

Adaptimmune Therapeutics PLC
Form DEF 14A
April 27, 2018

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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 (Amendment No.)

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
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Adaptimmune Therapeutics PLC

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

April 27, 2018

Dear Shareholder:

2018 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 to you because, as of April 25, 2018 (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 **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Wednesday, June 20, 2018 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, on email: margaret.henry@adaptimmune.com, tel: +44 (0)1235 430036 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. 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 **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Monday, June 18, 2018**.

You may also submit your proxy vote online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy) to arrive by no later than **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Monday, June 18, 2018**. 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, 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 Monday, June 18, 2018.

Therefore, if you sell or transfer your ordinary shares in the Company prior to June 18, 2018, 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.

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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 attend and vote at the AGM as an ordinary shareholder. You will also not be able to use the enclosed form of proxy. 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 "*Holder of American Depositary Shares*".

Holder 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, May 3, 2018 (the record date for ADS holders)**.

If you hold ADSs through a bank, broker or nominee on May 3, 2018, 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 Wednesday, June 13, 2018**.

Contacts 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 43077, Providence, RI 02940-3077.

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.

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 its shareholders as a whole and is likely to promote the success of the Company. Accordingly, your Directors unanimously recommend that you vote in favour 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.

Thank you for your ongoing support of Adaptimmune.

Yours sincerely,

/s/ DAVID M. MOTT

David M. Mott

Chairman, Adaptimmune Therapeutics plc

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Adaptimmune Therapeutics PLC

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

NOTICE OF 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, JUNE 20, 2018

NOTICE is hereby given that the Annual General Meeting of Adaptimmune Therapeutics plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the "Company," "we," "us" and "our"), will be held on Wednesday, June 20, 2018, at 11:00 a.m. London time (6:00 a.m. Eastern Standard time), at 60 Jubilee Avenue, Milton Park, Abingdon, Oxfordshire OX14 4RX, for transaction of the following business:

Ordinary resolutions

1. To re-elect as a director, Lawrence Alleva, who retires by rotation in accordance with the Articles of Association.
2. To re-elect as a director, David Mott, who retires by rotation in accordance with the Articles of Association.
3. To re-elect as a director, Elliott Sigal, who retires by rotation in accordance with the Articles of Association.
4. To re-appoint KPMG LLP as our U.K. statutory auditors under the U.K. Companies Act 2006, to hold office until the conclusion of the next general meeting of shareholders at which the U.K. statutory accounts and reports are presented.
5. To authorize the Audit Committee to determine our U.K. statutory auditors' remuneration for the fiscal year ending December 31, 2018.
6. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2017 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2017.
7. To receive and approve our U.K. statutory directors' remuneration report for the year ended December 31, 2017, which is set forth as Part I of *Annex A* to the attached proxy statement.
8. To receive and approve our Directors' Remuneration Policy, which, if approved, will take effect upon conclusion of the Annual General Meeting, which is set forth as Part II of *Annex A* to the attached proxy statement.

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.

The result of the shareholder votes on the ordinary resolutions in proposals 6 and 7 regarding receipt of our U.K. statutory annual accounts and reports for the year ended December 31, 2017 and approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2017 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 6 and 7.

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

BY ORDER OF THE BOARD

/s/ MARGARET HENRY
Margaret Henry
Company Secretary
April 27, 2018

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

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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 June 18, 2018 will be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member, but must attend the meeting in person. Proxy forms should be lodged with the Company's Registrar (Computershare) not later than 11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on June 18, 2018. 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 11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on June 18, 2018. 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.

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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 25, 2018 (being the last practicable date before circulation of this Notice), the Company's issued ordinary share capital consisted of 564,859,960 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 564,859,960.
- (g) Under s527 Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under s527 Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under s527 Companies Act 2006, to publish on a website.
- (h) Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.
- (i) Copies of the service agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any week day (public holidays excepted) from the date of this Notice of AGM until the date of the AGM, and at the place of the AGM for one hour before the meeting and at the meeting itself.
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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 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2018

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", "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 Wednesday, June 20, 2018, at 11:00 a.m. London time (6:00 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 and personal interviews. All costs of solicitation of proxies will be covered by us.

We are mailing the Notice of 2018 AGM, this proxy statement and the form of proxy to our ordinary shareholders of record as of April 25, 2018 (being the latest practicable date before the circulation of this document) for the first time on or about April 27, 2018. In this mailing, we are also including our U.K. statutory annual accounts and reports for the year ended December 31, 2017 ("2017 U.K. Annual Report") and our annual report on Form 10-K for the year ended December 31, 2017 (the "Annual Report on Form 10-K"). In addition, we have provided brokers, dealers, bankers, and their nominees, at our expense, with additional copies of our proxy materials, the 2017 U.K. Annual Report and the Annual Report on Form 10-K so that our record holders can supply these materials to the beneficial owners of our ordinary shares.

Whilst this document is being sent to our ordinary shareholders of record, this document will also be sent 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 June 20, 2018

Our Notice of 2018 AGM, this proxy statement, the Annual Report on Form 10-K, our 2017 U.K. Annual Report and our form of proxy are available in the Investors section of our website at <https://www.adaptimmune.com>.

