Risk Factors Comparison 2025-03-24 to 2024-03-06 Form: 10-K

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Our business has significant risks. You should carefully consider the following risk factors as well as all other information contained in this Annual Report, including our consolidated financial statements and the related notes, before making an investment decision regarding our securities. The risks and uncertainties described below are those material risk factors currently known and specific to us that we believe are relevant to our business, results of operations and financial condition. Additional risks and uncertainties not currently known to us or that we now deem immaterial may also impair our business, results of operations and financial condition. Risk Factors Summary The following is a summary of the principal risks that could adversely affect our business. Risks Related to Our Financial Condition and Capital Requirements ● We have incurred net losses every year since inception and expect to continue to incur net losses in the future. If we are unable to obtain additional financing or funding we may be unable to complete the development and commercialization of our cell therapies. ● We may never generate **sufficient** revenue from sales of our cell therapies and become profitable and our generation of **additional** revenue depends on our ability to timely progress our cell therapies through development and successful commercialization **. ● Although our financial statements have been prepared on a going concern basis, there is substantial doubt about our ability to continue as a going concern** . Risks Related to the Commercialization and Marketing of Our Cell Therapies ● We are dependent on successful commercialization of **TECELRA** ~~afami- cel and lete- cel,~~ which ~~requires FDA approval~~ **is dependent on a number** of **factors including our ability to operationalize ATCs,** the ~~BLAs and sufficient market acceptance and~~ uptake **by physicians and number of patients eligible for treatment and availability of reimbursements for TECELRA** . ● We have never commercialized a product as a company and our ability to commercialize is dependent on our ability to increase manufacturing capacity, set up processes and recruit employees required for such commercialization. ● We may not be able to obtain marketing approvals of our cell therapies as broadly as planned or on the timescales we plan **including for lete- cel** . ● We may not be able to adequately price our cell therapies due to regulatory changes affecting pricing, coverage, and reimbursements or to other impacts such as inflation, increasing underlying raw material costs, availability of materials, or increasing third party supply chain costs. ● We may not be able to prepare and develop a **full** network of clinical sites for administration of **TECELRA** ~~our cell therapy product~~ as planned **which will reduce the number of patients we are able to treat** . ● We will have a narrow network of sites which may not be assessable to all patients **for TECELRA** ~~. ● Our addressable patient population will be dependent on the final FDA approved label which may be narrower than our current assumptions~~ . ● We may not be able to realize the projected market demand for our cell therapy products. ● We may not be able to set up and maintain a distribution and logistics network capable of supply and storage of our cell therapy products to enable timely delivery to clinical sites and patients. ● Sales of our cell therapies are dependent on the availability and extent of coverage and reimbursement from third- party payors, including private payors and government programs such as Medicare and Medicaid. ● Product reimbursement and coverage policies and practices could change due to various factors such as drug price control measures that have been or may be enacted or introduced in the U. S. by various federal and state authorities. ● The commercial success of our cell therapies is subject to significant competition from product candidates that may be superior to, or more established, or cost effective than, our cell therapies. ● If the testing or use of our cell therapies harms people, or is perceived to harm them even when such harm is unrelated to our products, we could be subject to costly and damaging product liability claims. Risks Related to the Development of Our Cell Therapies ● Our ability to fund our business and continue to develop our cell therapies is dependent on the data obtained from our ongoing clinical trials ~~(including the IGNYTE- ESO and SURPASS trials)~~ . ● Our clinical trials and clinical data ~~for ADP- A2M4CD8 (SURPASS trials)~~ are at an early stage and future data may not support continued development of our cell therapies. ● Clinical trials are time consuming and expensive, and we may not be able to recruit patients as planned. External factors such as ~~a resurgence of the COVID- 19 or other pandemic~~ **pandemics** or geopolitical instability, for example the Russian / Ukrainian ~~conflict or Israel / Hamas~~ conflict may also impact ability to perform clinical trials as planned. ● Our cell therapies are novel, and there is an increased risk that we may see unacceptable toxicities. Risks Related to the Manufacture and Supply of Our Cell Therapies ● Manufacture of cell therapies is complex, and we may encounter difficulties manufacturing and supplying our cell therapies to patients, whether for clinical trials or for commercial purposes. ● We have our own manufacturing facility which is the sole source of supply for ~~our~~ **TECELRA and** afami- cel ~~and ADP- A4CD8 cell therapies~~ . Our ability to manufacture cell therapies is dependent on our ability to operate the facility in compliance with Good Manufacturing Practice (" GMP "), maintain regulatory approvals for the facility, recruit and train employees required for manufacture, manufacture cell therapies reliably and reproducibly, and ensure manufacturing and supply capacity to meet the required demand. ● We ~~opened a new manufacturing facility for allogeneic cell therapies during 2022, and our ability to manufacture allogeneic cell therapies on current timelines is dependent on our ability to obtain regulatory approval for the facility and develop and scale- up suitable manufacturing processes. ● We~~ are reliant on third parties for the manufacture of the vector **and** for ~~afami~~ **the manufacture of our lete** - cel ~~and lete~~ **cell therapy. We will be reliant on Galapagos NV for manufacture of uza** - cel ~~and~~ **product** for the **clinical proof** ~~manufacture of our lete~~ - ~~cel cell therapy~~ **of concept trial under the collaboration** . Risks Related to Government Regulation ● We are subject to significant regulatory, compliance and legal requirements and will continue to be subject to these requirements. ~~30~~ ● We ~~are subject to review of our BLA by~~ **have obtained accelerated approval for TECELRA and additional requirements apply before we can obtain full approval. We do not know if** the FDA **will accept our application for full** ~~, and the outcome of that review may impact the steps we need to take ahead of obtaining~~ approval ~~for~~ - **or whether additional obligations or requirements** ~~marketing afami-~~

~~cel and after receiving approval as well~~ **will** ~~as the costs and resources that may~~ be **imposed** ~~needed to commercialize afami- cel~~ . **24** ● Any commercialization of our cell therapies will also require approval for companion diagnostics, which may result in additional regulatory, commercialization and other risks. We are reliant on a third party for development of any companion diagnostic **including the companion diagnostics for our TECELRA and lete- cel products** . ● We ~~may~~ have post- marketing obligations imposed by the FDA **as a result,** in ~~the context~~ **part,** of the ~~review~~ **approval** of **TECELRA under** ~~our BLA and~~ the ~~commercialization of afami- cel~~ **FDA' s Accelerated Approval pathway** . ~~Any~~ **We are required to conduct and submit the required responses including results from further cohort of the SPEARHEAD- 1 trial.** ~~such~~ **Such** obligations ~~may~~ increase the costs and resources associated with launch of **TECELRA** ~~afami- cel~~ and the costs of commercializing afami- cel **. ● We intend to submit a rolling BLA for lete- cel starting in 2025. We do not know whether the FDA will accept the filing of that BLA, whether they will approve lete- cel for marketing or whether prior to such approval they will require additional obligations, data (including additional clinical investigations) or other requirements to be met before approving the BLA** . Risks Related to Our Reliance Upon Third Parties ● We are reliant on third parties for provision of services including manufacturing services **, commercialization services** and clinical research services ~~,~~ **including** for the **commercialization of TECELRA, manufacture of vector and lete- cel,** provision of components and materials required for manufacturing, research and development and for the performance of our collaborations. Risks Related to Our Intellectual Property ● We may be forced to litigate to defend our intellectual property rights and we may be subject to patent infringement proceedings brought against us by third parties. ● Our ability to be competitive depends, in part, on our ability to protect our proprietary technology including through patents and through maintaining confidentiality in our trade secrets. **Risks related to litigation ● We have been served with litigation by the University of Texas M. D. Anderson Cancer Center (" MD Anderson ") in the District Court of Harris County against Adaptimmune LLC (" Adaptimmune "). The litigation is at an early stage and the costs of such action and outcome of such proceedings cannot be predicted.** General Business Risks **● We may face litigation from third parties** ● Our inability to continue to attract and retain qualified personnel may hinder our business. ● We expect to face intense competition from third parties and this competition may come from companies with significantly greater resources and experience than we have. ● Information technology systems may fail or suffer cybersecurity incidents including related to data protection and privacy laws and adversely affect our business and operations. ● **We may not be able to maintain compliance with the continued listing requirements of Nasdaq. ●** The market price of our ADSs is subject to volatility. **25** ● We are heavily reliant on third parties for the operation of our business including the manufacture of our cell therapies and our future supply and commercialization of afami- cel ● We have a sole source of supply for many of our cell therapy products and for some of the critical materials needed to manufacture those products. For a more complete discussion of the risks we face as a business, please see the discussion below. Risks Related to Our Financial Condition and Capital RequirementsWe have incurred net losses every year since our inception and expect to continue to incur net losses in the future. We have generated losses since our inception in 2008, during which time we have devoted substantially all of our resources to research and development efforts relating to our cell therapies, including engaging in activities to manufacture and supply our cell therapies for clinical trials, conducting clinical trials of our cell therapies, providing ~~31general~~ -- **general** and administrative support for these operations, enhancing capabilities to support commercialization for ADP- A2M4 and protecting our intellectual property. For the years ended December 31, **2024,** 2023 ~~,~~ **and** 2022 ~~and 2021~~ , we incurred net losses of $ **70. 8 million, $** 113. 9 million ~~,~~ **and** $ 165. 5 million **,** ~~and $ 158. 