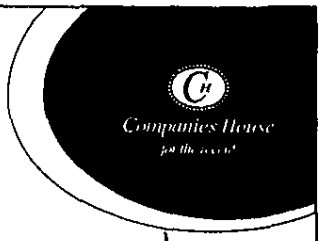
In accordance with Section 860 of the Companies Act 2006

MG01

Particulars of a mortgage or charge



004791/26

A fee is payable with this form
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland

✗ **What this form is NOT for**
You cannot use this form to re particulars of a charge for a S company To do this, please us form MG01s

SATURDAY

A24R5EZV
A04 23/03/2013 #94
COMPANIES HOUSE

For official use

1 Company details

Company number: 6 4 5 6 7 4 1

Company name in full: ADAPTIMMUNE LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

2 Date of creation of charge

Date of creation: d 2 d 2 m 0 m 3 y 2 0 y 1 y 3

3 Description

Please give a description of the instrument (if any) creating or evidencing the charge, e g 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description: Debenture

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured: All the Company's liabilities to Coutts & Company (the 'Bank') of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses

Continuation page
Please use a continuation page if you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details.

Name	Coutts & Company
Address	440 Strand
	London
Postcode	W C 2 R 0 Q S
Name	
Address	
Postcode	

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

1 1•By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company
1 2•By way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property charged by Clause 1 1
1 3•By way of fixed charge all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company
1 4•By way of fixed charge all plant and machinery of the Company present and future and all associated warranties and maintenance contracts
1 5•By way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Company
1 6•By way of fixed charge all the goodwill of the Company present and future
1 7•By way of fixed charge all the uncalled capital of the Company present and future
1 8•By way of fixed charge all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same
1 9•By way of fixed charge all Intellectual Property Rights choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting the Property "Intellectual Property Rights" include (without limitation) all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names
1 10•By way of fixed charge the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party
1 11•By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under this deed or any other security present or future held by the Bank

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X X

This form must be signed by a person with an interest in the registration of the charge

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Particulars of a mortgage or charge

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents The contact information you give will be visible to searchers of the public record

Contact name: LISETTE SIGN

Company name: Coutts & Company

Address: 440 Strand

Post town: London

County/Region:

Postcode: W C 2 R 0 Q S

Country: United Kingdom

DX: 141812 Whitechapel 2

Telephone: 020 7753 1000 Ext 2250

Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 6456741
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED 22 MARCH 2013 AND CREATED BY ADAPTIMMUNE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & COMPANY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 23 MARCH 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26 MARCH 2013

DX

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES