuation assumptions as of the vesting date for awards that vested in each of 2022, 2021 and 2020. Weighted average fair values for RSU-style options are based on our ordinary share price.

Award Type Vesting	Weighted Average Fair Value		
	2022	2021	2020
RSU-style options	\$ 0.31	\$ 0.53	\$ 0.56

	For Stock Options Vesting in		
	2022	2021	2020
Expected volatility	104% – 117%	103% – 119%	74% – 118%
Expected dividend yield	0%	0%	0%
Expected life, in years	3.0 – 4.5	3.0 – 4.5	3.0 – 4.5
Risk-free interest rate	1.0% – 4.6%	0.2% – 1.3%	0.1% – 1.7%

The following summarizes the valuation assumptions used for stock option awards included as part of CAP:

- a. Expected life of each stock option is based on the “simplified method” using an average of the remaining vesting period and the remaining term, as of the vesting date or fiscal year end date.
 - b. Strike price is based on each grant date closing price and asset price is based on each vesting date closing price or fiscal year end closing price.
 - c. Risk free rate is based on the Treasury Constant Maturity rate closest to the remaining expected life as of the vesting date or fiscal year end date.
 - d. Historical volatility is based on daily price history for each expected life (years) prior to each vesting date or fiscal year end date. Closing prices provided by S&P Capital IQ are adjusted for dividends and splits.
 - e. Represents annual dividend yield on each vesting date or fiscal year end date.
- (5) Non-CEO NEOs reflect the average SCT total compensation and average CAP for the following executives by year:
- a. 2022: Gavin Wood (Chief Financial Officer), William Bertrand (Chief Operating Officer), Elliot Norry (Chief Medical Officer), and Cintia Piccina (Chief Commercial Officer).
 - b. 2021: Gavin Wood (Chief Financial Officer), Helen Tayton-Martin (Chief Business Officer), William Bertrand (Chief Operating Officer), and John Lunger (Chief Patient Supply Officer).
 - c. 2020: Gavin Wood (Chief Financial Officer), Helen Tayton-Martin (Chief Business Officer), William Bertrand (Chief Operating Officer), John Lunger (Chief Patient Supply Officer), and Michael Garone (Former Interim Chief Financial Officer).
- (6) The Peer Group is the Nasdaq Biotechnology Index.

Tabular List of Important Performance Measures

Each year our Remuneration Committee and our Board of Directors determines a set of goals for incentive compensation purposes. In particular, these goals are used in our Annual Cash Bonus Plan. For 2022, these goals included:

- Late-stage program advancement;
- Early-stage program advancement;
- Business development and finance objectives; and
- Research pipeline progression.

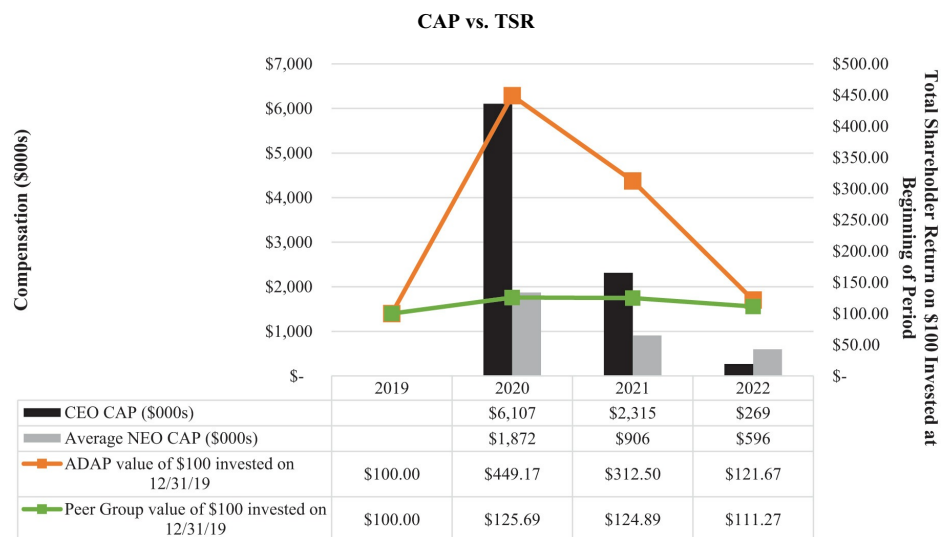
For the full list of 2022 corporate goals, please see “Compensation Discussion and Analysis — Annual Cash Bonus Plan” above.

Pay Versus Performance: Graphical Description

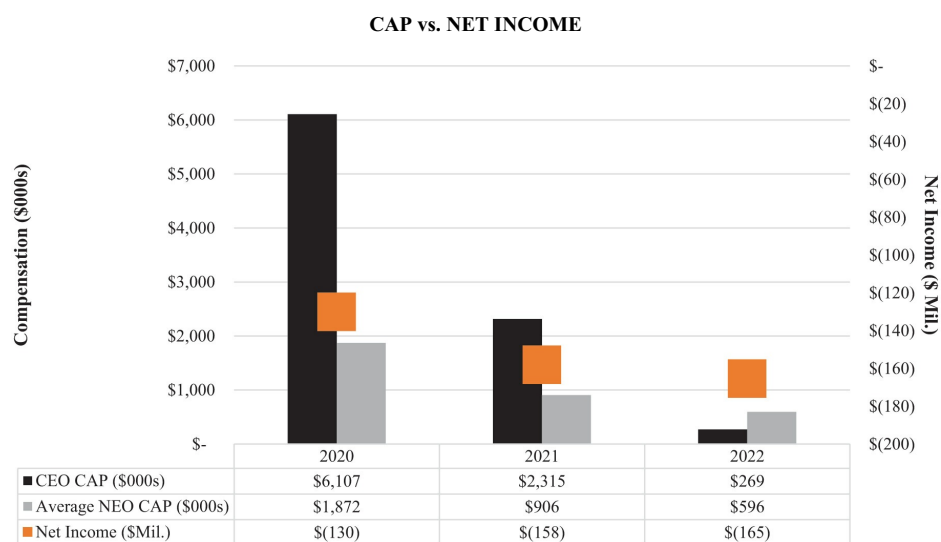
The illustrations below provide a graphical description of CAP (as calculated in accordance with the SEC rules) and the following measures:

- the Company’s cumulative TSR and the Peer Group’s cumulative TSR; and
- the Company’s Net Income.

CAP and Cumulative TSR / Cumulative TSR of the Peer Group



CAP and Company Net Income



Equity Compensation Plan Information

The following table provides information on our equity compensation plans as of December 31, 2022.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options \$	Number of Securities Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans	152,539,089	0.53	77,452,163
Total	152,539,089	0.53	77,452,163

For purposes of this table, the Weighted Average Exercise Price of Outstanding Options has been converted from £0.44 based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2022 (£1/\$1.21030).

The Company grants options over ordinary shares in Adaptimmune Therapeutics plc under the following option plans: (i) the Adaptimmune Therapeutics plc Employee Share Option Scheme (adopted January 14, 2016), (ii) the Adaptimmune Therapeutics plc 2015 Share Option Scheme (adopted March 16, 2015) and (iii) the Adaptimmune Therapeutics plc Company Share Option Plan (adopted March 16, 2015). The Company grants RSU-style options over ordinary shares in Adaptimmune Therapeutics plc under the Adaptimmune Therapeutics plc Employee Share Option Scheme (adopted January 14, 2016). 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 June 30 (or such lower number as the Board, or an appropriate committee of the Board, may determine). The automatic increase is effective from July 1, 2016.