1 million~~ respectively. As of December 31, ~~2023~~ **2024** , we had accumulated losses of $ 1, ~~023~~ **094** . ~~1~~ **0** million. We ~~do not~~ have ~~any~~ **only one** ~~products~~ - **product, TECELRA,** approved for sale and have ~~not~~ generated ~~any~~ **limited** revenue from product supplies ~~or royalties. Based on our current plans, we do not expect to generate product or royalty revenues unless and until we obtain marketing approval for, and commercialize, any of our T- cells or other cell therapies~~ . Even ~~once~~ **though** we have obtained marketing approval for our **first** cell therapies, **TECELRA** ~~for example if afami- cel approval is obtained~~ , it will take a period of time before any significant revenue is realized and the amount of revenue is heavily dependent on the success of our commercialization and the costs of supplies including any post-marketing requirements we are subject to. We are currently operating in a period of heightened economic, energy supply and material supply uncertainty as a result of the Russian / Ukrainian conflict and the Israel- Hamas conflict. The short and long-term implications of the conflict in Ukraine and the Israel- Hamas conflict are difficult to predict at this time. We continue to monitor any adverse impacts on the global economy, on our business and operations and on the businesses and operations of our suppliers and other third parties with which we conduct business. For example, the conflict in Ukraine and Israel has resulted in increased inflation, escalating energy prices and constrained availability, and thus increasing costs of the raw materials we require in our business. In the event of prolonged conflict other risks to the business may also increase including adverse effects on macroeconomic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber- intrusion; adverse changes in international trade policies and relations; disruptions in global supply chains; and constraints, volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition. Unstable market and economic conditions may have a serious adverse impact on our business and financial ~~conditionEconomic~~ **condition. Economic** uncertainty in various global markets or the global economy may adversely affect our business. Any severe or prolonged economic downturn could result in a variety of risks to our business **,** including the inability to raise additional capital when needed or on acceptable terms. Uncertainty or a prolonged downturn may impact third **-** party suppliers and service providers **,** resulting in their inability to meet their commitments to us. The global credit and financial markets have experienced significant volatility and disruptions in **recent** ~~the past~~ years, ~~especially between 2020 and 2023 due to for example~~ **driven by factors such as geopolitical tensions, including** the ~~COVID~~ **Russia** - **Ukraine** ~~19 pandemic~~ and ~~more~~ **Israel- Hamas conflicts, rising inflation, interest rate fluctuations, and most** recently ~~the Ukrainian / Russian conflict (~~ **changes in trade policies and tariffs. In addition, political instability,** including **ongoing debates over** ~~restrictions imposed on Russia) and the Israel- Hamas conflict. Going forward there may be significant volatility as a result of~~

~~upcoming~~ U. S. ~~presidential elections~~ **fiscal policies, government shutdowns, and budgetary concerns, could further exacerbate uncertainty in global economic conditions** . This volatility **and political instability** has resulted in ~~increasing political instability, periods of higher inflation,~~ diminished liquidity and credit availability, declines in consumer confidence, **reduced** ~~reduction in~~ economic growth **,** and ~~increases~~ in **some economies and regions higher** unemployment. The full impact of ~~the~~ **these factors is** ~~Ukrainian / Russian conflict and Israel- Hasmas conflict are unknown and are~~ difficult to predict. **If these conditions persist or** ~~There can be no assurances that~~ further ~~deterioration~~ **deteriorate it could exacerbate global economic uncertainty, lead to recessions** in **key** ~~credit and financial~~ markets **,** and **disrupt international supply chains** ~~confidence in economic conditions will not occur~~ . **These factors could make it materially more difficult for us to obtain financing in the capital markets** ~~For~~ **or otherwise** ~~example, U. S. debt ceiling~~ and **could** ~~budget deficit concerns~~ have ~~increased the possibility of additional credit- rating downgrades and economic slowdowns, or~~ a **material adverse effect** ~~recession in the United States. Although U. S. lawmakers passed legislation to raise the federal debt ceiling~~ on ~~multiple occasions, including a suspension of the federal debt ceiling in June 2023, ratings agencies have lowered or~~ **our business** ~~threatened to lower the long- term sovereign credit rating on the United States. The impact of this or any further downgrades to the U. S. government' s sovereign credit rating or its perceived creditworthiness could adversely affect the U. S. and global financial markets and economic conditions. Absent further quantitative easing by the Federal Reserve~~ , ~~these developments could cause interest rates and borrowing costs to rise, which may negatively impact our results of operations or~~ financial condition **and results** ~~. Moreover, disagreement over the federal budget may cause the U. S. federal government to shut down for periods~~ of ~~time~~ **operations** . ~~If~~ **26If** we fail to obtain additional financing, we may be unable to complete the development and commercialization of our cell therapies. We expect to continue incurring significant losses as we continue with our research and development programs and to incur general and administrative costs associated with our operations. The extent of funding required to develop ~~32our~~ -- **our** cell therapies is difficult to estimate given the novel nature of our cell therapies and their un- proven ~~route~~ **path** to ~~market~~ **successful commercialization** and we may not have anticipated all the costs required to meet our planned objectives. As of December 31, ~~2023~~ **2024** , the Company had cash and cash equivalents of $ ~~144~~ **91** . ~~0~~ **1** million, marketable securities of $ ~~2~~ **60** . ~~9~~ **5** million, and stockholders' equity of $ ~~39~~ **11** . ~~5~~ **8** million. We expect to use these funds to advance and accelerate the **commercialization of TECELRA,** clinical development of our cell therapies, to further develop and enhance our manufacturing capabilities and secure a commercially viable manufacturing platform for all of our cell therapies, to support ~~commercialization for afami~~ **development of lete** - cel, ~~to support development of lete- cel and~~ to fund working capital, ~~including~~ **and** for other general corporate purposes. ~~We believe~~ **The Company has identified conditions and events** that **raise substantial doubt about the Company** ~~our cash and cash equivalents and marketable securities will be sufficient to fund our operations, based upon our currently anticipated research and development activities and planned capital spending, into early 2026. This belief is based on estimates that are subject to risks and uncertainties and may change if actual results differ from management~~ ' s ~~estimates~~ **ability to continue as a going concern within one year after the date the financial statements are issued. We announced a reduction in costs and head count at the end of 2024. We announced a pause in spend on the PRAME and CD- 70 programs in March 2025 and are exploring strategic options for the Company and our programs. If we do not raise further funding we will not be able to fund our business as currently planned** . Our **costs and** expenses may increase significantly **or our cashflow may be impacted significantly** in the event of any of the following **, any of which could have a material impact on our business and our ability to continue as a going concern** : ● any additional requirement to outsource manufacture of our cell therapies to third parties, or acquire additional raw materials to support manufacture in the event of any inability to manufacture at our own facilities; ● any requirement to conduct additional or further clinical trials or to treat additional patients to satisfy the regulatory authorities that a cell therapy is safe or that it is efficacious and can be approved for marketing or to proceed to the next stage of development; ● any post- marketing requirement or additional regulatory requirement imposed in relation to the commercialization or approval of ~~afami~~ **TECELRA or lete** - cel; ● any requirement to vary, change or amend our current manufacturing processes; ● any requirement to materially vary any ongoing clinical trial protocol; ● third party litigation, including patent litigation, being brought against the ~~company~~ **Company and including the litigation brought by MD Anderson** ; ● a requirement to pay any third party upfront, milestone, royalty or other payments in order to continue to develop or commercialize any of our cell therapies, including our allogeneic cell therapies; ● a requirement to create additional infrastructure to support our ongoing operations, including future commercialization efforts; ● any inability to recruit patients to our clinical trials on a timely basis necessitating the need to open additional clinical sites or otherwise enable increased recruitment or to extend the duration of such trials; ● faster than expected recruitment of patients in our clinical trials **or provision of commercial orders for TECELRA** necessitating recruitment of additional resources to ensure cell therapies can be manufactured and provided to patients; **27** ~~● higher initial commercial demand for afami- cel necessitating an increase in manufacturing capacity and resources earlier than planned;~~ ● any unplanned capital expenditure including any requirement to increase or enhance manufacturing capability or invest in additional manufacturing facilities; ● changes in the timing on when we receive payments from our third party collaborators, in particular ~~Genentech~~ **Galapagos** ; ~~33~~ ● business activities and negotiations including agreements with third parties for collaborations, combinations, mergers or acquisitions which do not execute or finalize on suitable terms or do not complete as expected; **● any requirement to repay further loan amounts under the Loan Agreement through breach of covenants and obligations under the agreement or otherwise;** or ● inability of third parties to provide critical supplies on a timely basis necessitating alternative or additional third party supplies to be put in place. We ~~cannot~~ **may** be ~~certain that~~ **unable to obtain** additional funding ~~will be available~~ on acceptable terms, or at all. We have no committed source of additional capital and if we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we ~~may~~ **will** have to significantly delay, scale back or discontinue the development or commercialization of our cell therapies or other research and development initiatives **. Inability to raise additional funding may result in a requirement to repay the remaining loan amounts under our Loan Agreement** . Our license and supply

agreements may also be terminated if we are unable to meet the payment obligations under these agreements. We could be required to seek collaborators for our cell therapies at an earlier stage than otherwise would be desirable or on terms that are less favorable to us than might otherwise be available or relinquish or license on unfavorable terms our rights to our cell therapies in markets where we otherwise would seek to pursue development or commercialization ourselves. **Although our financial statements have been prepared on a going concern basis there is substantial doubt about our ability to continue as a going concern. As of December 31, 2024, the Company had cash and cash equivalents of $ 91. 1 million, marketable securities of $ 60. 5 million, and stockholders' equity of $ 11. 8 million. During the year ended December 31, 2024, the Company incurred a net loss of $ 70. 8 million, used cash of $ 73. 2 million from its operating activities, and generated revenues of $ 178. 