QUESTIONS AND ANSWERS ABOUT VOTING

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

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need to attend the Meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed form of proxy. Alternatively, please submit your proxy online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy), in any event to arrive by no later than **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Monday, June 18, 2018.**

We intend to mail this proxy statement and the accompanying form of proxy on or about April 27, 2018 to all ordinary shareholders of record entitled to vote at the Meeting.

Materials for ADS holders of record, including this proxy statement, the Annual Report on Form 10-K and an ADS proxy card, will be mailed on or about May 7, 2018 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 May 3, 2018 (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 Monday, June 18, 2018 will be entitled to vote at the Meeting.

As of April 25, 2018 (being the last practicable date before the circulation of this proxy statement) there were 564,859,960 ordinary shares issued and outstanding and entitled to vote.

Whether or not you plan to attend the Meeting, we urge you to fill out and return the enclosed form of proxy to ensure your vote is counted. Alternatively, please submit your proxy online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy) to arrive by no later than **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Monday, June 18, 2018.**

If you sell or transfer your ordinary shares in the Company prior to June 18, 2018, 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 25, 2018, 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. As a beneficial owner, you may have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Meeting. However, because you are not the shareholder of record, you may not vote your shares in person at the Meeting and 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, May 3, 2018 (the record date for ADS holders).**

If you hold ADSs through a brokerage firm, bank or nominee on May 3, 2018, the materials for ADS holders, including the ADS proxy card, will be sent to that organization. The organization holding

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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. **no later than 10:00 a.m. Eastern Standard Time on Wednesday, June 13, 2018.**

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

Contacts 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 43077, Providence, RI 02940-3077.

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 8 or abstain from voting your shares on one or more of these proposals.

Proposals 1 through 8 will be proposed as ordinary resolutions. 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.

With regard to proposals 6 and 7 regarding receipt of our U.K. statutory annual accounts and reports for the year ended December 31, 2017 and approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2017, the votes on these proposals will not require our Board of Directors or any committee 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 these proposals.

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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 Lawrence Alleva as a director	FOR
2	Re-election of David Mott as a director	FOR
3	Re-election of Elliott Sigal as a director	FOR
4	Re-appointment of KPMG LLP as our U.K. statutory auditors under the U.K. Companies Act 2006, to hold office until the conclusion of the next general meeting at which the U.K. statutory accounts and reports are presented	FOR
5	Authorization for the Audit Committee to determine our U.K. statutory auditors' remuneration for the fiscal year ending December 31, 2018	FOR
6	To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2017	FOR
7	Approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2017, which is set forth as Part I of Annex A	FOR
8	Approval of our Directors' Remuneration Policy, which, if approved, will take effect upon the conclusion of the Meeting, which is set forth as Part II of Annex A	FOR

What constitutes a quorum?

For the purposes of the Meeting, a quorum will be present if members holding at least one-third in number of the issued ordinary shares of the Company and entitled to vote are present in person or represented by proxy 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.

How do I vote my shares?

If you are an ordinary "shareholder of record," you may attend the Meeting in person or you may appoint a proxy to vote on your behalf:

By completing and signing the form of proxy and returning it in the envelope provided; or

By submitting your proxy online at www.investorcentre.co.uk/eproxy (see instructions on form of proxy) to arrive by no later than **11:00 a.m. London time (6:00 a.m. Eastern Standard Time) on Monday, June 18, 2018.**

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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 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 in several ways by:

- (1) mailing a revised form of proxy dated later than the prior form of proxy;
- (2) voting in person at the Meeting; or
- (3) notifying our Company Secretary in writing that you are revoking your proxy. Your revocation must be received before the Meeting to be effective.

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 or by your broker, bank or other nominee validly appointing you as proxy to attend at the Meeting. See also "What if I plan to attend the Meeting?"

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 return your executed form of proxy to Computershare for tabulation or directly submit your proxy online to Computershare at www.investorcentre.co.uk/eproxy (see instructions on form of proxy).

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

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.

How many votes do I have?

On a show of hands, each ordinary shareholder of record present in person, and each duly authorised representative present in person of a shareholder that is a corporation, has one vote. On a show of hands, each proxy present in person who has been duly appointed by one or more shareholders 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

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resolution. On a poll, each shareholder present in person or by proxy or (being a corporation) by a duly authorised representative has one vote for each share held by the shareholder.

What if I plan to attend the Meeting?

Attendance at the Meeting will be limited to ordinary shareholders of record and beneficial owners of ordinary shares as of 6:30 p.m. London time (1:30 p.m. Eastern Standard Time) on Monday, June 18, 2018. 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. If your ordinary shares are held through brokerage accounts or by a bank or other nominee you may be able to attend at the discretion of the Chairman.

How do you solicit proxies?

We will solicit proxies and will bear the entire cost of this solicitation. The initial solicitation of proxies may be supplemented by additional mail communications and by telephone, fax, e-mail, internet and personal solicitation by our directors, officers or other employees. No additional compensation for soliciting proxies will be paid to our directors, officers or other employees for their proxy solicitation efforts. We 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, no matters other than proposals 1 through 8 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 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 43077, Providence, RI 02940-3077.

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.

What are the implications of being an "emerging growth company"?