Prior to December 31, 2014, the Company granted options to purchase ordinary shares in Adaptimmune Limited under three option schemes: (i) the Adaptimmune Limited Share Option Scheme (adopted May 30, 2008), (ii) the Adaptimmune Limited 2014 Share Option Scheme (adopted April 11, 2014) and (iii) the Adaptimmune Limited Company Share Option Plan (adopted December 16, 2014). As part of the corporate reorganization 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. Further details of our option plans are set forth in Note 12 titled "Share based compensation" to our consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2022.

AUDIT COMMITTEE REPORT

The Audit Committee oversees the accounting and financial reporting processes of the Company and the audits of the Company's financial statements, evaluates auditor performance, manages relations with the Company's independent registered public accounting firm and evaluates policies and procedures relating to internal control systems. The Audit Committee operates under a written Audit Committee charter that has been adopted by the Board. All members of the Audit Committee currently meet the independence and qualification standards for Audit Committee membership set forth in the listing standards provided by Nasdaq and the SEC, and the Board has determined that each of Mr. Lawrence M. Alleva and Ms. Barbara Duncan is an "audit committee financial expert," as the SEC has defined that term in Item 407 of Regulation S-K.

The Audit Committee members are not professional accountants or auditors. The members' functions are not intended to duplicate or to certify the activities of management and the independent registered public accounting firm. The Audit Committee serves a board-level oversight role in which it provides advice, counsel and direction to management and the auditors on the basis of the information it receives, discussions with management and the auditors, and the experience of the Audit Committee's members in business, financial and accounting matters.

The Audit Committee oversees the Company's financial reporting process on behalf of the Board. The Company's management has the primary responsibility for the financial statements and reporting process, including the Company's system of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed with management the audited financial statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2022. This review included a discussion of the quality and the acceptability of the Company's financial reporting, including the nature and extent of disclosures in the financial statements and the accompanying notes. The Audit Committee also reviewed the progress and results of the testing of the design and effectiveness of its internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

The Audit Committee also reviewed with KPMG LLP ("KPMG"), our independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of the audited financial statements with accounting principles generally accepted in the United States of America, their judgments as to the quality and the acceptability of the Company's financial reporting and such other matters as are required to be discussed with the Committee by Public Company Accounting Oversight Board ("PCAOB") AU380, *Communications with Audit Committees*, and SEC Regulation S-X Rule 207, *Communication with Audit Committees*.

The Audit Committee has received the written disclosures and the letter from KPMG required by the applicable requirements of the PCAOB regarding communications with the audit committee concerning independence. The Audit Committee has discussed with KPMG its independence from management and the Company.

In addition to the matters specified above, the Audit Committee discussed with KPMG the overall scope, plans and estimated costs of their audit. The Committee met with KPMG periodically, with and without management present, to discuss the results of KPMG's examinations, the overall quality of the Company's financial reporting and KPMG's reviews of the quarterly financial statements, and drafts of the quarterly and annual reports.

In reliance on the reviews and discussions referred to above, and subject to the limitations of the Audit Committee's role and responsibilities referred to above and in the Audit Committee charter, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

The Audit Committee of the Board of Directors

Lawrence M. Alleva, Chairman
Barbara Duncan
John Furey

The foregoing report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such acts.

DELIVERY OF PROXY MATERIALS

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, including audited financial statements, accompanies this Proxy Statement. Copies of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and the exhibits thereto are available from the Company without charge upon written request of a shareholder. Copies of these materials are also available online through the SEC at www.sec.gov. The Company may satisfy SEC rules regarding delivery of proxy materials, including this Proxy Statement and the Annual Report, by delivering a single set of proxy materials to an address shared by two or more Company shareholders or ADS holders. This delivery method can result in meaningful cost savings for the Company. In order to take advantage of this opportunity, the Company may deliver only a single set of proxy materials to multiple shareholders or ADS holders who share an address, unless contrary instructions are received prior to the mailing date. Similarly, if you share an address with another shareholder or ADS holders and have received multiple copies of our proxy materials, you may write or call us at the address and phone number below to request delivery of a single copy of the proxy materials in the future. We undertake to deliver promptly upon written or oral request a separate copy of the proxy materials, as requested, to a shareholder or ADS holders at a shared address to which a single copy of the proxy materials was delivered. If you are an ordinary shareholder of record and prefer to receive separate copies of proxy materials either now or in the future, please contact Margaret Henry, Company Secretary, Adaptimmune Therapeutics plc, 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX, United Kingdom or by telephone at +(44) 1235 430036 or email: margaret.henry@adaptimmune.com. If you hold ADSs and you prefer to receive separate copies of proxy materials either now or in the future, please contact the Depositary, your brokerage firm or bank, as applicable.

**EACH SHAREHOLDER IS URGED TO COMPLETE, DATE, SIGN
AND PROMPTLY RETURN THE ENCLOSED FORM OF PROXY OR TO SUBMIT
YOUR PROXY ONLINE.**

**EACH ADS HOLDER IS URGED TO COMPLETE, DATE, SIGN AND PROMPTLY RETURN
THE ADS PROXY CARD TO CITIBANK, N.A., THE DEPOSITARY FOR THE ADSs.**

ADDITIONAL INFORMATION

U.K. Statutory Annual Accounts and Reports of the Board of Directors and Auditors of Adaptimmune Therapeutics plc for the year ended December 31, 2022

Consistent with its obligations under the U.K. Companies Act 2006, our Board of Directors will present at the Meeting our U.K. statutory annual accounts and reports for the year ended December 31, 2022. Accordingly, our Board of Directors will lay before the Company at the Meeting the Company's U.K. statutory annual accounts and reports for the year ended December 31, 2022, which have been approved by and, where appropriate, signed on behalf of our Board of Directors and will be delivered to the Registrar of Companies in the United Kingdom following the Meeting. A copy of our U.K. statutory directors' remuneration report, including the annual report on remuneration, is included as Annex A to this proxy statement. A complete copy of our U.K. statutory annual accounts and reports, including the statutory Board of Directors report, strategic report, and auditor's report on our U.K. accounts will be sent or supplied separately to you no less than 21 days prior to the Meeting. Full accounts and reports will be available on the Adaptimmune website: www.adaptimmune.com

Shareholders' Rights to Call a General Meeting

Our shareholders have the right to call a meeting of our shareholders. The U.K. Companies Act 2006 generally requires the directors to call a general meeting once we have received requests to do so from shareholders representing at least 5% of our paid-up shares entitled to vote at a general meeting. The U.K. Companies Act 2006 generally prohibits shareholders of a U.K. public limited company from passing written resolutions. However, significant shareholders would, in any case, still have the power to call a general meeting and propose resolutions. These provisions are mandatory under the U.K. Companies Act 2006 and cannot be waived by our shareholders.

Shareholder Proposals for 2024 Annual General Meeting

In order to be considered for inclusion in our proxy statement for our 2024 annual general meeting of shareholders, shareholder proposals must be received by the Company at the Office of the Company Secretary, 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX no later than 120 days before the anniversary of the date on which we sent our proxy materials for the Meeting, or December 15, 2023. However, if the date of such annual general meeting is more than 30 calendar days from the date of the anniversary of the Meeting, then the notice must be received by our Company Secretary a reasonable time before we begin to print and send our proxy materials.

Shareholder proposals submitted for consideration at our 2024 annual general meeting of shareholders, but not submitted for inclusion in our proxy statement for our 2024 annual general meeting of shareholders, must be received by the Company at the Office of the Company Secretary, 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX no later than 45 days before the anniversary of the date of the Meeting, or April 1, 2024. However, if the date of the 2024 annual general meeting is changed by more than 30 calendar days from the date of the anniversary of the Meeting, the notice must be received by our Company Secretary at least 45 days prior to the date we intend to distribute our proxy materials with respect to the 2024 annual general meeting. If a shareholder does not timely provide notice as described above, proxies solicited on behalf of our management for the 2024 annual general meeting will confer discretionary authority to vote with respect to any such matter, as permitted by the proxy rules of the SEC.

Under section 338 of the U.K. Companies Act 2006, shareholders representing at least 5% of holders entitled to vote on a resolution at an annual general meeting may require the Company to include such resolution in its notice of an annual general meeting. Provided the applicable thresholds are met, notice of the resolution must be received by the Company at the Office of the Company Secretary, 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX at least six weeks prior to the date of the annual general meeting, or, if later, at the time notice of the annual general meeting is delivered to shareholders.

Questions?

If you have any questions or need more information about the Meeting please write to us at:

Margaret Henry
Company Secretary
Adaptimmune Therapeutics plc
60 Jubilee Avenue
Milton Park, Abingdon
Oxfordshire OX14 4RX
United Kingdom

ANNEX A TO PROXY STATEMENT

Directors' Remuneration Report**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 2022. 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 24 May 2023.

Period Covered by the Directors' Remuneration Report

The Directors' Remuneration Report that follows is for the full year period from 1 January 2022 to 31 December 2022 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 Non-Executive Directors who can substantially contribute to our success as an innovative, clinical-stage biopharmaceutical company. As the Group has operations in the United Kingdom and the United States, our senior executives and our Non-Executive 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 2022

Our primary goal in 2022 was to progress the development of the Group including:

- progressing T-cell therapies toward commercialisation. We filed the first module of the Biologics License Application (BLA) with the FDA during 2022 for ADP-A2M4 for the treatment of patients with synovial sarcoma. Further modules are planned to be filed by mid-2023. We are taking steps to initiate a second Phase 2 clinical trial (SURPASS-3) with ADP-A2M4CD8 in ovarian cancers and are aiming to enroll patients in 2023;
- progressing cell therapies into later clinical trials; We have re-focussed our priorities around the filing of the BLA for ADP-A2M4 and the SURPASS family of trials with ADP-A2M4CD8. A further cell therapy, PRAME is in preclinical development and we aim to be IND-ready by the end of 2023;
- progressing new autologous cell therapies, including HiT cell therapy candidates, new SPEAR T-cells and next generation TILs, towards the clinic. Multiple cell therapies were developed during 2022. However, in November 2022 we took a decision to focus our clinical and preclinical programs on the MAGE-A4 and PRAME targets including the BLA submission for afami-cel. Other preclinical programs have been deprioritised.
- continuing to develop 'off-the-shelf' cell immunotherapies; we have continued to develop our allogeneic platform internally and in collaboration with our partners.
- continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients; and
- expanding our intellectual property portfolio.

In November 2022 we announced a decision to focus our clinical and preclinical programs on the MAGE-A4 and PRAME targets including the BLA submission for afami-cel. In November 2022, we also announced that, in order to extend the cash runway, in addition to de-prioritizing non-core programs, we were undertaking a restructuring with an anticipated headcount reduction across the Group of approximately 25% to 30%. The restructuring was completed during Q1 2023 with an overall headcount reduction of approximately 25%. We currently estimate that this will result in an extension of the cash runway into early 2025.

2022 Business Highlights

Notwithstanding the restructuring, 2022 was a year of strong operational performance for Adaptimmune. Key business highlights during 2022 included:

Progressing our T-cell therapies towards commercialisation

- **SPEARHEAD-1 Phase 2 Trial with afami-cel (ADP-A2M4):**
 - Our registration directed Phase 2 clinical trial is ongoing in synovial sarcoma in which the MAGE-A4 antigen is expressed. Filing of a Biologics License Application (BLA) for afamitresgene autoleucel or “afami-cel” in synovial sarcoma has been initiated with the U.S. Food and Drug Administration (“FDA”), with completion of the filing targeted for mid-2023. Cohort 2 of the trial is ongoing and enrollment has now completed.

Progressing our existing clinical candidates through development

- **SURPASS Phase 1 Trial with ADP-A2M4CD8:**
 - Enrollment is ongoing in a Phase 1 trial for our next generation SPEAR T-cell, ADP-A2M4CD8, including for patients with lung, gastroesophageal, head and neck, ovarian and bladder cancers in which the MAGE-A4 antigen is expressed. Across all indications and as of November 23, 2022, the trial has an overall response rate of 37%. In the focus areas of ovarian, urothelial and head and neck cancers the response rate is 75% in patients with 3 or fewer prior lines of therapy (9 out of 12 patients). The trial includes a combination cohort where participants receive a combination of ADP-A2M4CD8 together with a checkpoint inhibitor (nivolumab). Two new cohorts in urothelial and head and neck cancers for patients with fewer lines of therapy and in combination with standard of care in those settings are also planned to initiate shortly.
- **SURPASS -3 Phase 2 Trial with ADP-A2M4CD8:**
 - A Phase 2 trial for people with platinum resistant ovarian cancer is initiating in early 2023. We have received RMAT designation for ADP-A2M4CD8 for the treatment of this indication from the FDA.

Progressing new autologous cell therapies, including HiT cell therapy candidates, new SPEAR T-cells and next generation TILs, towards the clinic

- We have a preclinical program for T-cell therapies directed to the PRAME target which is expressed in a broad range of tumours. This program is being transitioned from GSK following termination of our collaboration agreement with GSK. Dependent on the data arising from the preclinical program, the first cell therapy targeting PRAME is anticipated to be IND-ready by the end of 2023.

Continuing to develop ‘off-the-shelf’ cell immunotherapies

- We have continued to develop allogeneic or “off-the-shelf” cell therapies utilising a proprietary allogeneic platform. We have strategic collaborations with Astellas and Genentech Inc (“Genentech”). The collaboration with Genentech covers the research and development of “off-the-shelf” cell therapies for up to five shared cancer targets (“off-the-shelf” products) and the development of a novel allogeneic personalized cell therapy platform. The collaboration with Astellas (through its wholly-owned subsidiary Universal Cells) related to up to three targets with the aim of co-developing T-cell

therapy candidates directed to those targets and utilising our allogeneic platform for “off-the-shelf” cell therapies. The agreement with Astellas was mutually terminated as of 6 March 2023.

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

- During 2022, we finished the work at our Navy Yard facility in preparation for our commercial launch in synovial sarcoma.

Strategic business combination with TCR² Therapeutics Inc

On 6 March 2023 we announced entry into a definitive agreement under which we will combine with TCR² Therapeutics Inc (“TCR²”) in an all-stock transaction to create a preeminent cell therapy company focused on treating solid tumours. The combination provides extensive advantages for clinical development and product delivery supported by complementary technology platforms. The lead clinical franchises for the combined company will utilise engineered T-cell therapies targeting both MAGE-A4 and mesothelin. Following the closing of the transaction, Adaptimmune shareholders will own approximately 75% of the combined company and TCR² stockholders will own approximately 25% of the combined company. The transaction is expected to close in Q2 2023, subject to the receipt of approvals by Adaptimmune shareholders and TCR² stockholders and satisfaction or waiver of other customary closing conditions. Subject to the successful closing of the transaction, it is currently estimated that the cash runway of the combined company will extend into early 2026.

Activities and major decisions

In January 2022 the Committee approved stretching annual bonus objectives to be achieved by the CEO and senior executive team for 2022. Despite the CEO being eligible to be considered for an annual bonus payment in respect of strong operational and personal performance in 2022, the Committee decided, considering the cash and cost saving measures, including the headcount reduction recently announced, that it would not be appropriate to recommend a payment to Mr Rawcliffe under the 2022 annual bonus program. Therefore, Mr Rawcliffe did not receive any annual bonus payment in respect of the calendar year 2022. Our senior executive officers received reduced bonus awards of approximately half the amount of eligibility. The Committee did determine it to be appropriate to approve a bonus payment based on a corporate multiplier of 60% to be made to the wider workforce in recognition of the strong operational performance of the Group and their achievement.

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 bonus incentive awards for 2023.

Under the last 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 2022 comprised an award of a fixed number of share options, plus an additional number of share options or cash payment at the 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 Willis Towers Watson in 2022.

Looking ahead

For the coming year, the Committee intends to continue to operate the Directors’ Remuneration Policy approved by shareholders. Given the cost saving measures announced by the Group, the CEO’s base salary has been frozen for 2023 and will remain \$650,000. Base salaries for the senior executive team have also been frozen for 2023.

In recognition of the CEO’s nil base salary increase for 2023 and nil bonus payment for 2022 and with the goal of supporting retention and engagement, in January 2023 the Committee approved a one-off award

of RSU-style options to the CEO in line with the approved Directors' Remuneration Policy. The Committee also approved regular annual awards of share options, including RSU-style options, to the CEO. More details of these grants will be presented in the 2023 Directors Remuneration Report. Regular annual awards and one-off awards of RSU-style options were also made to the senior executive officers.

In January 2023 the Committee approved the objectives to be achieved by the executive team during 2023. These are considered to be commercially sensitive and will not be disclosed in detail, but are designed to support 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 2023 objectives are linked to our business goals, which include the continuation of some 2022 goals:

- Filing the BLA for afami-cel and progressing towards commercialization of afami-cel.
 - We initiated the rolling filing of the BLA with the FDA in Q4 2022 for use of afami-cel for the treatment of synovial sarcoma. Completion of the rolling filing of all modules of the BLA is targeted for mid-2023. Commercial preparations are underway for the launch of afami-cel in synovial sarcoma where there are limited options and a poor prognosis for individuals with advanced disease.
- Progressing the ADP-A2M4CD8 T-cell therapy into later phase clinical trials.
 - Subject to the data from the ongoing SURPASS family of clinical trials, we plan to rapidly progress clinical candidates through clinical trials and towards BLA filing. For example, our Phase 2 ovarian cancer trial with ADP-A2M4CD8 is initiating in 2023 and the SURPASS Phase 1 trial continues in multiple indications including with cohorts aimed at using ADP-A2M4CD8 in earlier lines of treatment alongside existing standard of care.
- Progressing the ADP-A2M4CD8 T-cell therapy into earlier lines of therapy.
 - We are initiating two new cohorts in the SURPASS trial in urothelial and head and neck cancers for patients with fewer lines of therapy and in combination with standard of care in those settings.
- Progressing PRAME directed T-cell therapies into the clinic.
 - We aim to complete preclinical development of our first T-cell therapy directed to PRAME during 2023 and file an IND rapidly following completion of preclinical studies.
- 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 optimize how we deliver our cell therapies to patients.

Generally, the remuneration arrangements adopted in 2023 recognise the greater demands placed on our CEO and senior executive team to deliver on our strategy and create value for our shareholders.

/s/ David M. Mott

David M Mott

Director and Chairman of the Remuneration Committee

15 March 2023

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 2022, which will be put to shareholders for a non-binding vote at the Annual General Meeting to be held on 24 May 2023.

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 2022. For reference only, the second table also shows the remuneration received by the Directors who served for the year ended 31 December 2021, which information was included in the Company's annual report and financial statements for the year ended 31 December 2021 and approved by shareholders at the Annual General Meeting held on 25 May 2022.

During the year ended 31 December 2022, the Committee did not exercise any discretion over remuneration that was due to changes in the Company's share price.

Name of Director	For the year ended 31 December 2022:									
	Fixed Pay ⁽¹⁾				Variable Pay ⁽¹⁾			Overall Total \$	Fixed pay %	Variable pay %
	Salary and fees \$	Benefits \$	Pension allowance \$	Total fixed \$	Annual bonus \$	Equity-Based Awards (6) \$	Total variable \$			
<i>Executive</i>										
Adrian Rawcliffe (CEO)	650,000 ⁽²⁾	27,028 ⁽³⁾	16,617 ⁽⁴⁾	693,645	— ⁽⁵⁾	627,022	627,022	1,320,667	52.52%	47.48%
<i>Non-executives</i>										
David Mott (Chairman)	—	—	—	—	—	—	—	—	0%	0%
Lawrence Alleva	—	—	—	—	—	—	—	—	0%	0%
Ali Behbahani	—	—	—	—	—	—	—	—	0%	0%
Barbara Duncan	50,000	—	—	50,000	—	—	—	50,000	100%	0%
John Furey	57,500	—	—	57,500	—	—	—	57,500	100%	0%
James Noble	17,532 ⁽²⁾	—	—	17,532	—	—	—	17,532	100%	0%
Elliott Sigal	—	—	—	—	—	—	—	—	0%	0%
Tal Zaks	47,500	—	—	47,500	—	—	—	47,500	100%	0%

Name of Director	For the year ended 31 December 2021:									
	Fixed Pay ⁽¹⁾				Variable Pay ⁽¹⁾			Overall Total \$	Fixed pay %	Variable pay %
	Salary and fees \$	Benefits \$	Pension allowance \$	Total fixed \$	Annual bonus \$ ⁽⁶⁾	Equity-Based Awards \$	Total variable \$			
<i>Executive</i>										
Adrian Rawcliffe (CEO)	617,050 ⁽²⁾	24,941 ⁽³⁾	14,000 ⁽⁴⁾	655,991	351,719 ⁽⁵⁾	748,985	1,100,704	1,756,695	37.34%	62.66%
<i>Non-executives</i>										
David Mott (Chairman)	—	—	—	—	—	—	—	—	0%	0%
Lawrence Alleva	—	—	—	—	—	—	—	—	0%	0%
Ali Behbahani	—	—	—	—	—	—	—	—	0%	0%
Barbara Duncan	50,000	—	—	50,000	—	—	—	50,000	100%	0%
John Furey	28,750 ⁽²⁾	—	—	28,750	—	—	—	28,750	100%	0%
James Noble	17,532 ⁽²⁾	—	—	17,532	—	—	—	17,532	100%	0%
Elliott Sigal	—	—	—	—	—	—	—	—	0%	0%
Tal Zaks	47,500	—	—	47,500	—	—	—	47,500	100%	0%

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

- (1) For the year ended 31 December 2022, the majority of the remuneration was set and paid in U.S dollars (\$). For the purpose of these tables, payments made in pounds sterling to Mr James Noble for the year ended 31 December 2022 and the year ended 31 December 2021 have been translated into U.S dollars based on the U.S. dollar/pound sterling exchange rate at 31 December 2022 (\$1.21030 to £1).
- (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 2022, the fee amount for Mr Noble is a pro-rata amount based on six months of his fees effective for the period from 1 January to 30 June 2022. For the year ended 31 December 2021, the fee amount of \$28,750 for Mr Furey and the fee amount of \$17,532 for Mr Noble is a pro-rata amount based on six months of their fees effective for the period from 1 July to 31 December 2021.
- (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 2022 and the year ended 31 December 2021 is his 401(k) plan payment.
- (5) The annual bonus amount for each of the year ended 31 December 2022 and the year ended 31 December 2021 represents the total bonus payment that related to performance in each of 2022 and 2021. For the year ended 31 December 2022, Mr Rawcliffe did not receive a bonus payment. For the year ended 31 December 2021, the bonus amount for Mr Rawcliffe represents 60% of his salary of \$617,050. 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 2022 and the year ended 31 December 2021, 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 2022 and in the year ended 31 December 2021 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

The Committee approved the CEO's base salary increase of 5.3% effective from 1 January 2022. The CEO's base salary was increased from \$617,050 to \$650,000 effective from 1 January 2022.