0 million. The Company has incurred net losses in most periods since inception and it expects to incur operating losses in future periods. Having evaluated certain conditions and events, the Company has concluded that substantial doubt exists as to whether we can continue as an ongoing business within one year after the date the financial statements are issued. We executed a restructuring of the company to reduce headcount and expenses in early 2025. We have paused spend on the PRAME and CD- 70 preclinical programs. Despite this restructuring we must obtain additional capital to continue funding planned operations. We may be unable to obtain sufficient additional capital to continue funding our operations or, if we do, it may be insufficient and / or on terms that are unfavorable to our existing shareholders. Any future fundraising, if possible, is likely to be highly dilutive to our existing shareholders and may also divert our management from its day- to- day activities. If the Company fails to obtain additional funding, it may be required to: ● further reduce or stop activities and operations of the business in order to reduce or eliminate ongoing expenditure. Any such reduction could significantly delay the timelines under which we can bring new products to the market (including lete- cel) or our ability to commercialize TECELRA; ● further reduce headcount and expenditure which will in turn reduce the activities and operations of the business; ● repay all or part of the remaining loan advances received under the Loan Agreement in accordance with the terms of the Loan Agreement (including any applicable repayment charges or costs); 28 ● seek further third party alliances for existing assets, including TECELRA, on terms that are less favorable than might otherwise be available; ● seek an acquirer for all or part of the business on terms that are less favorable than might otherwise be available; and ● relinquish or license on unfavorable terms or rights to technologies, intellectual property or product candidates we would otherwise seek to develop or commercialize ourselves. Inability to obtain additional funding may also impact on existing business relationships resulting in termination or variation of those relationship.** Our current cash projections include reliance on the ability to obtain certain tax credits and the operation of certain tax regimes within the U. K. Should these cease to be available or be reduced, this could impact our ongoing requirement for investment and the timeframes within which additional investment is required. As a company that carries out extensive research and development activities, we benefit from the U. K. research and development tax credit regime for small and medium sized companies, whereby our principal research subsidiary company, Adaptimmune Limited, is able to surrender the trading losses that arise from its research and development activities for a payable tax credit of up to approximately 33. 4 % of eligible research and development expenditures, decreasing to 18. 6 % after April 1, 2023. Qualifying expenditures largely comprise employment costs for research staff, consumables and certain internal overhead costs incurred as part of research projects. Subcontracted research expenditures are eligible for a cash rebate of up to approximately 21. 7 %, decreasing to 12. 1 % after April 1, 2023. The majority of our pipeline research, clinical trials management and manufacturing development activities, all of which are being carried out by Adaptimmune Limited, are eligible for inclusion within these tax credit cash rebate claims. ~~We may not be able to continue to claim research and development tax credits (R & D tax credits) or the amount we can claim may reduce in the future as we expand our business because we may no longer qualify as an SME (small or medium- sized enterprise) or as a result of announced changes to the U. K. R & D tax credit regime lowering the amount of tax credits SMEs can claim. In order to qualify as an SME for R & D tax credits, we must continue to be a company with fewer than 500 employees and also have either an annual turnover not exceeding € 100 million or a balance sheet not exceeding € 86 million. Once we no longer qualify for SME R & D tax credits, it is likely we would qualify for the U. K. research and development expenditure credit scheme (the " RDEC Scheme ") which is claimable by large companies. The cash credit rate for the RDEC Scheme prior to April 1, 2023 was approximately 15 % of qualifying expenditure. The types of qualifying expenditure are restricted under the RDEC Scheme.~~ The U. K. government has introduced some changes to the U. K. research and development credit rules. These changes may give rise to a reduction in our U. K. research and development credit claims in the future. **These came into effect** ~~On July 18, 2023, the U. K. Government released draft legislation on proposed changes to the U. K. research and development regimes which was subsequently enacted~~ on February 22, 2024. These changes include combining the current SME R & D Tax Credit Scheme and RDEC Schemes with a single 20 % gross rate applying to all claims with an exception for R & D Intensive SMEs. For entities which qualify as R & D Intensive SMEs, a higher effective cash tax benefit of 27 % will be available. The legislation also includes changes to other rules and types of qualifying expenditure, such as the treatment of subcontracted and overseas costs. These changes may give rise to an increase in our U. K. research and development credit claims in the future if the Company qualifies as an R & D Intensive SME. ~~34We~~ **We** may also benefit in the future from the U. K.' s " patent box " regime, which would allow certain profits attributable to revenues from patented products to be taxed at a rate of 10 %. As we have many different patents covering our products, future upfront fees, milestone fees, product revenues, and royalties could be taxed at this favorably low tax rate. When taken in combination with the enhanced relief available on our research and development expenditures, we expect a long- term lower rate of corporation tax to apply to us. If, however, there are unexpected adverse changes to the U. K. research and development tax credit regime or the " patent box " regime, or we are unable to qualify for such advantageous tax legislation, our business, results of operations and financial condition may be adversely affected. Our ability to generate revenue from sales of our cell therapies and become profitable depends on our ability to progress our cell therapies through development. We have ~~no~~ **one** cell ~~therapies~~ **therapy**

approved for commercial sale, have ~~not~~ generated ~~any~~ **limited** revenue **to date** from sales of our **marketed** ~~cell therapies, and do not anticipate generating any revenue from sales of our cell therapies until sometime after we receive regulatory approval, if at all, for the commercial sale of a~~ cell therapy. We may never become profitable. Our ability to generate **sufficient** revenue and achieve profitability depends on many factors, including: ● progressing ~~our~~ **further** cell therapies through preclinical development and clinical development without substantial delays; ● demonstrating a favorable benefit (efficacy parameters): risk (safety) profile for our cell therapies; **29** ● obtaining regulatory approvals and marketing authorizations for our cell therapies; ● developing sustainable and scalable manufacturing and supply processes for our cell therapies to support commercial supply; ● obtaining market acceptance, pricing and reimbursement of our cell therapies as viable treatment options; ● the costs of commercializing any cell therapy including any post- marketing approval obligations; **and** ● the indications any cell therapy is approved in, the patient population treatable with any cell therapy and the speed with which we are able to launch a cell therapy and commercialize that cell therapy with treatment centers ~~;~~ **.** ~~andRisks~~ --- **Risks** Related to the Commercialization and Marketing of Our Cell ~~TherapiesWe~~ **TherapiesOur** ~~are~~ **business is, in part,** dependent on **the** successful commercialization of ~~afami~~ **TECELRA in the United States. TECELRA received FDA approval in August 2024. TECELRA is a genetically modified autologous T** - ~~ecl~~ **cell immunotherapy indicated for the treatment of adult patients with unresectable or metastatic synovial sarcoma who have received prior systemic therapy, are positive for HLA- A * 02: 01P,- A * 02: 02P,- A * 02: 03P, or- A * 02: 06P, and negative for HLA- A * 02: 05P, and whose tumor expresses the MAGE- A4 antigen as detected by** ~~and~~ - **an** ~~lete~~ **FDA** - **approved test. The success of our business, including our ability to finance our company and generate any revenue in the future, will, at this point, depend on the successful commercialization of TECELRA in the U. S. Any failure to successfully commercialize TECELRA in the U. S. would have a material and adverse impact on our business. The commercial success of TECELRA will depend on a number of factors, including the following: ● our ability to obtain any additional required capital or equivalent sources of finance to support the commercialization on acceptable terms, or at all; ● our ability to consistently manufacture TECELRA on a timely basis and sufficient to meet demand; ● our ability to activate authorized treatment centres (ATC) capable of administering TECELRA and the timing of activation of those authorized treatment centres; ● the ability of our authorized treatment centres to facilitate treatments with TECELRA given TECELRA is a novel T-** ~~ecl~~ **cell therapy requiring patient specific administration; ● the availability of the tests required to assess for the required HLA types and antigen presentation ahead of treatment with TECELRA and the ability of third party suppliers of such tests to make those tests available when required; ● the prevalence , duration and severity of potential side effects or other safety issues that patients may experience with TECELRA; ● achieving and maintaining, and, where applicable, ensuring that our third- party contractors (including those responsible for supply of TECELRA or any raw or intermediate materials required for such supply) achieve and maintain, compliance with our contractual obligations and with all regulatory requirements applicable to TECELRA; ● the willingness of physicians, operators of hospitals and clinics and patients to adopt and administer TECELRA; ● the availability of coverage and adequate reimbursement from managed care plans, private insurers, government payors (such as Medicare and Medicaid and similar foreign authorities) and other third- party payors for TECELRA; ● patients' ability and willingness to pay out- of- pocket for TECELRA in the absence of coverage and / or adequate reimbursement from third- party payors; ● patient demand for TECELRA; 30 ● the identification of patients eligible for treatment by the authorized treatment centres (including by referral from other hospitals and treatment centres) and the ability of the authorized treatment centres to progress such patients through to treatment; ● prevalence of the required HLA types and antigen within the synovial sarcoma population and the ability of the tests for HLA and antigen to function as expected; ● our ability to avoid third- party patent interference, intellectual property challenges or intellectual property infringement claims; and ● our ability to comply with any post marketing requirements and obligations including those imposed by the FDA as part of the authorization for TECELRA. These factors, many of which are beyond our control, could cause us to experience significant delays or** ~~and~~ - **an inability to obtain regulatory approvals or commercialize TECELRA. While we have obtained regulatory approval of TECELRA in the United States, we may never be able to successfully commercialize TECELRA in the United States or receive regulatory approval of TECELRA outside the United States. Accordingly, we cannot provide assurances as to the revenue obtainable through the sale of TECELRA. TECELRA is approved under accelerated approval in the United States, and additional confirmatory work is required in order to maintain that approval. Inability to maintain approval or to otherwise meet the requirements imposed by the FDA will have a significant impact on our ability to commercialize TECELRA. TECELRA is approved under accelerated approval in the U. S. based on overall response rate and duration of response. Continued approval for this indication is contingent upon verification and description of clinical benefit in a confirmatory trial. Our ability to obtain traditional approval for TECELRA may require the conduct of additional studies and will require ongoing discussions with the FDA. Any additional work required to satisfy the conditions of accelerated approval will require additional finances, and any ability to obtain any additional required capital or equivalent sources of finance may delay or prevent our ability to maintain approval for TECELRA. As part of the approval of TECELRA, certain post approval requirements apply which, if not satisfied, could impact continued approval of TECELRA. TECELRA is subject to continuing regulation by the FDA Failure to meet any of these requirements may result in negative consequences including adverse publicity, judicial or administrative enforcement, warning letters from the FDA, mandated corrective advertising or communications with doctors, and civil or criminal penalties. These requirements include submissions of safety and other postmarketing information and reports, registration and listing, as well as continued compliance with cGMPs and cGCPs for any clinical trials that we conduct post- approval. In addition, the FDA and other regulatory authorities may impose additional restrictions or require amendments to our product label after marketing approval in the event of additional adverse events with our cell**