We are an "emerging growth company" as that term is used in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company

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reporting requirements. As a result of this election we are providing in this 2017 Proxy Statement the scaled disclosure permitted for emerging growth companies, including the scaled executive compensation disclosure. In addition, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our Named Executive Officers (as defined herein) or the frequency with which such votes must be conducted. We will remain an emerging growth company until the earlier of (1) the last day of the fiscal year (a) following May 11, 2020, the fifth anniversary of the completion of our initial public offering, (b) in which we have total annual gross revenue of at least \$1.07 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our ordinary shares that are held by non-affiliates exceeds \$700 million as of the prior June 30th, and (2) the date on which we have issued more than \$1.0 billion in non-convertible debt during the prior three-year period.

Directions to Meeting

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

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ELECTION OF DIRECTORS

Our Board of Directors currently consists of nine directors.

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 effective from the 2016 Annual General Meeting, commencing with the longest-serving directors. In the case of equal tenure, retirement is by agreement. Of the nine directors subject to retirement by rotation, Mr. Lawrence Alleva, Mr. David Mott and Dr. Elliott Sigal, 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. Alleva, Mr. Mott and Dr. Sigal 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. Alleva, Mr. Mott and Dr. Sigal 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 nine members.

In connection with proposals 1 through 3, 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*.

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PROPOSAL 1 RE-ELECTION OF LAWRENCE ALLEVA TO THE BOARD OF DIRECTORS

Mr. Lawrence M. Alleva 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. Alleva has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Mr. Alleva, 68, 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 for public companies TESARO, Inc. (NASDAQ: TSRO), Bright Horizons Family Solutions, Inc. (NYSE: BFAM) and Mersana Therapeutics, Inc. (NASDAQ: MRSN) and chairs the audit committee for those companies. He previously served as a director of Mirna Therapeutics, Inc. (NYSE: MIRN) 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.

Based on his financial expertise and experience as a board member in the pharmaceutical and healthcare sectors, including chairing a number of audit committees, as well as his extensive experience of working with public companies on financial and accounting matters and as a senior executive at PwC, the Corporate Governance and Nominating Committee concluded that Mr. Alleva is qualified to serve on our Board of Directors.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE RE-ELECTION OF LAWRENCE ALLEVA TO THE BOARD OF DIRECTORS**

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PROPOSAL 2 RE-ELECTION OF DAVID MOTT TO THE BOARD OF DIRECTORS

Mr. David M. Mott is currently a member and the Chairman 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. Mott has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Mr. Mott, 52, 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 has served as a General Partner of NEA, an investment firm focused on venture capital and growth equity investments, since 2008, and leads its healthcare investing practice. He was formerly 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 Chairman of Ardelyx (NASDAQ: ARDX), Epizyme (NASDAQ: EPZM), Mersana Therapeutics (NASDAQ: MRSN) and TESARO (NASDAQ: TSRO), and is a director of Nightstar Therapeutics (NASDAQ: NITE). He is also a director of several other private companies and has previously served on numerous public and private company boards. Mr. Mott received a bachelor of arts degree 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.

Based on his extensive experience as a senior executive in the pharmaceutical and healthcare sectors, and his financial expertise and experience as a venture capital investor, the Corporate Governance and Nominating Committee concluded that Mr. Mott is qualified to serve on our Board of Directors. Mr. Mott recused himself from the Corporate Governance and Nominating Committee's deliberations concerning his nomination.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE RE-ELECTION OF DAVID MOTT TO THE BOARD OF DIRECTORS**

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PROPOSAL 3 RE-ELECTION OF ELLIOTT SIGAL TO THE BOARD OF DIRECTORS

Dr. Elliott Sigal 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. Dr.Sigal has agreed to serve if elected, and we have no reason to believe that he will be unable to serve.

Dr. Sigal, 66, 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 for Spark Therapeutics (NASDAQ: ONCE), Surface Oncology (NASDAQ: SURF) and the Melanoma Research Alliance, and previously served as a director of the Mead Johnson Nutrition Company. He also serves 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.

Based on his extensive experience as a senior executive and board member in the pharmaceutical and healthcare sectors, the Corporate Governance and Nominating Committee concluded that Dr.Sigal is qualified to serve on our Board of Directors. Dr. Sigal recused himself from the Corporate Governance and Nominating Committee's deliberations concerning his nomination.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR THE RE-ELECTION OF ELLIOTT SIGAL TO THE BOARD OF DIRECTORS**

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PROPOSAL 4 RE-APPOINTMENT OF KPMG LLP AS OUR U.K. STATUTORY AUDITORS UNDER THE U.K. COMPANIES ACT 2006, TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT GENERAL MEETING AT WHICH THE U.K. STATUTORY ACCOUNTS ARE PRESENTED

PROPOSAL 5 AUTHORIZATION FOR THE AUDIT COMMITTEE TO DETERMINE THE U.K. STATUTORY AUDITORS' REMUNERATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018

Proposal 4 seeks your approval of the re-appointment of KPMG LLP to serve as our U.K. statutory auditor, to hold office until the conclusion of the next general meeting at which the U.K. statutory accounts are presented to you. 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.

Proposal 5 authorizes the Audit Committee to determine our U.K. statutory auditors' remuneration for the fiscal year ending December 31, 2018.

