

Company No. 6456207

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**IMMUNOCORE LIMITED**

On 13 May 2019, the following ordinary resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

**ORDINARY RESOLUTIONS**

That:

- (A) the directors of the Company (or a duly constituted committee of the directors of the Company) (the “**Directors**”) be generally and unconditionally authorised for the purposes of sections 549 and 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall, subject to section 551 of the Act, be for a period expiring on the fifth anniversary of the date of this Resolution, unless renewed, varied or revoked by the Company, and shall supersede any other such authorities existing at the date of this Resolution, all of which are hereby revoked. The maximum number of shares that may be allotted pursuant to such authority shall be 1,000,000 shares. This authority shall be limited to:
- (i) the issue of, or grant of options to subscribe for, Ordinary Shares under the Share Option Plans; and
  - (ii) the issue of, or grant of options to subscribe for, Ordinary Shares and/or G Shares to Employees, prospective Employees, former Employees or non-executive directors of, or consultants engaged by, the Company,
- (capitalised terms bearing the same meaning as in the Articles of Association of the Company); and
- (B) the Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution, or under any renewal thereof, to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares of the Company to be allotted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares in pursuance of such offer or agreement notwithstanding the authority conferred by this Resolution has expired.

For and on behalf of

  
Oakwood Corporate Secretary Limited

Secretary