Annual Bonus

At the beginning of the year, the Committee set stretching objectives for 2022 related to our business strategies for 2022, which included: progressing two T-cell therapies towards commercialization; progressing two cell therapies into later clinical phase; progressing five new autologous cell therapies into the clinic within five years; continuing to develop 'off-the-shelf' cell immunotherapies; continuing to improve our manufacturing and patient supply processes to optimise how we deliver our cell therapies to patients; and expanding our intellectual property portfolio.

As shown in the Single Total Figure of Remuneration table, Mr Rawcliffe, our CEO, did not receive a bonus payment for the year ended 31 December 2022. Mr Rawcliffe was entitled to be considered for a target bonus award at 60% of base salary and with the application of a corporate multiplier. However, the Committee considered it to be appropriate to award a nil bonus payment for 2022 to the CEO in order to support the Company's cost saving measures.

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 2022. 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-commercialization 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 and, therefore, we are providing the categories of objectives, rather than the precise targets.

Long term incentive awards

During January 2022, an award of market value share options covering 4,690,224 ordinary shares and an award of RSU-style options covering 1,047,480 ordinary shares were made to our CEO. All these options vest over a period of four years from the grant date, with the first 25% vesting after 12 months.

These awards were within market competitive levels provided by Willis Towers Watson, 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, and were also 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 2022" table.

These awards were disclosed on Form 4s submitted to the Securities and Exchange Commission on 13 January 2022.

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 2022 and the share options exercised during the year ended 31 December 2022. 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 2022
<i>Executive Director</i>				
Adrian Rawcliffe (CEO)	557,646 ⁽²⁾	21,697,500	12,390,162	501,348
<i>Non-Executive Directors</i>				
David Mott (Chairman)	—	3,002,163	2,001,724	—
Lawrence Alleva	143,364 ⁽³⁾	2,905,500	2,089,433	—
Ali Behbahani	—	2,345,941	1,608,891	—
Barbara Duncan	—	1,867,562	1,367,562	—
John Furey	—	1,600,748	1,100,748	—
James Noble	8,145,700	10,408,244	9,697,533	—
Elliott Sigal	367,038 ⁽⁴⁾	2,734,336	1,997,286	—
Tal Zaks	—	1,703,788	1,203,788	—

(1) All share options that were outstanding as at 31 December 2022 use time-based vesting and are not subject to performance targets other than continued service until the date of vesting.

(2) Consists of 557,646 Ordinary shares represented by 92,941 ADSs obtained from the exercise of RSU-style options in 2019, 2020, 2021 and 2022 covering Ordinary shares granted on 12 January 2018, 4 January 2019, 27 June 2019, 1 September 2019, 16 January 2020 and 11 January 2021 that had vested in 2019, 2020, 2021 and 2022. 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 92,941 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 254,100 Ordinary shares held by Sigal Family Investments LLC, 52,938 Ordinary shares represented by 8,823 ADSs that Dr Sigal purchased during the IPO and 60,000 Ordinary shares represented by 10,000 ADSs purchased by Sigal Family Investments LLC in May 2016.

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 2022

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 2022. 11,239,021 options were granted to Directors during the year ended 31 December 2022. One of our Directors exercised options during the year ended 31 December 2022 (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
<i>Executive Director</i>						
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
	70,224	04/01/19	04/01/19	£ 0.001	04/01/20	04/01/29
	1,257,744	04/01/19	04/01/19	£ 0.70	04/01/20	04/01/29
	35,112	27/06/19	27/06/19	£ 0.001	27/06/20	27/06/29
	628,872	27/06/19	27/06/19	£ 0.53	27/06/20	27/06/29
	35,112	01/09/19	01/09/19	£ 0.001	01/09/20	01/09/29
	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
	280,896	16/01/20	16/01/20	£ 0.001	16/01/21	16/01/30
	546,120	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
	1,047,480	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
Total	21,697,500					
<i>Non-Executive Directors</i>						
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

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
	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
<i>Total</i>	<u>3,002,163</u>					
Lawrence Alleva ⁽²⁾	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
<i>Total</i>	<u>2,905,500</u>					
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
<i>Total</i>	<u>2,345,941</u>					
Barbara Duncan ⁽³⁾	332,776	23/06/16	23/06/16	£ 1.01	23/06/17	23/06/26
	228,765	03/07/17	03/07/17	£ 0.58	03/07/18	03/07/27
	158,233	22/06/18	22/06/18	£ 1.65	22/06/19	22/06/28
	124,000	02/07/19	02/07/19	£ 0.48	02/07/20	02/07/29
	144,000	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
<i>Total</i>	<u>1,867,562</u>					
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
<i>Total</i>	<u>1,600,748</u>					
James Noble ⁽⁴⁾	3,500,000	20/03/15	19/12/14	£0.3557	19/12/15	19/12/24
	1,968,016	18/01/16	18/01/16	£ 0.89	18/01/17	18/01/26
	1,641,106	13/01/17	13/01/17	£ 0.59	13/01/18	13/01/27
	931,632	12/01/18	12/01/18	£ 0.96	12/01/19	12/01/28

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
	192,060	12/01/18	12/01/18	£ 0.001	12/01/19	12/01/28
	140,448	04/01/19	04/01/19	£ 0.001	04/01/20	04/01/29
	733,698	04/01/19	04/01/19	£ 0.70	04/01/20	04/01/29
	31,000	01/04/20	01/04/20	£ 0.36	01/04/21	01/04/30
	179,785	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
	710,711	01/07/22	01/07/22	£ 0.23	01/07/23	01/07/32
<i>Total</i>	<i>10,408,244</i>					
Elliott Sigal ⁽²⁾	519,481	16/03/15	16/03/15	£ 0.50	16/03/16	16/03/25
	24,596	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
<i>Total</i>	<i>2,734,336</i>					
Tal Zaks ⁽³⁾	288,000	29/11/16	29/11/16	£ 0.65	29/11/17	29/11/26
	144,000	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
	124,000	02/07/19	02/07/19	£ 0.48	02/07/20	02/07/29
	144,000	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
<i>Total</i>	<i>1,703,788</i>					

Notes to table of Directors' Equity-based Awards Held at 31 December 2022

- (1) All share options awarded to Directors that were outstanding as at 31 December 2022 use time-based vesting and are not subject to performance targets other than continued service until the date of vesting.
- (2) 519,481 options granted to Lawrence Allewa and 519,481 options granted to Dr Elliott Sigal vested and became exercisable as follows: 25% on the first anniversary of the grant date and 75% in monthly instalments over the following three 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 vest and become exercisable on 1 July 2023.
- (3) 332,776 options granted to Barbara Duncan, 288,000 options granted to Tal Zaks and 284,233 options granted to John Furey were awarded on appointment as new Directors, 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.

- (4) All options granted to James Noble on 20 March 2015 were granted as replacement options in exchange for options formerly held over Ordinary shares of Adaptimmune Limited. Generally, these replacement options vested and became exercisable as follows: 25% on the first anniversary of the grant date of the original options and 75% in monthly instalments over the following three years.

The closing market price of our ADSs on Friday 30 December 2022 was \$1.46. One ADS represents six Ordinary shares.

Payments Made to Past Directors

During the year ended 31 December 2022, we made no payments to former Directors of the Company.