***THE BOARD OF DIRECTORS AND AUDIT COMMITTEE RECOMMEND A VOTE
FOR:***

PROPOSAL 4 TO RE-APPOINT KPMG LLP AS OUR U.K. STATUTORY AUDITORS UNDER THE U.K. COMPANIES ACT 2006, TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AT WHICH OUR STATUTORY ACCOUNTS ARE PRESENTED

PROPOSAL 5 TO AUTHORIZE OUR AUDIT COMMITTEE TO DETERMINE OUR U.K. STATUTORY AUDITORS' REMUNERATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018

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**PROPOSAL 6 RESOLUTION TO RECEIVE 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, 2017 through December 31, 2017, 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 to raise questions in relation to them.

***THE BOARD OF DIRECTORS AND AUDIT COMMITTEE RECOMMEND A VOTE
FOR THE RESOLUTION TO RECEIVE THE COMPANY'S U.K. STATUTORY ANNUAL ACCOUNTS AND
REPORTS***

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

Our U.K. statutory directors' remuneration report is set forth as Part I of *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. 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 APPROVAL OF OUR U.K. STATUTORY DIRECTORS' ANNUAL REPORT ON REMUNERATION
SET FORTH IN PART I OF ANNEX A***

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PROPOSAL 8 APPROVAL OF OUR DIRECTORS' REMUNERATION POLICY

Our U.K. statutory directors' remuneration policy is set forth as Part II of *Annex A* to this proxy statement. Our directors' remuneration policy is used to determine the remuneration for our directors, including our Chief Executive Officer (our sole executive director), and our senior executive officers. The policy has as its key objective the engagement and retention of high-quality directors and senior executive officers. The original remuneration policy was approved by the shareholders at our 2015 annual general meeting. As set forth in Part II of *Annex A*, we submit our new proposed remuneration policy, which our Board of Directors has determined is competitive and consistent with current market practices. The policy, as proposed, is substantively the same as the original remuneration policy, as our Board of Directors and Remuneration Committee consider that the original remuneration policy continues to be appropriate and fit for purpose, but they are committed to reviewing the policy on an ongoing basis in order to ensure that it remains effective and competitive. Minor amendments have been made to the text of the last shareholder-approved policy in order to aid clarity for investors, but no material amendments have been made.

Our Board of Directors has approved the directors' remuneration policy and believes it is effective to achieve its objectives. The directors' remuneration policy, if approved, will take effect immediately upon conclusion of the Meeting. Further information about the policy is available at "*Director Remuneration*."

***THE BOARD RECOMMENDS YOU VOTE
FOR APPROVAL OF OUR DIRECTORS' REMUNERATION POLICY SET FORTH IN PART II OF
ANNEX A***

Table of Contents**BOARD OF DIRECTORS AND CORPORATE GOVERNANCE****BOARD OF DIRECTORS****Directors**

Name	Age	Position
David M. Mott	52	Chairman of the Board of Directors
Lawrence M. Alleva	68	Non-Executive Director
Ali Behbahani, M.D.	41	Non-Executive Director
Barbara Duncan	53	Non-Executive Director
Giles Kerr	58	Non-Executive Director
Elliott Sigal, Ph.D, M.D.	66	Non-Executive Director
Peter Thompson, M.D.	58	Non-Executive Director
Tal Zaks, Ph.D, M.D.	52	Non-Executive Director
James Noble	59	Chief Executive Officer and Director

Our Board of Directors currently consists of nine directors. In 2017, our Board of Directors met eight times. All of our directors attended a minimum of 75% of the meetings of the Board of Directors and its committees in 2017. On July 5, 2018, Peter Thompson will stand down from the Board of Directors. Additionally John Furey has been appointed to the Board of Directors effective July 5, 2018. The biographical information for Lawrence Alleva, David Mott and Dr. Elliott Sigal, the nominees to our Board of Directors, is provided in "Proposal 1 Re-Election of Lawrence Alleva to the Board of Directors", "Proposal 2 Re-Election of David Mott to the Board of Directors" and "Proposal 3 Re-Election of Elliott Sigal 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.

James Noble has 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 27 years of experience in the biotech industry. He has held numerous non-executive director positions, including at CuraGen Corporation, PowderJect Pharmaceuticals plc, Oxford GlycoSciences plc, MediGene AG, and Advanced Medical Solutions plc. Mr. Noble is also Deputy Chairman of GW Pharmaceuticals plc (NASDAQ: GWPH). 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. 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.

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 Partner on the healthcare team at NEA since 2013, having worked for the fund since 2007, specializing in investments in the biopharmaceutical, medical device, specialty pharmaceutical and healthcare services sectors. He is currently a board member of public companies Nevro Corp (NYSE: NVRO), Genocera (NASDAQ: GNCA) and CRISPR Therapeutics AG (NASDAQ: CRSP) and also serves as a director for several private companies, including Oyster Point Pharma, Inc., Minerva Surgical, Inc. and Nkarta, Inc. He has previously worked as a consultant in business development at The Medicines Company and held

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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.

Barbara Duncan has served as a Non-Executive Director since June 2016 and also serves as a member of our Audit Committee. She has over 15 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 for Aevi Genomic Medicine (NASDAQ: GNMX), Jounce Therapeutics, Inc. (NASDAQ: JNCE), ObsEva SA (NASDAQ: OBSV) and Ovid Therapeutics, Inc. (NASDAQ: OVID). She 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.

