Company Number: 06456741

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS

of

## **ADAPTIMMUNE LIMITED (Company)**

## Passed on 15th January 2014

The following resolutions of the Company were passed as Special Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006, on 15<sup>th</sup> January 2014

- 1 (1) THAT in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to 17,500 Ordinary Shares of £0 001 each in the capital of the Company to Jonathan Knowles provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31st March 2014
  - (2) This authority shall be in addition to all existing authorities under Section 551 of the Companies Act 2006
- THAT pursuant to Article 6.5 of the Articles of Association of the Company, any rights of pre-emption or other restrictions attaching to the offer, allotment or issue of Ordinary Shares of £0 001 each in the capital of the Company, whether contained in the Articles of Association or otherwise, be and hereby are irrevocably waived and disapplied in relation to the offer, issue or allotment to Jonathan Knowles of 17,500 Ordinary Shares of £0 001 each in the capital of the Company at a subscription price of £14 per Ordinary Share and otherwise on any terms approved by the board of directors of the Company

For and on behalf of ALDWYCH SECRETARIES LIMITED

SECRETARY

THURSDAY

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