therapy or of other adverse events seen with similar cell therapy products. As part of the approval of Teclera, the FDA has imposed certain Postmarketing Commitments (“ PMCs ”) and Postmarketing Requirements (“ PMRs ”), including certain requirements to conduct additional studies under proscribed timelines. Failure to conduct these PMCs and PMRs in a timely manner could result in enforcement action from the FDA. We and our contract manufacturers will be subject to periodic unannounced inspections by the FDA to monitor and ensure compliance with cGMPs. We must also comply with requirements concerning advertising and promotion for any cell therapies for which we obtain marketing approval. Promotional communications with respect to prescription drugs, including biologics, are subject to a variety of legal and regulatory restrictions and must be consistent with the information in the product’ s approved labeling. Thus, we will not be able to promote any cell therapies we develop for indications or uses for which they are not approved. 31The approval of TECELRA is limited to adult patients with unresectable or metastatic synovial sarcoma who have received prior chemotherapy, are positive for HLA- A * 02: 01P,- A * 02: 02P,- A * 02: 03P, or- A * 02: 06P, and negative for HLA- A * 02: 05P, and whose tumor expresses the MAGE- A4 antigen. As is common for initial approval of cancer therapies, TECELRA has been approved by the FDA for use in a limited patient population, who have unresectable or metastatic synovial sarcoma and who have already received prior systemic therapy. As a result, our ability to market TECELRA is generally limited to that patient population. The use of prior therapies or treatment for synovial sarcoma may reduce the effectiveness of our cell therapies. This is the first time we as an organization are marketing a product and we have limited experience as a commercial company and have never generated revenue from product sales. TECELRA is the first product for which we have obtained FDA approval. Accordingly, we will need to continue to transition from a company with a research and development focus to a company capable of supporting commercial activities. We have recruited experienced commercial and medical affairs teams and we will need to continue to develop those teams and the associated support network in order to supply TECELRA on a commercial basis. We will have to compete with other pharmaceutical and biotechnology companies to recruit, hire, train, and retain suitably skilled and experienced marketing and sales personnel. This process may result in additional delays in bringing our cell therapies to market or in certain cases require us to enter into alliances with third parties in order to do so. However, there ~~is~~ **can be** no ~~guarantee~~ **assurance** that we will ~~achieve approval or~~ be able to ~~generate sufficient~~ **establish or maintain such collaborative arrangements, or even if we are able to do so, that they will result in effective sales forces. Any revenue we receive will depend upon the efforts of such third parties, which may not be successful. We may have little or no control over the efforts of such third parties, and our** revenue from **cell therapy sales may be lower than if we had** ~~commercializationWe ------~~ **commercialized our cell therapies ourselves. For TECELRA, we** are **using certain** ~~aiming to launch afami- cel in the~~ third **parties** ~~quarter of 2024, subject~~ to **supplement the internal commercial facing teams** ~~FDA review and approval of our BLA~~. We are **also using** ~~currently planning for the BLA filing of lete- cel. There is no guarantee that we will be able to obtain marketing authorization for either cell therapy or that approvals will be obtained in accordance with current timelines. We have received approval from the FDA to file~~ a BLA for afami- cel. The..... within the currently anticipated timelines of the third quarter of 2024, or that the..... facilities or those of the third- party **distributor** ~~manufacturers we use may not be adequate~~ to **supply TECELRA** ~~support approval of our cell therapies; ● the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval ● requirement for additional clinical trials ahead of the grant of any regulatory approval; ● requirement for further development or characterization of processes. For example, the potency of our cell therapies will need to be assessed by a potency assay~~ and ~~although we believe that our assay will be satisfactory to assess potency, the regulatory authorities may disagree which will necessitate development of a further assay or process; 36 ●~~ third parties ~~we rely on being unable~~ to ~~meet regulatory requirements or~~ provide ~~information or documentation~~ **some of the systems required** to **supply TECELRA and** support **patients prescribed with TECELRA** ~~regulatory applications or questions from regulatory authorities. For example, we rely on a third party vector manufacturer who will be required to provide certain information to enable us to file the BLA; ● access to an approved companion diagnostic to support the launch of any cell therapy. Commercialization of our cell therapies will require approval for and access to a companion diagnostic~~ . We are reliant on ~~a~~ **those third parties to provide the services we require in accordance with our planned timelines. If any critical** third party **supplier fails to provide the services as required that may result in a delay to the commercialization of TECELRA. Any inability on our part to develop inhouse sales and commercial distribution capabilities** ~~for~~ **or to establish and maintain relationships with third- party collaborators that can successfully commercialize any cell therapy in the U. S. or elsewhere will have a materially adverse effect on our business and results of operations. As a novel cell therapy, TECELRA may not gain market acceptance among physicians, patients, hospitals, cancer treatment centers and others in the medical community, including referral centers. The use of engineered T- cells and cell therapies more generally as a potential cancer treatment is a recent** development ~~of our companion diagnostic assay~~ and **may** ~~there is no~~ **not become broadly accepted by physicians, patients, hospitals, cancer treatment centers and others in the medical community. For example, the product labelling and prescribing information for TECELRA describe** ~~certainty~~ **certain limitations of use, adverse events,** ~~that development will be possible in the timelines we require or that end regulatory approval will be available in the timelines we require;~~ and ~~● data from~~ **warnings and precautions, including a boxed warning related to Cytokine Release Syndrome (CRS), which may be severe or life threatening and which occurred in patients receiving TECELRA in** clinical trials ~~sponsored~~ **. Additional factors will influence whether TECELRA is accepted in the market, including: ● physicians, hospitals, cancer treatment centers and patients considering TECELRA as a safe and effective treatment; ● the potential and perceived advantages of TECELRA over alternative treatments; ● the prevalence and severity of any side effects; ● willingness of treating centers to test for the required HLA types and MAGE A4 antigen using the FDA approved tests; 32 ● our product labeling and prescribing information describe certain limitations of use, adverse events, and warnings**

and precautions; ● the cost of TECELRA in relation to alternative treatments; ● the willingness of referral centers and awareness of referral centers to refer patients to our authorized treatment centers; ● the availability of coverage, adequate reimbursement and pricing by third **-** party **payors and government authorities; ●** ~~competitors for similar cell therapy products which might impact a regulators view of~~ the ~~safety~~ **willingness of patients to pay** ~~or~~ **for** ~~efficacy profile or our cell~~ **TECELRA on an out- of- pocket basis in the absence of coverage by third- party payors and government authorities; ● relative convenience and ease of administration as compared to alternative treatments and competitive** therapies **; and ● the effectiveness of** ~~or~~ **our sales and** ~~the grant of~~ marketing **efforts. The product labelling and prescribing information** ~~approvals to competitors ahead of any application we make~~ for **TECELRA includes a boxed warning for CRS as well as** ~~marketing approval which may preclude our ability to obtain marketing approval in the~~ **other** ~~same indication unless we can show~~ **warnings and precautions. As TECELRA is used commercially, the rate and nature of adverse reactions may** ~~increased~~ **increase and as afamitresgene autoleucel (** ~~efficacy. Our estimates of the patient population that may be treated by our cell therapies including~~ afami- cel **)** is ~~based~~ **studied in additional indications and populations, toxicities may further limit its development and use. Coverage, price flexibility, and reimbursement may be limited or unavailable in certain market segments for TECELRA. Successful sales of TECELRA may depend** on ~~estimates informed by published information. This information may not be accurate in relation to our cell therapies and our estimates of potential patient populations could therefore be much higher or lower than those~~ -- **the** ~~that are actually available~~ **availability** ~~or possible for commercialization~~ **of coverage and adequate reimbursement from third- party payors** . In addition, **because TECELRA** ~~these estimates are based on assumptions about the number of eligible patients which have the peptide and HLA type targeted by the applicable cell therapy. Different patient populations will present~~ **represents** ~~different peptides according~~ **a new approach** to ~~their~~ -- **the** ~~specific HLA type. HLA types vary across the patient population and, due to this variability, any therapy will initially only be suitable for~~ treatment of **synovial sarcoma** ~~patients expressing the particular HLA type presenting the relevant peptide. We have submitted a BLA for afami- cel~~ , ~~but the review and approval of this BLA may not occur on the anticipated timelines, and~~ we cannot **accurately estimate** ~~be certain that~~ the **potential revenue from TECELRA** ~~FDA will grant final marketing approval~~ . **Patients who are provided medical treatment** ~~We have submitted a BLA for afami- cel which is being reviewed by the FDA. The FDA could refuse to grant marketing approval for afami- cel. In addition, should that review identify any additional requirements for information or~~ **for** ~~further work, the~~ **their** ~~date~~ **conditions generally rely** on **third- party payors to reimburse all** ~~which we receive marketing approval, could be significantly delayed pending provision of that information, conduct of any further work and further review by the FDA of the additional information and data from work. There is no guarantee that we will obtain marketing authorization for~~ - **or part** ~~afami- cel within the currently anticipated timelines~~ of ~~August 2024, or that~~ the **costs** ~~marketing authorization will not impose further or additional requirements~~ associated with **their treatment. Obtaining coverage and adequate reimbursement from governmental healthcare programs, such as Medicare and Medicaid, and commercial payors is critical to new product acceptance. Government authorities and third- party payors, such as private health insurers and health maintenance organizations, decide which drugs and treatments** ~~the~~ **they** ~~commercialization~~ **will cover and the amount** of ~~afamicel~~ **reimbursement** . **Reimbursement** ~~Approval of this BLA can be delayed or denied~~ by ~~the FDA for several reasons~~ **a third- party payor may depend upon a number of factors** , including **,** but not limited to **,** ~~those~~ -- **the third- party payor' s determination** ~~outlined above. In particular, the FDA may conclude~~ that **use** ~~the data submitted in support~~ of ~~the BLA are insufficient to demonstrate~~ a ~~favorable~~ **product is: ● a covered** benefit ~~/ risk profile in~~ **under its health plan; ● safe, effective and medically necessary; ● appropriate for** the ~~proposed~~ **specific** patient ~~population without~~ **; and ● cost- effective. Obtaining coverage and reimbursement approval of TECELRA from a government or** ~~the~~ **other** ~~submission of additional information or data,~~ **third- party payor is a time consuming and costly process** which could require **us to provide to the payor supporting scientific, clinical and cost- effectiveness data for the use of our products. Even if we obtain coverage for TECELRA, the resulting reimbursement payment rates might not be adequate for us to achieve or sustain profitability or may require co- payments that patients find unacceptably high. Patients are unlikely to use TECELRA unless coverage is provided and reimbursement is adequate to cover a significant portion of the cost of TECELRA. In the U. S., no uniform policy of coverage and reimbursement for products exists among third- party payors. Therefore, coverage and reimbursement for products can differ significantly from payor to payor. As a result, the coverage determination process is often a time- consuming and costly process that will require us to provide scientific and clinical support for the use of our cell therapies to each payor separately, with no assurance that coverage and adequate reimbursement will be obtained. There have been, and likely will continue to be, legislative and regulatory proposals at the foreign, national and state levels directed at broadening the availability of healthcare and containing or lowering the cost of healthcare, including the Affordable Care Act (" ACA ") or provisions of the Inflation Reduction Act (" IRA "). Such regulatory 33changes may bring prescription drug pricing reform or healthcare affordability programs that, for example, seek to lower prescription drug costs by allowing governmental healthcare programs to negotiate prices with drug companies, put an inflation cap on drug prices, and lower out- of- pocket expenses for recipients of governmental healthcare programs. We cannot predict the initiatives that may be adopted in the future. TECELRA represents a novel approach to treatment of synovial sarcoma that could result in heightened regulatory scrutiny. Use of TECELRA to treat a patient involves genetically engineering a patient' s T- cells. This is a relatively novel treatment approach that carries inherent development risks including the following, any of which can result in delays to our ability to provide confirmatory evidence of TECELRA' s effectiveness: ● Further development, characterization and evaluation may be required if post- marketing or clinical data suggest any potential safety risk for patients. The need to develop further assays, or to modify in any way the protocols related to TECELRA to improve safety or effectiveness, may delay the commercialization and further clinical development; ● End users and medical personnel require a substantial amount of education and training in** ~~the~~ **their** ~~conduct~~ **administration**

of **TECELRA either to engage in confirmatory clinical trials and recruit patients or ultimately to provide TECELRA to patients; ● Regulatory requirements governing gene and cell therapy products have changed frequently and may continue to change in the future; ● There is the potential for delayed adverse events following exposure to gene therapy products due to persistent biological activity of the genetic material or other components of products used to carry the genetic material. In part for this reason, the FDA recommends a 15- year follow- up observation period for all surviving patients who receive treatment using gene therapies in clinical trials; and ● Negative results seen in third party clinical trials utilizing gene therapy products may result in regulators halting development and commercialization of our cell therapies, including TECELRA, or in requiring** additional **data or requirements prior to our cell therapies progressing to the next stage of development. Manufacturing and supply of cell therapies is complex, and if we encounter any difficulties in manufacture or supply of TECELRA or our ability to provide supply for confirmatory** clinical ~~studies~~ **trials commercial supply of TECELRA could be delayed or stopped. The process of manufacturing** and **administering TECELRA is complex and highly regulated. Manufacture requires the harvesting of white blood cells from the patient, isolating certain T- cells from these white blood cells, combining patient T- cells with our lentiviral delivery vector through a process known as transduction, expanding the transduced T- cells to obtain the desired dose, and ultimately infusing the modified T- cells back into the patient. As a result of the complexities, our manufacturing and supply costs are likely to be higher than those at more traditional manufacturing processes and the manufacturing process is less reliable and more difficult to reproduce. Delays or failures in the manufacture of TECELRA (whether by us, any collaborator or our third party contract manufacturers) may result in a patient being unable to receive TECELRA or a requirement to re- manufacture which itself** ~~the~~ **then** ~~resubmission of~~ **causes delays in manufacture for** ~~the~~ **other** ~~BLA~~ **patients. Any delay or failure or inability to manufacture on a timely basis can adversely affect a patient' s outcomes and delay the timelines for our confirmatory clinical trials and commercialization. With a commercial product delays or failure to manufacture could additionally lead to claims by patients for reimbursement or damages. Such delays or failure or inability to manufacture can result from, inter alia: ● a failure in the manufacturing process itself for example, by an error in manufacturing process (whether by us or our third party contract manufacturing organization), equipment or reagent failure, failure in any step of the manufacturing process, failure to maintain a GMP environment, failure in quality systems applicable to manufacture, sterility failures, contamination during process; ● variations in patient starting material or apheresis product resulting in less product than expected or product which is not viable, or which cannot be used to successfully manufacture a cell therapy; 34 ● product loss or failure due to logistical issues including issues associated with the differences between patients' white blood cells or characteristics, interruptions to process, contamination, failure to supply patient apheresis material within required timescales (for example, as a result of an import or export hold- up) or supplier error; ● inability to have enough manufacturing slots to manufacture cell therapies for patients as and when those patients require manufacture; ● inability to procure components, consumables, ingredients, or starting materials, or to manufacture starting materials (including at our U. K. vector facility), as a result of supply chain issues; ● loss of or close- down of any manufacturing facility used in the manufacture of our cell therapies. For example, we will be manufacturing TECELRA at our Navy Yard manufacturing facility. Should there be a contamination event at the facility resulting in the close- down of that facility, it would not be possible to find alternative manufacturing capability for TECELRA within the timescales required for patient supply including for commercial supply; ● loss or contamination of patient starting material, requiring the starting material to be obtained again from the patient or the manufacturing process to be re- started** . In **the context of commercial supply, this could result in cancellation of order for the commercial cell therapy or a claim from the patient; ● a requirement to modify or make changes to any manufacturing process. Such changes may** ~~addition~~ **additionally require comparability testing which** ~~the then BLA approval~~ may ~~provide a product label with reduced~~ **reduce** ~~scope to~~ the ~~label~~ **amount of manufacturing slots available for manufacture of TECELRA. Delays in our ability to make the required modifications or perform any required comparability testing within** currently anticipated ~~. This~~ **timeframes or that such modifications or comparability testing, when made,** will **obtain regulatory approval or that the new processes or modified processes will successfully be transferred to the third party contract suppliers within currently anticipated timeframes can also** impact **timelines for manufacture; ● reduction or loss of the staff resources required to manufacture our cell therapies at our facilities or** ~~the~~ **those** ~~number~~ of ~~patients that we~~ **our CMOs; ● allocation of the resources, materials, and services of any collaborator or our third party contract manufacturers away from our cell therapy programs; ● reduction in available workforce to perform manufacturing processes, for example, as a result of a COVID- 19 outbreak or equivalent pandemic or workforce exhibiting potential COVID- 19 symptoms or equivalent pandemic symptoms, and pending receipt of test results for infection; or ● changes in the manufacturing and supply process. Any changes to the manufacturing process may require amendments to be made to regulatory applications or comparability tests to be conducted which** can **further delay timeframes** ~~treat with afami- cel~~ . ~~Development of~~ **If TECELRA manufactured under the new process has** a ~~commercially available cell therapy~~ **worse safety or efficacy profile than the prior product or the** process is ~~difficult~~ **less reproducible than the previous process** , ~~and~~ we may **need** ~~be unable~~ to ~~develop~~ **re- evaluate** the **use of that manufacturing** process ~~on currently anticipated timescales or at all. Developing a commercially viable process is a difficult and uncertain task~~ , **which could significantly delay** ~~and there are risks associated with scaling to the level required for~~ **or** ~~advanced~~ **even result in the halting of our confirmatory** clinical trials ~~or~~ **and** commercialization ~~, including, among others, requirements to characterize the manufacturing process, increased costs, potential problems with process scale- out, process reproducibility, stability issues, lot consistency, loss of product, and timely availability of reagents or raw materials or contract manufacturing services or facilities~~ . **We** A failure to develop such a commercially..... Following grant of marketing authorization we will be subject to ongoing regulatory obligations **and continued regulatory review** , which may result in significant additional expense

as well as significant penalties if we fail to comply with regulatory requirements or experience unanticipated problems with **TECELRA. FDA approval is accompanied by requirements to conduct surveillance to monitor the safety and efficacy of TECELRA. Later discovery of previously unknown problems with TECELRA, including adverse events of unanticipated severity or frequency, or with our third- party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in, among other things: ● restrictions on our ability to conduct further clinical trials, including full or partial clinical holds on ongoing or planned trials; ● restrictions on TECELRA' s manufacturing processes; ● restrictions on the marketing of TECELRA; ● restrictions on product distribution; 35 ● requirements to conduct additional post- marketing clinical trials; ● untitled or warning letters; ● withdrawal of TECELRA from the market; ● refusal to approve pending supplements to the TECELRA that we submit; ● recall of products; ● fines, restitution or disgorgement of profits or revenue; ● suspension or withdrawal of regulatory approvals; ● refusal to permit the import or export of our products; ● product seizure; ● injunctions; ● imposition of civil penalties; or ● criminal prosecutionThe FDA' s and other regulatory authorities' policies may change, and additional government regulations may be enacted that could adversely impact the approval of TECELRA. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the U. S. or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose marketing approval and we may not achieve or sustain profitability. In addition, FDA has required us to conduct a confirmatory trial to verify the clinical benefit of TECELRA. The results from the confirmatory trial or trials may not support the clinical benefit, which could result in the approval being withdrawn. We may not be able to obtain marketing approvals of** our cell therapies ~~. If~~ **including lete- cel as broadly as planned or on** the timescales we plan.The process of obtaining marketing approvals,both in the U.S.and in countries outside of the U.S.,is expensive,may take many years and can vary substantially based upon a variety of factors,including the type,complexity and novelty of the cell therapies involved.For example,clinical trials may be required in pediatric populations before any marketing approval can be obtained,which can be time consuming and costly.Changes in marketing approval policies during the development period,changes in or the enactment of additional statutes or regulations,or changes in regulatory review for each submitted product application,may cause delays in the approval or rejection of an application.The FDA **and foreign regulatory authorities also have substantial discretion in the drug and biologics approval process. The number and types of preclinical programs and clinical trials that will be required** ~~or~~ **for regulatory approval varies depending on the cell therapy, the disease or condition that the cell therapy is designed to address, and the regulations applicable to any particular cell therapy. Approval policies, regulations or the type and amount of clinical data necessary to gain approval may change during the course of** a **cell therapy' s clinical development and may vary among jurisdictions, and there may be varying interpretations of data obtained from preclinical programs or clinical trials, either of which may cause delays or limitations in the approval or the decision not to approve an application. In addition, approval of our cell therapies could be delayed or refused for many reasons, including the following: ● the FDA or** comparable foreign regulatory ~~authority~~ **authorities may disagree with the design or implementation of our or our collaborators' clinical trials; ● we or our collaborators may be unable to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that our T- cells have a beneficial benefit / risk profile for any of their proposed indications; 36 ● the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval; ● the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical programs or clinical trials; ● the data collected from clinical trials of our cell therapies may not be sufficient to the satisfaction of the FDA or comparable foreign regulatory authorities to support the submission of a BLA or other comparable submission in foreign jurisdictions or to obtain regulatory approval in the U. S. or elsewhere; ● our manufacturing processes or facilities or those of the third- party manufacturers we use may not be adequate to support approval of our cell therapies; ● the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval ● requirement for additional clinical trials ahead of the grant of any regulatory approval; ● requirement for further development or characterization of processes. For example, the potency of our cell therapies will need to be assessed by a potency assay and although we believe that our assay will be satisfactory to assess potency, the regulatory authorities may disagree which will necessitate development of a further assay or process; ● third parties we rely on being unable to meet regulatory requirements or provide information or documentation to support regulatory applications or questions from regulatory authorities. For example, we rely on a third party vector manufacturer who will be required to provide certain information to enable us to file the BLA; ● access to an** ~~approves~~ **approved** ~~.~~ A failure to develop such a commercially viable process within anticipated timescales may prevent or delay progression of our T- cell therapies into pivotal clinical trials and ultimately commercialization.This failure to develop a timely process may result from,for example,inability to scale- up within ~~required~~ **37required** timelines,inability to put in place the required processes and control measures for a commercial process,inability to timely develop systems for automation of the process or failure of third parties (including vector suppliers) to put in place adequate facilities or processes to enable commercial manufacture.In addition,we may ultimately be unable to reduce the expenses associated with our cell therapies to levels that will allow us to achieve a profitable return on investment.Reduction of the costs associated with manufacture requires significant financial investment which may not be available to us.Following grant of marketing authorization **we** our cell therapies, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion, import, export and recordkeeping for our cell therapies will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post- marketing information and reports, registration and listing, as well as continued compliance with cGMPs and

cGCPs for any clinical trials that we conduct post- approval. In addition regulatory authorities may impose additional restrictions or require amendments to our product label after marketing approval in the event of additional adverse events with our cell therapy or of other adverse events seen with similar cell therapy products. We and our contract manufacturers will be subject to periodic unannounced inspections by the FDA to monitor and ensure compliance with cGMPs. We must also comply with requirements concerning advertising and promotion for any cell therapies for which we obtain marketing approval. Promotional communications with respect to prescription drugs, including biologics, are subject to a variety of legal and regulatory restrictions and must be consistent with the information in the product' s approved labeling. Thus, we will not be able to promote any cell therapies we develop for indications or uses for which they are not approved. We may not be able to develop or obtain approval for the analytical assays and companion diagnostics required for commercialization of our cell therapies including ~~afami~~ **lete** - cel. ~~Administration~~ **38Administration** of our cell therapies requires the use of an immuno- chemistry or other screening assay in which patients are screened for the presence of the cancer peptide targeted by our cell therapies. For example, ~~in our SPEARHEAD trial~~ **prior to TECELRA being administered,** patients are screened for the presence of MAGE- A4. This assay requires the identification of suitable antibodies which can be used to identify the presence of the relevant target cancer peptide. Our patients are also screened for their HLA- type as only patients with certain HLA- types can receive **our** ~~afami- cel~~ **cell therapies** . If safe and effective use of a biologic product depends on an in vitro diagnostic, such as a test to detect patients with a particular cancer peptide, then the FDA generally requires approval or clearance of the diagnostic, known as a companion diagnostic, concurrently with approval of the therapeutic product. To date, the FDA has generally required in vitro companion diagnostics that are intended for use in selection of patients who will respond to cancer treatment to obtain a pre- market approval, or PMA, which can take up to several years, for that diagnostic approval or clearance to occur simultaneously with approval of the biologic product. We expect that, for all our cell therapies, the FDA and similar regulatory authorities outside of the U. S. will require the development and regulatory approval of a companion diagnostic assay as a condition to approval. We also expect that the FDA may require PMA supplemental approvals for use of that same companion diagnostic as a condition of approval of additional cell therapies. We ~~do not have experience or capabilities in developing or commercializing these companion diagnostics and plan to~~ rely in large part on third parties to perform these functions **and develop and provide the companion diagnostics** . If we or our collaborators, or any third parties that we engage to assist us, are unable to successfully develop companion diagnostic assays for use with any cell therapy, or are unable to obtain regulatory approval or experience delays in either development or obtaining regulatory approval, we may be unable to identify patients with the specific profile targeted by the relevant cell therapy for enrollment in our clinical trials. In addition, delay in development and approval of any companion diagnostic may also impact our ability to obtain a marketing approval for the therapeutic ~~38product~~ -- **product** and to commercialize the therapeutic product. For example, delays in the development of a companion diagnostic for detection of the ~~MAGE~~ **NY** - ~~A4~~ **ESO** antigen in synovial sarcoma and ~~MRCLS~~ **myxoid liposarcoma** indications may result in delays to any marketing approval for ~~afami- cel and~~ lete- cel in those indications. Accordingly, further investment may be required to further develop or obtain the required regulatory approval for the relevant companion diagnostic assay, which would delay or substantially impact our ability or our collaborators' ability to conduct further clinical trials or obtain regulatory approval. **Where** ~~Afami- cel requires a companion diagnostic assay to be approved for both the MAGE- A4 antigen and the HLA- type required by patients. Although regulatory filings are in progress for both assays,~~ the FDA ~~may~~ **does** not approve the use of these diagnostic assays ~~which~~ **this** could delay the launch of ~~afami~~ **our cell therapy products, including lete** - cel. Obtaining and maintaining regulatory approval of our cell therapies in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of our cell therapies in other jurisdictions. We or our collaborators may submit marketing authorization applications in multiple countries. Regulatory authorities in different countries have different requirements for approval of cell therapies with which we must comply prior to marketing in those jurisdictions. Obtaining foreign regulatory approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our cell therapies in certain countries. For example, in certain jurisdictions additional clinical trials in different patient populations may be required. If we fail to comply with the regulatory requirements in international markets and / or receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our cell therapies will be harmed. The market opportunities for cell therapies may be limited to those patients who have failed prior treatments. Initial approval of new cancer therapies may be limited to what is referred to as third- line use. Third- line treatment is the third type of treatment following initial, or first- line, treatment and second- line treatment, which is given when first- line treatment does not work or ceases working. However, cancer therapies may be used from the point at which cancer is detected in its early stages (first- line) onward. Whenever the first- line therapy fails or the process is unsuccessful, second- line therapy may be administered, such as additional rounds of chemotherapy, radiation and antibody drugs or a combination of these treatments. If second- line therapies fail, patients are generally given the ~~opportunity~~ **39opportunity** to receive third- line therapies, which tend to be more novel therapies. Our current clinical trials generally require that patients have received chemotherapy prior to enrollment and are primarily directed to third- line use. Depending upon the outcome of current trials, we or our collaborators may conduct future clinical trials using cell therapies for first- line therapy, but clinical trials might not be approved or if approved such trials might not lead to regulatory approval. If our cell therapies only receive third- line or second- line approval, the patient population into which we or our collaborators can supply our cell therapies will be significantly reduced, which may limit commercial opportunities. In addition, our patient population may be derived from those who have previously failed checkpoint therapy, which may result in tumor resistance mechanisms which also impart resistance to our cell therapies and hence may reduce the effectiveness of our cell therapies. We currently have a limited marketing and sales organization and as an organization have no experience in marketing products. As an organization, we have never marketed or supplied commercial pharmaceutical or biologic products or therapies. We will need to transition from a company with a research and development focus to a company

capable of supporting commercial activities. We may not be successful in such a transition. We ~~are recruiting~~ **have recruited** a sales and field force and will need **to continue** to hire and develop the sales function and associated support network **for the** ~~if we are to~~ supply **of our** cell therapies, including ~~afami~~ **TECELRA and lete** - cel on a commercial basis ~~. As our cell therapies proceed through clinical programs, we intend to develop an in- house marketing organization and sales force, which will require significant capital expenditures, management resources, and time~~ . We will have to compete with other ~~39pharmaceutical --~~ **pharmaceutical** and biotechnology companies to recruit, hire, train, and retain suitably skilled and experienced marketing and sales personnel. ~~This process may result in~~ **To expand commercialization or to commercialize outside of the US,** additional **resources** ~~delays in bringing our~~ **or** ~~cell therapies to market or in certain cases require us to enter into~~ alliances with third parties **will be required** ~~in order to do so~~ . ~~However, there~~ **There** can be no assurance that we will be able to establish or maintain ~~such collaborative~~ **any required** arrangements, or even if we are able to do so, that they will result in effective sales forces. Any revenue we receive will depend upon the efforts of such third parties, which may not be successful. We may have little or no control over the marketing and sales efforts of such third parties, and our revenue from cell therapy sales may be lower than if we had commercialized our cell therapies ourselves. For afami- cel we are using certain third parties to supplement the internal commercial facing teams. We are also using a third party distributor to supply afami- cel and third parties to provide some of the systems required to supply a cell therapy. We are reliant on those third parties to provide the services we require in accordance with our planned timelines. If any critical third party supplier fails to provide the services as required that may result in a delay to the commercialization of afami- cel. Any inability on our part to develop in- house sales and commercial distribution capabilities or to establish and maintain relationships with third- party collaborators that can successfully commercialize any cell therapy in the U. S. or elsewhere will have a materially adverse effect on our business and results of operations. If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our cell therapies. We face an inherent risk of product liability as a result of the clinical testing of our cell therapies and our ongoing manufacture of cell therapies and will face an even greater risk upon any commercialization, including commercialization of afami- cel. For example, we may be sued if any of our cell therapies causes or is perceived to cause injury or is found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our cell therapies. Even a successful defense would require significant financial and management resources and, regardless of the merits or eventual outcome, liability claims may result in: ● decreased demand for our cell therapies; ● injury to our reputation; **40** ● withdrawal of clinical trial participants; ● initiation of investigations by regulators; ● costs to defend the related litigation; ● a diversion of management' s time and our resources; ● substantial monetary awards to trial participants or patients; ● product recalls, withdrawals or labeling, marketing or promotional restrictions; ● loss of revenue; ● exhaustion of any available insurance and our capital resources; ● the inability to commercialize our cell therapies; and ● a decline in our share price. ~~40Our --~~ **Our** inability to obtain sufficient product liability insurance at an acceptable price to protect against potential product liability claims could also prevent or inhibit the commercialization of our cell therapies. We ~~currently hold £ 15. 0 million in~~ clinical trial insurance coverage ~~in the aggregate per year~~ , ~~with a per trial limit of £ 5. 0 million. We also hold~~ products and services liability insurance ~~capped at £ 5. 0 million in the aggregate~~ and public liability insurance **, which are all** capped at **certain levels** ~~£ 5. 0 million per occurrence~~ . These levels may not be adequate to cover all liabilities that we may incur ~~. We will need to increase our insurance coverage as we expand the scope of our clinical trials and ahead of commercialization of afami- cel~~ . We may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise. Even if we or our collaborators obtain regulatory approval of our cell therapies, they may not gain market acceptance among physicians, patients, hospitals, cancer treatment centers and others in the medical community. The use of engineered T- cells and cell therapies more generally as a potential cancer treatment is a recent development and may not become broadly accepted by physicians, patients, hospitals, cancer treatment centers and others in the medical community. Additional factors will influence whether our cell therapies are accepted in the market, including: ● the clinical indications for which our cell therapies are approved; ● physicians, hospitals, cancer treatment centers and patients considering the cell therapies as a safe and effective treatment; ● the potential and perceived advantages of our cell therapies over alternative treatments; ● the prevalence and severity of any side effects; ● product labeling or prescribing information requirements of the FDA or other regulatory authorities; ● limitations or warnings contained in the labeling approved by the FDA; ● the timing of market introduction of our cell therapies as well as competitive products; ● the cost of treatment in relation to alternative treatments; **41** ● the availability of coverage, adequate reimbursement and pricing by third- party payors and government authorities; ● the willingness of patients to pay for cell therapies on an out- of- pocket basis in the absence of coverage by third- party payors and government authorities; ● relative convenience and ease of administration as compared to alternative treatments and competitive therapies; and ● the effectiveness of our sales and marketing efforts. In addition, although we are not utilizing embryonic stem cells or replication competent vectors in our manufacturing process, adverse publicity due to the ethical and social controversies surrounding the therapeutic use of such technologies, and reported side effects from any clinical trials using these technologies or the failure of such trials to demonstrate that these therapies are safe and effective may limit market acceptance of cell therapies. If our cell therapies are approved but fail to achieve market acceptance among physicians, patients, hospitals, cancer treatment centers or others in the medical community, we will not be able to generate significant revenue. ~~41Even --~~ **Even** if our cell therapies achieve market acceptance, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favorably received than our cell therapies, are more cost effective or render our cell therapies obsolete. Coverage, price flexibility, and reimbursement may be limited or unavailable in certain market segments for cell therapies. Successful sales of

cell therapies, if approved, depend on the availability of coverage and adequate reimbursement from third- party payors. In addition, because cell therapies represent new approaches to the treatment of cancer, we cannot accurately estimate the potential revenue from cell therapies. Patients who are provided medical treatment for their conditions generally rely on third- party payors to reimburse all or part of the costs associated with their treatment. Obtaining coverage and adequate reimbursement from governmental healthcare programs, such as Medicare and Medicaid, and commercial payors is critical to new product acceptance. Government authorities and third- party payors, such as private health insurers and health maintenance organizations, decide which drugs and treatments they will cover and the amount of reimbursement. Reimbursement by a third- party payor may depend upon a number of factors, including, but not limited to, the third- party payor' s determination that use of a product is: ● a covered benefit under its health plan; ● safe, effective and medically necessary; ● appropriate for the specific patient; ● cost- effective; and ● neither experimental nor investigational. Obtaining coverage and reimbursement approval of a cell therapy from a government or other third- party payor is a time- consuming and costly process which could require us to provide to the payor supporting scientific, clinical and cost- effectiveness data for the use of our products. Even if we obtain coverage for a given cell therapy, the resulting reimbursement payment rates might not be adequate for us to achieve or sustain profitability or may require co- payments that patients find unacceptably high. Patients are unlikely to use cell therapies unless coverage is provided and reimbursement is adequate to cover a significant portion of the cost of the cell therapy. ~~In~~ **42In** the U. S., no uniform policy of coverage and reimbursement for products exists among third- party payors. Therefore, coverage and reimbursement for products can differ significantly from payor to payor. As a result, the coverage determination process is often a time- consuming and costly process that will require us to provide scientific and clinical support for the use of our cell therapies to each payor separately, with no assurance that coverage and adequate reimbursement will be obtained. In some foreign countries, particularly those in the EU, the pricing of biologics is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after obtaining marketing approval of a cell therapy. In addition, market acceptance and sales of our cell therapies will depend significantly on the availability of coverage and adequate reimbursement from third- party payors for the cell therapies and may be affected by existing and future health care reform measures. There have been, and likely will continue to be, legislative and regulatory proposals at the foreign, national and state levels directed at broadening the availability of healthcare and containing or lowering the cost of healthcare, including the Affordable Care Act (" ACA ") or provisions of the Inflation Reduction Act (" IRA "). Such regulatory changes may bring prescription drug pricing reform or healthcare affordability programs that, for example, seek to lower prescription drug costs by allowing governmental healthcare programs to negotiate prices with drug companies, put an ~~42inflation~~ -- **inflation** cap on drug prices, and lower out- of- pocket expenses for recipients of governmental healthcare programs. We cannot predict the initiatives that may be adopted in the future. The continuing efforts of the government, insurance companies, managed care organizations and other payors of healthcare services to contain or reduce costs of healthcare and / or impose price controls may adversely affect: ● the demand for cell therapies, if we or our collaborators obtain regulatory approval; ● our or our collaborators' ability to set a price that is fair for our cell therapies; ● our or our collaborators' ability to generate revenue and achieve or maintain profitability; ● the level of taxes that we are required to pay; and ● the availability of capital. Any reduction in reimbursement from Medicare or other government programs ~~may result in a similar reduction in payments from payors, which~~ may adversely affect our future profitability. Our cell therapies for which we intend to seek approval as biologic products may face competition sooner than anticipated. The enactment of the Biologics Price Competition and Innovation Act of 2009, or BPCIA, created an abbreviated pathway for the approval of biosimilar and interchangeable biological products. The abbreviated regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as " interchangeable " based on its similarity to an existing reference product. Under the BPCIA, an application for a biosimilar product cannot be approved by the FDA until 12 years after the original branded product or " reference " is approved under a BLA. On March 6, 2015, the FDA approved the first biosimilar product under the BPCIA. However, the law is complex and is still being interpreted and implemented by the FDA and as a result, its ultimate impact, implementation and meaning are subject to uncertainty. While it is uncertain when such processes intended to implement BPCIA may be fully adopted by the FDA, any such processes could have a material