Giles Kerr has served as a Non-Executive Director since November 2016 and also serves as a member of our Audit Committee and of our Corporate Governance and Nominating Committee. He has substantial commercial and financial experience gained from service on numerous public and private company boards and as an audit partner. Mr. Kerr has served as Director of Finance of the University of Oxford since 2005. He also currently serves as a Board member and Audit Committee member of public companies BTG plc (LSE: BTG), Paypoint plc (LSE: PAY), Senior plc (LSE: SNR) and Arix Bioscience plc (LSE: ARIX) and on the boards of several private companies including Oxford Sciences Innovation plc and Oxford Capital Fund. Mr. Kerr previously served in roles of increasing seniority at Amersham plc since 1990, including as Chief Financial Officer and a Board member from 1997 to 2004, when the company was acquired by GE Healthcare, and as a director of Victrex plc and of Elan Corporation Inc. Prior to his role at Amersham, Mr. Kerr was a National Partner with Arthur Andersen. He is a Fellow of the Institute of Chartered Accountants of England and Wales and holds a B.A. degree in Economics from the University of York, U.K. Our Board of Directors believes Mr. Kerr's qualifications to serve as a member of our board include his financial expertise, his extensive experience in the healthcare industry and his years of experience in his leadership roles as a director and executive officer.

Peter Thompson has served as a Non-Executive Director since February 2015 and also serves as a member of our Remuneration Committee. He formerly served as a Non-Executive Director of Adaptimmune Limited since September 2014, initially in a capacity as a nominee of OrbiMed Private Investments V, L.P. ("OrbiMed"), one of our shareholders. Dr. Thompson is currently a Private Equity Partner with OrbiMed who brings over 25 years of industry experience. He co-founded and was Chief Executive Officer of Trubion Pharmaceuticals from 2002 to 2009 (NASDAQ: TRBN), co-founded Cleave BioSciences and Corvus Pharmaceuticals (NASDAQ: CRVS), and was previously an executive of Chiron Corporation and Becton Dickinson. Dr. Thompson also serves as a director on several public

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and private company boards including Alpine Immune Sciences, Inc (NASDAQ: ALPN), Cardioxyl Pharmaceuticals, Inc., Cleave Biosciences, PMV Pharmaceuticals, Inc., Principia BioPharma, ProNai Therapeutics, Inc., Response BioMedical Corp and OxOnc Development Inc. He is an Ernst & Young Entrepreneur of the Year awardee and an Affiliate Professor of Neurosurgery at the University of Washington. He is the inventor on numerous patents, is a board-certified internist and oncologist and was on the staff at the National Cancer Institute following his internal medicine training at Yale University. Our Board of Directors believes Dr. Thompson'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.

Tal Zaks has served as a Non-Executive Director since November 2016 and also serves as a member of our Remuneration Committee. He has substantial research, development and commercialization experience gained from service in industry and academia. Dr. Zaks has served as the Chief Medical Officer of Moderna Therapeutics, Inc. since March 2015. He previously served as Senior Vice President and Head of Global Oncology at Sanofi Inc, where he was responsible for all aspects of oncology drug discovery, development and commercialization. Dr. Zaks began his industry career at GlaxoSmithKline in the genetics research group, where he built the oncology translational medicine team and led translational research on lapatinib as well as the in-licensing and clinical development of foretinib. In addition to his industry work, Dr. Zaks is an Adjunct Associate Professor of Medicine at the University of Pennsylvania and has served as a volunteer physician at the Philadelphia Veterans Administration Medical Center, treating patients with genitourinary cancers. Dr. Zaks received his M.D. and Ph.D. degrees from the Ben Gurion University in Israel and conducted post-doctoral research at the U.S. National Institutes of Health. He completed his clinical training in internal medicine at Temple University Hospital followed by a fellowship in medical oncology at the University of Pennsylvania. Our Board of Directors believes Dr. Zaks' 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.

CORPORATE GOVERNANCE

Structure of our Board of Directors

The leadership structure of our current 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 James Noble, 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. Noble is not considered independent because he is an employee of the Company.

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. There are no family relationships among any of our directors or executive officers.

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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.

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>.

Name	Audit	Remuneration	Corporate Governance and Nominating
David M. Mott		Chair	Chair
Lawrence M. Alleva	Chair		
Ali Behbahani, M.D.			X
Barbara Duncan	X		
Giles Kerr	X		X
Elliott Sigal, Ph.D, M.D.			X
Peter Thompson, M.D.		X	
Tal Zaks, Ph.D, M.D.		X	

Audit Committee

Our Audit Committee is currently composed of Mr. Alleva, Ms. Duncan and Mr. Kerr, 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, Ms. Duncan and Mr. Kerr 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 seven meetings during 2017. 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, Dr. Thompson and Dr. Zaks, with Mr. Mott serving as chairman of the committee. Our Board of Directors has determined that each

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member of the Remuneration Committee is "independent" as defined under the applicable listing standards of The NASDAQ Global Market. The Remuneration Committee held seven meetings during 2017. 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.

No individual will participate in discussion or decisions concerning his or her own remuneration. None of the members of our Remuneration Committee has at any time during the prior three years 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 remuneration for our executive officers with the exception of our Chief Executive Officer who is also our sole executive director. Executive and non-executive director remuneration 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 remuneration matters but he does not participate in discussions during which his individual remuneration is being considered and approved.

In 2017, the Committee retained Willis Towers Watson, a remuneration consultant, to assist the Committee in ensuring that our remuneration arrangements for the Executive Director and senior executives are competitive for the calendar year commencing January 1, 2018. Willis Towers Watson provided data from comparable publicly traded biopharmaceutical companies and otherwise assisted the Committee in its design of competitive remuneration for our senior executives. The Committee expects to continue to use remuneration consultants to assist the Committee in determining competitive levels of executive remuneration and specific design elements of our remuneration program. After review and consultation with Willis Towers Watson, the Committee determined that Willis Towers Watson is independent and that there is no conflict of interest resulting from retaining Willis Towers Watson

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currently or in 2018. 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 composed of Mr. Mott, Dr. Behbahani, Mr. Kerr 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 listing standards of The NASDAQ Global Market. The Corporate Governance and Nominating Committee held two meetings during 2017. 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.

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. 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. Our Chief Executive Officer, Mr. Noble, serves on our Board of Directors; however, he does not serve as Chairman of the Board of Directors. Mr. Mott serves as Chairman of the Board of Directors.

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

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criteria that the Corporate Governance and Nominating and 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, 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 Nominating and Corporate Governance 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 2019 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 elected 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.

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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 Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics applicable to all of our directors, officers and employees. The Code of Business Conduct and Ethics is available on our website at <http://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.

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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 share options or a mixture of cash fees and share options. Our remuneration arrangements for Non-Executive Directors during 2017 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 the 50th percentile of peer group data from comparable companies provided in a benchmarking survey undertaken by Radford consultants in 2016 and are compliant with the last Directors' Remuneration policy approved by our shareholders.

Under our Directors' Remuneration Policy in effect in 2017, 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 share options.

	2017 Cash Compensation
Board of Directors	\$ 35,000
Chairman (additional retainer)	\$ 27,500
Audit Committee Chair (additional retainer)	\$ 15,000
Remuneration Committee Chair (additional retainer)	\$ 10,000
Corporate Governance and Nominating Committee Chair (additional retainer)	\$ 7,000
Audit Committee member/non-Chair (additional retainer)	\$ 7,500
Remuneration Committee member/non-Chair (additional retainer)	\$ 5,000
Corporate Governance and Nominating Committee member/non-Chair (additional retainer)	\$ 3,500

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). 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, Non-Executive Directors are eligible to receive an initial award of share options covering 288,000 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 share options covering 144,000 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. During 2017, all Non-Executive Directors were granted an annual award of share options.

In determining option awards, the Board of Directors works within benchmarking guidelines provided by remuneration consultants. 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.

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2017 Director Compensation Table

The table below shows the compensation paid to our Non-Executive Directors during the year ended December 31, 2017. The compensation paid to James Noble, our Chief Executive Officer and an executive director, is set forth in "*Executive Compensation*" below.

Name	Fees Earned or paid in cash\$(1)	Option awards\$(2)	Total (\$)
David M. Mott(3)		144,534	144,534
Lawrence Alleva(4)		116,427	116,427
Ali Behbahani(5)		105,471	105,471
Barbara Duncan(6)		109,282	109,282
Giles Kerr(7)	50,827	68,789	119,616
Elliott Sigal(8)		105,471	105,471
Peter Thompson(9)		106,900	106,900
Tal Zaks(10)	45,217	68,789	114,006

- (1) The fees paid to Mr. Kerr were denominated in pounds sterling. For purposes of this table, the 2017 amount paid to Mr. Kerr has been converted based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2017 (£1/\$1.35005).
- (2) See Item 7 "Share based compensation" and Note 2 (r) and Note 11 "Share based compensation" to our audited consolidated financial statements, in our Form 10-K for an explanation of the assumptions used in the calculation of these amounts.
- (3) Mr. Mott received an option award covering 302,561 ordinary shares on July 3, 2017.
- (4) Mr. Alleva received an option award covering 243,724 ordinary shares on July 3, 2017.
- (5) Dr. Behbahani received an option award covering 220,788 ordinary shares on July 3, 2017.
- (6) Ms. Duncan received an option award covering 228,765 ordinary shares on July 3, 2017.
- (7) Mr. Kerr received an option award covering 144,000 ordinary shares on July 3, 2017.
- (8) Dr. Sigal received an option award covering 220,788 ordinary shares on July 3, 2017.
- (9) Dr. Thompson received an option award covering 223,779 ordinary shares on July 3, 2017.
- (10) Dr. Zaks received an option award covering 144,000 ordinary shares on July 3, 2017.

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

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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 a 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.

Table of Contents**EXECUTIVE OFFICERS OF THE COMPANY**

Below is a list of our executive officers as of the date of this proxy statement. 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
James Noble	59	Chief Executive Officer and Director
William Bertrand	53	Chief Operating Officer
Helen Tayton-Martin, Ph.D	51	Chief Business Officer
Rafael Amado, M.D.	54	Chief Medical Officer
Adrian Rawcliffe	46	Chief Financial Officer
Gwendolyn Binder, Ph.D	43	Chief Technology Officer

James Noble. For biographical information regarding Mr. Noble, refer to the discussion under *Board of Directors*.

William Bertrand. Mr. Bertrand has served as our Chief Operating Officer since March 2017 and is responsible for a range of operational functions including compliance, risk management, human resources and legal/IP. 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.

Helen Tayton-Martin, Ph.D. Dr. Tayton-Martin transitioned to become Adaptimmune's Chief Business Officer in March 2017, having served as 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. Today, she is responsible for optimizing the strategic and commercial opportunity for Adaptimmune's assets, leading on business development and commercial activities. Her role encompasses all aspects of pipeline and technology assessment, strategic portfolio analysis, integrated program management and commercial planning and partnerships, including the company's strategic partnership with GlaxoSmithKline (LSE/NYSE: GSK) ("GSK"). Dr. Tayton-Martin has over 25 years of experience working within the pharma, biotech and consulting environment in disciplines across preclinical and clinical development, outsourcing, strategic planning, due diligence and business development. She co-founded Adaptimmune from the former company, Avidex Limited, where she had been responsible for commercial development of the soluble TCR program in cancer and HIV from 2005 to 2008. Dr. Tayton-Martin also serves as a non-executive director of Trillium Therapeutics Inc. (NASDAQ and TSX: TRIL). She holds a Ph.D. in molecular immunology from the University of Bristol, U.K. and an M.B.A. from London Business School.

Rafael Amado, M.D. Dr. Amado has served as our Chief Medical Officer since March 2015 and has over 15 years of experience within the biotech and pharmaceutical industries. Dr. Amado leads our clinical development and regulatory strategy and is responsible for our clinical trials across the United States, and Europe under our strategic collaboration with GSK, as well as leading the development of our pipeline of wholly-owned research programs. He formerly served as Senior Vice President and

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Head of Oncology R&D at GSK, where he was responsible for integrating oncology R&D activities, from drug target identification to clinical development and registration globally. Dr. Amado joined GSK in 2008 as Vice President of Clinical Development, and served in positions of increasing responsibility. He oversaw the development and registration globally of over 15 novel indications across six products and led the development of a pipeline of products with companion diagnostics in novel areas of cancer biology. Prior to joining GSK, Dr. Amado was Executive Director of Therapeutic Oncology at Amgen from 2003 to 2008 where he was responsible for development activities of several assets, including the development of products in molecularly characterized tumors. Dr. Amado trained as a Hematologist/Oncologist at the University of California, Los Angeles, where he remained as faculty for eight years until joining Amgen in 2003. He holds an M.D. from the University of Seville School of Medicine, and performed his residency in Internal Medicine at Michael Reese Hospital, a University of Chicago Affiliated Hospital, and his fellowship in Hematology/Oncology at the University of California, Los Angeles.

Adrian Rawcliffe. Mr. Rawcliffe has served as our Chief Financial Officer since March 2015 and leads our financial strategy and operations, as well as Investor Relations, corporate communications, manufacturing and supply chain and global IT and facilities. He has 18 years of experience within the pharmaceutical industry and most recently served as Senior Vice President, Finance of GSK's North American Pharmaceuticals business. Mr. Rawcliffe currently serves as a non-executive director of WAVE Life Sciences (NASDAQ: WVE). Mr. Rawcliffe 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 qualified as a chartered accountant with PwC and holds a B.Sc. degree in Natural Sciences from the University of Durham, U.K.

Gwendolyn Binder, Ph.D. Dr. Binder has served as our Chief Technology Officer since February 2016. Prior to assuming this position, Dr. Binder was Executive Vice-President of Adaptimmune LLC and Head of Translational Sciences. She has also previously served in senior clinical, regulatory and operational roles in the company since March 2011. As CTO, Dr. Binder leads our Research and Translational Science operations. Her strategic focus is on optimizing the therapeutic potential of Adaptimmune's product through late preclinical and translational programs that are closely integrated with clinical outcomes and emerging data in the field. Dr. Binder has 16 years of industry and academic experience in cellular and gene therapy translational research and development, regulatory affairs, clinical development and translational medicine with a research focus in T-cell immunotherapy for oncology. Her prior roles include Director of Translational Research Operations at the University of Pennsylvania from 2006 to 2011, where she oversaw the opening of five INDs for novel gene therapy products, including several TCR engineered T-cells, and Director of Scientific Affairs at Virxsys Corporation. Dr. Binder is a biochemistry and molecular biology graduate of Wells College with a Ph.D. in cellular and molecular medicine from Johns Hopkins University.

Table of Contents**EXECUTIVE COMPENSATION*****Executive Compensation***

This section discusses the material components of the executive compensation program offered to our named executive officers, or NEOs, identified below. For the year ended December 31, 2017, these NEOs were:

James Noble, Chief Executive Officer;

Adrian Rawcliffe, Chief Financial Officer; and

Rafael Amado, Chief Medical Officer.

We are an "emerging growth company" as that term is used in the Jumpstart Our Business Startups Act of 2012, or JOBS Act, and have elected to comply with the reduced compensation disclosure requirements available to emerging growth companies under the JOBS Act.