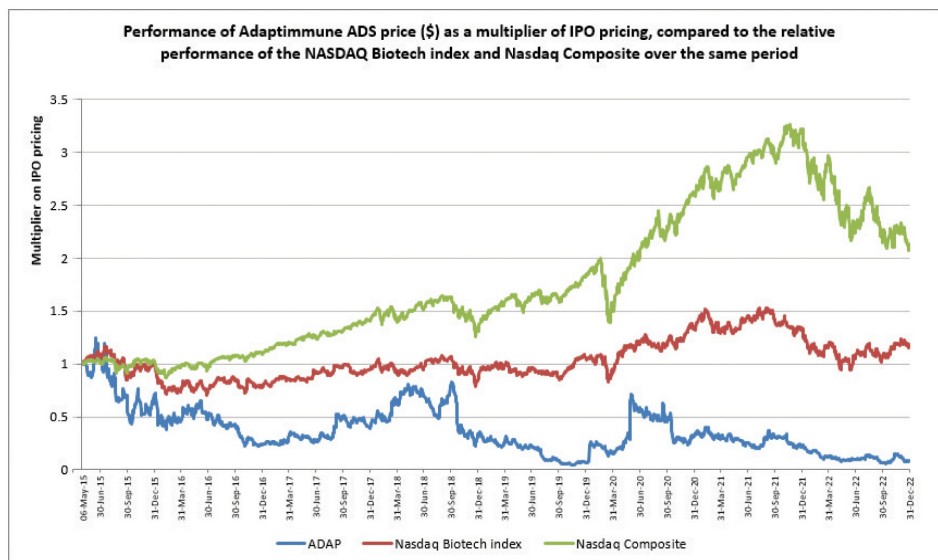
Payments for Loss of Office

During the year ended 31 December 2022, 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 2022 (\$1.21030 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 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:	772,600	47%	100%
Year ended 31 December 2017:	741,418	45%	100%
Year ended 31 December 2016:	496,644	50%	100%
Year ended 31 December 2015:	625,372	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 2022, 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 (\$242,060) 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 \$650,000 for the year ended 31 December 2022 was 6.0 times the value of the average fixed salary of the Group's employees for that period. His average fixed salary of \$617,050 for the year ended 31 December 2021 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 2022 and the year ended 31 December 2021.

Percentage change in remuneration in the year ended 31 December 2022 compared with remuneration in the year ended 31 December 2021

	CEO(⁽¹⁾)	Average change per employee(⁽²⁾)
Base salary	5.3%	(0.9)%
Annual bonus	(100.0)%	(40.7)%
Taxable benefits	8.0%	22.9% ⁽³⁾

- (1) The base salary change for the CEO is calculated in relation to the base salary for Adrian Rawcliffe for 2022 (\$650,000) and compared to the base salary for Adrian Rawcliffe for 2021 (\$617,050). The annual bonus amount for each of the year ended 31 December 2022 and the year ended 31 December 2021 represents the total bonus payment. For the year ended 31 December 2022, the annual bonus amount

for the CEO is reduced by 100% because Adrian Rawcliffe did not receive a bonus payment for that year in light of the cost saving measures recently announced by the Group.

- (2) The average change per employee is calculated in relation to an average number of 534 FTE employees for the year ended 31 December 2022 compared to an average of 463 FTE employees for the year ended 31 December 2021.
- (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 2022, the CEO's benefits were based on the benefits for Adrian Rawcliffe (\$27,028) and compared to the benefits for Adrian Rawcliffe for the year ended 31 December 2021 (\$24,941). 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 Elliot Sigal did not receive a fee payment during each of the year ended 31 December 2022 and the year ended 31 December 2021. 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 2022 and the year ended 31 December 2021.

The following table shows the percentage change in remuneration for each of Barbara Duncan, John Furey, James Noble and Tal Zaks in comparison to the percentage change in remuneration of an employee between the year ended 31 December 2022 and the year ended 31 December 2021.

**Percentage change in remuneration in the year ended 31 December 2022
compared with remuneration in the year ended 31 December 2021**

	Barbara Duncan⁽¹⁾	James Noble⁽²⁾	John Furey⁽³⁾	Tal Zaks⁽⁴⁾	Average change per employee⁽⁵⁾
Fees and base salary	0.0%	0.0%	100.0%	0.0%	(0.9)%
Annual bonus	—%	—%	—%	—%	(40.7)%
Taxable benefits	—%	—%	—%	—%	22.9%

- (1) The fee change for Barbara Duncan is calculated in relation to her fees for 2022 (\$50,000) and compared to her fees for 2021 (\$50,000).
- (2) The fee change for John Furey is calculated in relation to his fees for 2022 (\$57,500), and compared to an amount of \$28,750 for 2021, which is a pro-rated amount based on his election to be paid fees for the period from 1 July to 31 December 2021.
- (3) The fee change for James Noble is calculated in relation to his fees for 2022 (\$17,532) and compared to his fees for 2021 (17,532).
- (4) The fee change for Tal Zaks is calculated in relation to his fees for 2022 (\$47,500) and compared to his fees for 2021 (\$47,500).
- (5) The average change per employee is calculated in relation to an average number of 534 FTE employees for the year ended 31 December 2022 compared to an average of 463 FTE employees for the year ended 31 December 2021.

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 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	25 th percentile pay ratio	Median pay ratio	75 th percentile pay ratio
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	25 th percentile	Median	75 th percentile
2022 Salary (\$)	650,000	44,781	56,914	74,291
2022 Total Remuneration (\$)	1,320,666(1)	50,460	64,450	86,730

- (1) The value of share options (\$627,022) was included in the CEO remuneration. Had the value of the share options been excluded, the Median pay ratio for 2022 would have been 11:1.

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 2022 and the year ended 31 December 2021. Given that the Group remains in the early phases of its business life cycle, 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 72 of its Annual Report and Financial Statements for the year ended 31 December 2022.

Period:	Year ended 31 December 2022	Year ended 31 December 2021
Total spend on remuneration ⁽¹⁾ :	\$ 92,562,000	\$ 86,135,000
Research and development expenses:	\$ 155,163,000	\$ 139,799,000

- (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 2023

Salary

In 2022, 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 2023.

In January 2023, the Committee considered compensation for our CEO in the context of the market benchmarking information and the Group's cost saving measures, including the ongoing restructuring and headcount reduction across the Group. As a result, the Committee decided not to increase the base salary of the CEO whose base salary will remain at \$650,000. The Committee also determined it would not be appropriate to increase the base salaries of the senior executive officers.

Annual bonus

For the year ending 31 December 2023, the CEO is eligible for a target bonus award of 60% of his base salary of \$650,000 (that is, \$390,000), subject to the achievement of objectives. These are linked to our business strategies, which include: filing the BLA for afami-cel and progressing towards commercialization of afami-cel; progressing the ADP-A2M4CD8 T-cell therapy into later phase clinical trials; progressing the ADP-A2M4CD8 T-cell therapy into earlier lines of therapy; progressing PRAME 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 optimize how we deliver our cell therapies to patients.

It is anticipated that the Board will meet in January 2024 to assess the performance of the CEO for the year ending 31 December 2023 against the objectives set out above.

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 2023. 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-commercialization 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 and, therefore, we are providing the categories of objectives, rather than the precise targets.

Long-term incentives

During January 2023, 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. An additional one-off grant of RSU-style options was made in January 2023 to the CEO. Both the additional grant of RSU-style options and the regular annual grants of 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 our Directors' Remuneration policy. Separate annual awards and additional 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 2023.

The Remuneration Committee

The Remuneration Committee is comprised of Mr Mott (Chairman), Mr Furey and Dr Zaks. 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 effective from August 2022 and Willis Towers Watson up to July 2022 to provide independent advice and consultation with respect to remuneration arrangements for the CEO (being our sole Executive Director) and senior management. Each of Pearl Meyer and Willis Towers Watson 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 Radford remuneration consultants. In the year ended 31 December 2022, the amounts paid to Pearl Meyer totalled \$64,103, the amounts paid to Willis Towers Watson totalled \$84,698 and the amounts paid to Radford totalled \$15,044.

In addition to Pearl Meyer, Willis Towers Watson and Radford, 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 2022 and base salaries effective from 1 January 2023 and with respect to equity-based awards made to these persons in January 2023. 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 25 May 2022, 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 2021. 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 2021:

Resolution	Votes For	% of Total	Votes Against	% of Total	Votes Withheld	% of Total
To approve the Directors' Remuneration Report	679,237,246	98.56	9,914,362	1.44	23,574,640	3.42

Statement of Implementation of Remuneration Policy in the Year ended 31 December 2022

There have been no changes to the Directors' Remuneration Policy, as approved at the Annual General Meeting of shareholders held on 14 May 2021. In 2022, the Company adhered to the policy as approved. In 2023, the Company intends to adhere to the policy as approved. That remuneration policy remains effective for a maximum of three years, until 13 May 2024, 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 2020, 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 2021 and remains effective for a maximum of three years, until 13 May 2024, 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 2020, 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 appointed.

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 2022, 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 2023. 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.

<u>Element of Remuneration</u>	<u>Purpose and link to strategy</u>	<u>Operation</u>	<u>Maximum</u>	<u>Performance targets</u>
Base salary	Rewards skills and experience and provides the basis for a competitive remuneration package.	Salaries will be reviewed annually by reference to: (i) market practice and market data on which the Committee receives independent advice; (ii) the individuals'	Salaries will not generally exceed the 75 th percentile of peer group comparator data for the relevant role unless there is a clear business rationale to do so.	Not applicable.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
		<p>experience and scope of the role; (iii) broader employee increases and (iv) rates of inflation.</p> <p>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.</p> <p>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.</p> <p>The Committee may also decide to approve future increases following changes to job responsibilities or to reflect experience within the role.</p>	<p>The Committee will reference alternative data for roles not widely represented in the core peer group.</p> <p>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.</p>	
Pension	Enables Executive Directors to build long-term retirement savings.	<p>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.</p>	6% of basic salary.	Not applicable.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
Benefits	Protects against risks and provides other benefits in line with market practice.	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, we would offer appropriate relocation assistance.	Not applicable.	Not applicable.
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 will be established as a percentage of base salary. The annual bonus is payable in cash after award. When business opportunities or challenges change substantially during the course of the year, the Committee may adjust objectives to meet the changed	Awards will normally be limited to a maximum of 100% of basic 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: <ul style="list-style-type: none"> • successful execution of key elements of pipeline development programmes; • progress with clinical trials programmes; • key regulatory steps (IND grants, regulatory approvals); • progress with business development activities; • the Group's financial position and equity liquidity and valuation.

Element of Remuneration	Purpose and link to strategy	Operation	Maximum	Performance targets
		circumstances and correspondingly realign potential rewards.		A number of these objectives are considered to be commercially sensitive and are therefore not disclosed here in detail.
Long term equity incentives	<p>Motivates and rewards multi-year performance, encouraging achievement of strategy over the medium to long term.</p> <p>Aligns the interests of our Executive Directors and Senior Executives with those of our shareholders.</p> <p>Encourages retention as entitlement to full benefits arising from equity-based awards only accrues over a period of years.</p> <p>Enables us to compete with equity-based remuneration offered by a set of comparable companies with whom we may compete for executive talent.</p>	<p>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. All awards may be subject to performance targets.</p> <p>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.</p> <p>The Committee is able to grant share options which permit phased vesting over the period. Currently, awards vest over a period of four years, with the first 25% vesting after 12 months.</p>	<p>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 period of years.</p> <p>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.</p> <p>Expected values are calculated in accordance with generally accepted methodologies based on Black-Scholes models.</p> <p>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.</p>	<p>Generally, we grant equity-based remuneration awards that vest over time without specific performance targets other than continued service.</p> <p>When making awards, the Committee considers: the size and value of past awards; the performance of the Executive Director or Senior Executive; and competitive data on awards made to executives at comparable companies.</p> <p>Our Severance Policy entitles the Executive Director and Senior Executives to accelerated vesting of options on termination without cause on a change of control.</p> <p>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.</p> <p><i>See Policy on Payments for Loss of Office.</i></p>

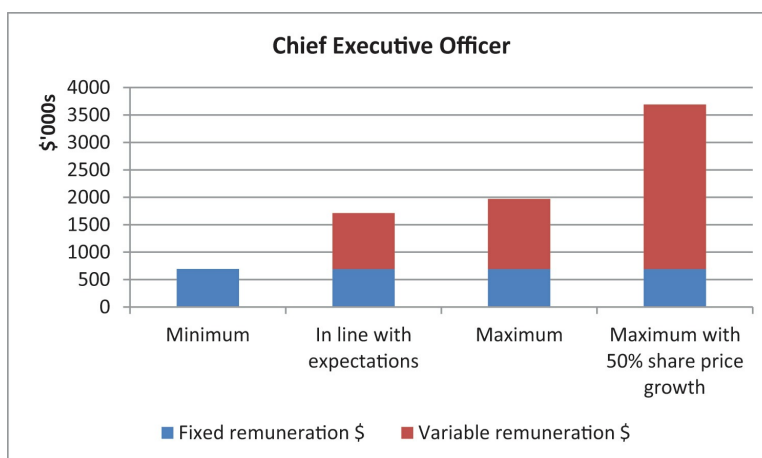
Notes to policy tables

- (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.

Application of the Remuneration Policy to Executive Director Remuneration for the year ending 31 December 2023

The following table provides an illustration of the potential remuneration for the year ending 31 December 2023 for the CEO, as the sole Executive Director, computed in accordance with the Remuneration Policy outlined above and by applying the following assumptions:

Minimum	<p>The base salary for the Executive Director is assumed to be the base salary of \$650,000 per annum effective from 1 January 2023.</p> <p>The value of benefits receivable for the year ending 31 December 2023 is assumed to be the same rates of contributions for a 401(k) plan (pension) and for benefits as for 2022.</p> <p>No bonus is assumed for the Executive Director. The value of the equity-based awards is assumed to be zero.</p>
In line with expectations	<p>The same components for base salary and benefits as reflected for the minimum above.</p> <p>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 2023. 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 2022.</p>
Maximum	<p>The same components for base salary and benefits as reflected for the minimum above.</p> <p>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.</p>
Maximum plus 50% increase	<p>The same components for base salary, benefits and bonus as reflected for the maximum above.</p> <p>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.</p>



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. We employed James Noble, formerly our CEO and our sole Executive Director, on a service agreement providing for termination, other than for cause, upon nine months' advance notice by either the Company or the CEO.

We expect that service agreements with future Executive Directors who are resident in the UK will have comparable provisions to the service agreement for Mr Noble. This would mean that, on termination of the service contract without cause, we have the right to require the Executive Director 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. The Company may terminate the 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. The Executive Director would be required to resign his or her position as a Director if the Board required a resignation in conjunction with the end of the employment relationship. The service agreement would contain non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions.

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. In the event of a termination of employment by the Company without cause or a resignation by Mr Rawcliffe for good reason, upon a change of control, any portion of share option awards that were granted and unvested as of the date of termination will vest and immediately become exercisable on the date of termination. Mr Rawcliffe will also be entitled to payments under the Company's executive severance policy in the event of a termination by the Company without cause or a resignation by Mr Rawcliffe for good reason without a change of control and upon a change of control. The CEO is required to resign his position as a Director if the Board requires a resignation in conjunction with the end of the employment relationship. The agreement contains non-solicitation and non-competition provisions for a 12 month period as well as confidentiality provisions. We expect that service contracts with future Executive Directors who are resident in the USA will have comparable provisions.

