

Company No 6456741

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION of
ADAPT IMMUNE LIMITED (the "Company")

Passed on 23 February 2015

The following written resolution of the members of the Company was passed as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006

We, being all of the members for the time being entitled to attend and vote at a general meeting of the Company, RESOLVE as follows.

THAT, the Articles of Association of the Company be amended by the insertion of a new Article 10.6 as follows

"10.6 Any Shares or any interest therein may be transferred without being subject to the restrictions of Article 11 by any holder to effect a reorganisation to which all Shareholders have consented in writing involving the interposition of a new holding company of the Company the result of which is that all Shareholders will hold shares of the same class and in the same proportions in that new holding company as they held in the Company prior to the reorganisation."

M. Henry

Margaret Henry

Company Secretary

WEDNESDAY



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11/03/2015

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COMPANIES HOUSE