2017 Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Option awards (\$)(3)	Non-equity incentive plan compensation (\$)(4)	All other compensation (\$)	Total (\$)
James Noble(1)	2017	550,591(2)	849,927	247,767	28,669	1,676,954
<i>Chief Executive Officer</i>	2016	388,395(2)	1,411,405	97,099	20,465	1,917,364
Adrian Rawcliffe	2017	443,700	849,927	199,665	42,556(5)	1,535,848
<i>Chief Financial Officer</i>	2016	435,000	674,104	117,450	34,262(6)	1,260,816
Rafael Amado	2017	442,900	849,927	199,305	43,037(7)	1,535,169
<i>Chief Medical Officer</i>	2016	430,000	674,104	116,100	20,290(8)	1,240,494

- (1) Mr. Noble also serves as a director but receives no additional compensation for his service as a director.
- (2) Compensation paid to Mr. Noble is denominated in pounds sterling. For purposes of this table, all 2017 amounts have been converted based on the pound sterling/U.S. Dollar exchange rate in effect as of December 31, 2017 (£1/\$1.35005) and all 2016 amounts have been converted based on the Pound Sterling/U.S. Dollar exchange rate in effect as of December 31, 2016 (£1/\$1.233).
- (3) See Item 7 "Share based compensation", and Note 2 (r) and Note 11 "Share based compensation" to our audited consolidated financial statements, in our Form 10-K 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) \$17,306.04 to subsidize city of Philadelphia taxes, (ii) \$13,250 in matching contributions under the 401(k) plan and (iii) \$12,000.00 to medical insurance on behalf of Mr. Rawcliffe.
- (6) Consists of Company payments in the amount of (i) \$16,962.14 to subsidize city of Philadelphia taxes, (ii) \$5,300 in matching contributions under the 401(k) plan and (iii) \$12,000.00 to medical insurance on behalf of Mr. Rawcliffe.

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(7)

Consists of Company payments in the amount of (i) \$15,386.76 to subsidize city of Philadelphia taxes, (ii) \$13,250.00 in matching contributions under the 401(k) plan and (iii) \$14,400.00 to medical insurance on behalf of Dr. Amado.

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- (8) Consists of Company payments in the amount of (i) \$14,989.90 to subsidize city of Philadelphia taxes and (ii) \$5,300 in matching contributions under the 401(k) plan.

Narrative Disclosure to Summary Compensation Table

The primary elements of compensation for our NEOs are base salary, annual cash bonuses and long-term, equity-based compensation awards. 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.

Base Salary. Our NEOs receive base salaries to compensate them for the satisfactory performance of duties to our company. The base salary payable to each NEO is intended to provide a fixed component of compensation reflecting the executive's skill set, experience, role and responsibilities.

Our Remuneration Committee periodically reviews NEO base salaries in consultation with management and Willis Towers Watson, an independent compensation consultant, to determine whether any adjustments are necessary or appropriate. The following table shows the annual base salaries of our NEOs for 2017 and 2018. All annual base salary increases were effective January 1 of the given year.

Name	2017 Annual	2018 Annual
	Base Salary	Base Salary
	(\$)	(\$)
James Noble(1)	550,591	567,109
Adrian Rawcliffe	443,700	457,011
Rafael Amado	442,900	458,402

- (1) Compensation paid to Mr. Noble is denominated in pounds sterling. For purposes of this table, 2017 and 2018 amounts for Mr. Noble in the table above have been converted based on the pound sterling/U.S. dollar exchange rate in effect as of December 31, 2017 (£1/\$1.35005).

Annual Cash Bonuses. Our NEOs have the opportunity to earn annual performance bonuses based on the achievement of short-term performance goals, and which are expressed as a percentage of base salary.

Our Remuneration Committee generally determines annual bonuses for our NEOs, and the Board determines the annual bonus for our CEO, subject to: (i) objective criteria set forth by the Board of Directors or an authorized delegate thereof on an annual basis; and (ii) the overall performance of the Company and the Group. The initial target annual bonus with effect from January 1, 2018 for Mr. Noble is fifty-five percent (55%) of his base salary and for each of Mr. Rawcliffe and Dr. Amado is forty-five percent (45%) of his base salary.

Equity-Based Compensation. We have historically offered share options to our employees, including our NEOs, as the long-term incentive component of our compensation program. We typically grant options to employees as soon as practicable after they commence employment with us and may thereafter grant additional options in the discretion of our Board of Directors or Remuneration Committee. Our share options allow employees to purchase our ordinary shares at a price equal to the fair market value of our ordinary shares on the date prior to the grant date. Our share options typically vest over a four-year period, with the first 25% of the shares subject to the option vesting on the first anniversary of 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.

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We awarded share options to our NEOs during 2017 in the following amounts and subject to vesting in accordance with our standard time-based vesting schedule described above:

Named Executive Officer	2017 Options Granted (#)
James Noble	2,072,976
Adrian Rawcliffe	2,072,976
Rafael Amado	2,072,976

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 2017, 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.

Outstanding Equity Awards at 2017 Fiscal Year-End

The following table sets forth information regarding equity awards held by our NEOs as of December 31, 2017. All options are options to purchase ordinary shares.

Name	First date some or all options are exercisable	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options(#) unexercisable(1)	Option exercise Price \$(2)	Option expiration date
James Noble	3/31/2014(3)	1,195,000	140,000	0.1671	03/30/2024
	3/31/2015(4)	328,500	109,600	0.1671	03/30/2024
	12/19/2015(5)	2,624,600	875,400	0.5308	12/19/2024
	01/18/2017(6)	943,004	1,025,012	1.2717	01/18/2026