In connection with Mr Noble's transition from his CEO role to a Non-Executive Director role effective from 1 September 2019, the Company and Mr Noble entered into a letter agreement in June 2019 relating

to the transition, and entered into a variation agreement in June 2019 that operated to vary Mr Noble's service agreement for the period from 1 September 2019 to 31 March 2020. The letter and related variation agreement covered, amongst other things, vesting of share options and other general terms of Mr Noble's employment during this transition period. In particular, the letter and related variation agreement provided that Mr Noble remained eligible for a bonus payment in respect of the year ended 31 December 2019, subject to the application of the 2019 company performance multiplier, and was eligible to continue to receive his base salary and benefits during his notice period of nine months which ended on 31 March 2020. Mr Noble waived all fees and equity awards for his service as a Non-Executive Director for the period from 1 September 2019 to 31 March 2020. In addition, the letter and related variation agreement provided that Mr Noble was entitled to have a 12 month period, effective from the date when he ceases to be connected with the Company, in which to exercise his vested share options as at 31 March 2020. Those share options which had not vested as at 31 March 2020 were surrendered for no consideration and cancelled.

Copies of the agreements with Mr Rawcliffe and Mr Noble were filed with the Securities and Exchange Commission on 27 June 2019.

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 long-term incentive plans in which the Executive Director participates.

As previously reported in our approved Directors' Remuneration Report for the year ended 31 December 2016, and subsequent reports, during March 2017, the Company entered into an amended service agreement with our Executive Director (then James Noble) and adopted an executive severance policy that is applicable to our Executive Director and senior executive officers on termination other than for cause.

In June 2019, the Company, through its subsidiary, Adaptimmune LLC, entered into an employment agreement with our current Executive Director (Adrian Rawcliffe) in connection with his appointment as CEO effective from 1 September 2019. The amended service agreement with James Noble, the employment agreement with Adrian Rawcliffe and the executive severance policy are compliant with the approved Directors' Remuneration Policy that was applicable at that date and our last approved Directors' Remuneration Policy. In particular, all employment arrangements for any Executive Director(s) 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, and continuing payment obligations for not more than a maximum period of one year following our termination of an Executive Director other than for cause. Payment obligations would include base salary, bonus and benefits. In the event of termination without cause following a change of control, the Executive Director is entitled to accelerated vesting of any unvested and outstanding equity awards. In addition, the Board has discretion under our option scheme rules to allow some or all of the options held by our Executive Director and senior executives to vest in the event of a change of control or otherwise.

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 employment agreement.

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 Arrangements

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 or useful to recruit new Executive Directors or to secure the ongoing service of existing 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 next Directors' Remuneration Report following such appointment. We will also disclose remuneration details for a new Executive Director in accordance with applicable reporting requirements of the Securities and Exchange Commission.

Summary of remuneration policy — Non-Executive Directors

Under the last approved Directors' Remuneration policy, 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 continue to comprise an award of a fixed number of share options, plus an additional number of share options or cash payment at the Director's election. The option awards and cash payments made in 2022 were established at competitive levels taking into account peer data from comparable companies provided in a benchmarking analysis undertaken by Willis Towers Watson in 2022 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 share options that are awarded will not be subject to performance conditions.

Our 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
Non-Executive fees	<p>Reflects time commitments and responsibilities of each role.</p> <p>Reflects fees paid by similarly sized companies.</p>	<p>The remuneration of the Non-Executive Directors will be determined by the Board as a whole by reference to market practice and market data, on which the Committee receives independent advice, and reflects individual experience, scope of the role, time commitment and changes to responsibilities.</p> <p>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.</p> <p>Fees will typically consist of a basic fee for Non-Executive Director responsibilities plus incremental fees for additional roles/responsibilities such as chairmanship of Board committees and a senior independent Non-Executive Director role.</p> <p>The Non-Executive Directors may elect to receive the fees in cash or in the form of an award of additional share options.</p> <p>The Non-Executive Directors do not receive any pension from the Company, nor do they participate in any performance-related incentive plans.</p>	<p>The value of each individual's aggregate fees will not exceed the 75th percentile of peer group comparator data for the relevant role.</p>
Long term equity incentives	<p>For public companies listed in the United States, equity-based remuneration is a standard component of Director remuneration.</p> <p>We extend equity-based awards to our Non-Executive</p>	<p>Non-Executive Directors participate in the Group's long-term incentive plans on terms similar to those used for Executive Directors.</p> <p>Under their appointment letters, each Non-Executive</p>	<p>Not applicable.</p> <p>The option awards will be determined by the Board as a whole working within benchmarking guidelines provided by our compensation consultants.</p>

Element of Remuneration	Purpose and link to strategy	Operation	Maximum
	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.	<p>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 RSU-style awards.</p> <p>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. 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.</p>	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.

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. Their remuneration is reviewed by the Board annually. 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.

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 target annual cash bonus awards, subject to the achievement of objectives and to the overall performance of the Company, and for consideration for regular option awards. Eligibility is dependent on the employee's position and performance, with more senior employees eligible for higher bonus and option award levels.

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

This policy for remuneration of both Executive Directors and Non-Executive Directors was devised by a Remuneration Committee of which all members are Non-Executive Directors. The policy was also approved by the full Board.

Approval

This report was approved by the Board of Directors on 15 March 2023 and signed on its behalf by:

/s/ David M. Mott

David M Mott

Director and Chairman of the Remuneration Committee

15 March 2023

Form of Proxy For Ordinary Shareholders

Adaptimmune Therapeutics plc



All Correspondence to:
Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

Form of Proxy - Annual General Meeting to be held on 16 May 2023 at 12.00 pm (London Time)



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

View the Annual Report online: <https://www.adaptimmune.com/investors-and-media>

Control Number:
PIN:
SRN:

To be effective, all proxy appointments must be lodged with the Company's registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 12.00 pm (London Time) on 12 May 2023.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman of the Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 pm (London Time) on 12 May 2023. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by 12.00 pm (London Time) on 12 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 702 0000 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly note: This form is issued only to the addressee(s) and is specific to the unique designated account printed thereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions

All Named Holders

Form of Proxy

Please use a black pen. Mark an "X" inside the box as shown in this example. ☐ X

**Please complete this box only if you wish to appoint a third party proxy other than the Chairman of the Meeting.
Please leave this box blank if you want to select the Chairman of the Meeting. Do not insert your own name(s).**

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Adaptimmune Therapeutics plc to be held at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire, OX14 4RX on 16 May 2023 at 12.00 pm (London Time), and at any adjourned meeting.

*For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Resolutions

	For	Against	Vote Withheld
1. To re-elect as a director, Adrian Rawcliffe, who retires by rotation in accordance with the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as a director, Barbara Duncan, who retires by rotation in accordance with the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorize the Audit Committee to determine our auditors' remuneration for the fiscal year ending December 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To adopt the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2022 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers for the year ended December 31, 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve our U.K. statutory directors' remuneration report for the year ended December 31, 2022 (excluding our directors' remuneration policy).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorize the Directors under Section 551 of the U.K. Companies Act 2006 (the "2006 Act") to allot shares or to grant rights to subscribe for or to convert any security into shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

9. To empower the Directors to allot equity securities for cash pursuant to Section 570(1) of the 2006 Act as if Section 561(1) of the 2006 Act did not apply to that allotment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We direct my/our proxy to vote on the resolutions proposed at the Meeting as indicated above on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Proxy should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

Signature

DD / MM / YYYY