adverse effect on the future commercial prospects for our biological products. There is a risk that the FDA will not consider each of our cell therapies to be entitled to 12- year reference product exclusivity, potentially creating the opportunity for biosimilar competition sooner than anticipated. Additionally, this period of regulatory exclusivity does not apply to companies pursuing regulatory approval via their own full BLA, rather than via the abbreviated biosimilar pathway. Moreover, the extent to which a biosimilar, once approved, will be ~~substituted~~ **43substituted** for any one of our reference products in a way that is similar to traditional generic substitution for non- biological drug products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing. Foreign countries also have abbreviated regulatory pathways for biosimilars and hence even where the FDA does not approve a biosimilar biologic, a biosimilar could be approved using an abbreviated regulatory pathway in other markets where our cell therapies are approved and marketed. ~~43Risks~~ -- **Risks** Related to the Development of Our Cell ~~TherapiesWe~~ **TherapiesOur** ~~are heavily reliant on the data obtained from our ongoing ADP- A2M4CD8 clinical trials. Our ability to obtain additional financing is dependent on the data from our ADP- A2M4CD8 (" SURPASS " and " SURPASS- 3 ") clinical trials among other factors. Data from any of these trials might not be sufficient to enable us to further develop ADP- A2M4CD8 or other cell therapies within the pipeline. If we do not see sufficiently positive data in any of these clinical trials or if we see an adverse side effect profile preventing continuation of any clinical trials, we may not be able to obtain the additional financing required to fund our anticipated business operations. This in turn may necessitate delays in planned activities, including the commercialization of afami- cel in synovial sarcoma, the development of lete- cel and our ability to progress other cell therapies into and through clinical development. Our~~ cell therapy products require significant additional clinical testing before we can seek regulatory approval and begin commercialization. Our cell therapies may not

achieve regulatory approval or proceed to the next stage of development. **All of** ~~We have filed~~ our ~~first BLA for afami~~ **cell therapies other than TECELRA and lete** - cel ~~and the FDA is currently reviewing that BLA. We do not know if the FDA will grant approval for afami- cel or whether additional activities, if any, will be required to be performed prior to such approval being granted or after such approval being granted. All of our other cell therapies~~ require further development before a BLA can be filed with any regulatory authority to permit commercialization. Results seen in early clinical trials ~~, for~~ - **or pre** ~~example, with our ADP~~ - **clinical testing,** ~~A2M4CD8 cell therapy candidate~~ may not be predictive of the data we will obtain in our **clinical trials including** later phase clinical trials. Negative results in any cell therapy clinical program may also impact our ability to continue with clinical development of other similar cell therapies. Although each cell therapy may target a different cancer peptide or protein, the underlying technology platform and other aspects of our clinical programs are the same or substantially similar for many of our cell therapies. Accordingly, a failure or delay in any one program may affect the ability to obtain regulatory approval to continue or conduct clinical programs for other cell therapies. The data produced in ~~our ongoing~~ **preclinical testing and** clinical trials **for our preclinical and clinical- stage cell therapies** is at an early stage, and future data may not support continued progression of any of ~~our~~ **these** therapies through development ~~. The patient response data that has been reported in our SURPASS and SURPASS- 3 trials represents data from small numbers of patients within each study at the applicable dosing level~~ . As such, the data is initial data, and there is no assurance that any responses will persist, that we will see responses in any other patients or that such patients will not suffer severe adverse events which may result in a delay or halt to any clinical trial. Further data may be required in order to progress cell therapies to the next stage of development. Negative results in one clinical trial may also impact ability to proceed with development in other clinical trials given the common technology platform and similarity of other aspects of our clinical programs. Like other biologic products, we expect there may be greater variability in results for cell therapies which are administered on a patient- by- patient basis than for " off- the- shelf " products, like many other biologics. There is typically an extremely high rate of attrition from the failure of any products proceeding through clinical trials. Cell therapies in later stages of clinical trials may fail to show the desired safety and efficacy profile despite having progressed through preclinical programs and initial clinical trials. A number of companies in the biopharmaceutical industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety issues, notwithstanding promising results in earlier trials. Most biologic candidates that begin clinical trials are never approved by regulatory authorities for commercialization. We may therefore be unsuccessful in demonstrating the required efficacy and safety profile from the performance of any of our clinical programs. We are aware that certain patients do not respond to our cell therapies and that other patients may relapse or cease to present the peptide being targeted by such cell therapies. The percentage of the patient population in which these events may occur is unknown, but the inability of patients to respond and the possibility of relapse may impact our ability to conduct clinical trials, to obtain regulatory approvals, if at all, and to successfully commercialize any cell therapies. ~~44We plan to provide further data updates as and when the applicable data is believed to be sufficiently mature. Given the nature of T- cell therapies and the time taken to observe patient responses to our cell therapies, we cannot provide any assurance that further data updates will be provided frequently or that such data updates will be available at any particular time.~~ We may not be able to commence additional clinical trials for cell therapies on the timeframes we expect. Progression of new cell therapies into clinical trials is inherently risky and dependent on the results obtained in preclinical programs, the results of other clinical programs and any other activities which may impact our ability to commence clinical trials, for example, availability of manufacturing process and components. If any issues are identified during any cell therapy development, we may experience significant delays in development of pipeline candidates ~~including~~ **44including** our PRAME and CD70 programs **. We have paused all spend on the PRAME** and ~~in existing~~ **CD70 programs which may delay progression of these programs through preclinical development and into** clinical **development** ~~programs including our SURPASS and SURPASS- 3 programs~~ . This may also impact our ability to achieve certain financial milestones **, for** and the expected timeframes to market any of our cell therapies. The FDA or other regulatory authorities may not approve any IND (or equivalent application) for any of our future cell therapies, or for new indications for our cell therapies already in clinical trials, or may require amendments to existing protocols (including as a result of the COVID- 19 pandemic or other similar pandemics). For example, we amended the protocols for our clinical trials in response to reported serious adverse events (" SAEs ") of prolonged serious pancytopenia in our clinical trials. Such amendments and updates may delay our clinical trials, may require changes or resubmission of our INDs, or may result in or be related to a halt in our planned or contemplated clinical trials. We conduct clinical trials at sites in the U. K. and European Union. This requires gaining the approval of country specific review bodies for GMO application and Clinical Trial Application (" CTA "). As this is not a harmonized process, the requirements can vary considerably, and delays can be incurred at a country level. For example, the information required in relation to manufacturing processes or assays may differ between countries and may require additional testing to be conducted in order for approval to be obtained. T- cell therapy is a novel approach to cancer treatment that creates significant increased risk in terms of side- effect profile. Development of a pharmaceutical or biologic therapy or product has inherent risks based on differences in patient population and responses to therapy and treatment. The mechanism of action and impact on other systems and tissues within the human body following administration of our cell therapies is complex and not completely understood, which means that we cannot predict the long- term effects of treatment with any of our cell therapies (whether by us or a collaborator). In addition, it is not possible for any pre- clinical safety package to completely identify all potential safety risks. For example, there is a risk that the target (or similar) peptide to which any T- cell is directed may be present in both patients' cancer cells and other non- cancer cells and tissues. Cross- reactivity or allo- reactivity (binding to peptides presented on other HLA types) could also occur where the affinity- enhanced engineered TCR contained within any cell therapy including our T- cells binds to peptides presented by HLAs other than the HLA type for which the relevant TCR was developed. Should any of these cross- reactivities occur, patients may suffer a range of side effects associated with the T- cell binding to both the cancer cells and / or other cells and tissues and such side effects could cause patient death. The extent of these side effects will depend

on which cells and tissues are affected as well as the degree to which the target (or similar) peptide is expressed in these cells and tissues. Any unacceptable toxicities arising in ongoing clinical programs could result in suspension or termination of those clinical programs. The more serious adverse events (“ SAEs ”) that are reported the greater the risk of suspension of termination of clinical programs, even where the SAEs are unrelated to each other or to our cell therapies. Our patients undergo lymphodepletion prior to receiving our cell therapies which leaves them immuno- compromised for a period of time after the lymphodepletion and increases their risk of contracting other unrelated diseases or pathogens including COVID- 19. The treatment regimen used in our protocols, in particular the use of chemotherapy, also carries an inherent risk of cytopenia (including pancytopenia), where blood cell levels reduce to lower than normal. If blood cell levels do not recover sufficiently the patient may suffer serious adverse events, which may even be life threatening. There have ~~45been~~ -- **been** multiple events of pancytopenia as well as SAEs similar to those reported across our clinical trials; these are multifactorial in etiologies and could result in regulatory authorities imposing a hold on one or more clinical programs whilst the events are investigated further. Serious adverse events seen with other immunotherapy products, such as the severe cytokine release syndrome (“ CRS ”) and neurotoxicity events observed with CD19- directed CAR T- cell treatments, may also occur at any stage of the clinical program. Further, following infusion of any of our T- cells, there may be a transient inflammatory reaction of the disease to the treatment. Symptoms in any given subject would be dependent on the location and other characteristics of their tumor. For example, subjects with lung tumors may experience dyspnea. Cardiac toxicities may be observed in patients with pre- existing cardiac or pericardial masses. These inflammatory reactions and related symptoms may be mild and self- limited, but can be severe, potentially life- threatening and require medical intervention. ~~Any~~ **45Any** side effects may also result in the need to perform additional trials, which will delay regulatory approval for such cell therapies and require additional resources and financial investment to bring the relevant cell therapy to market. Use of cell therapies in combination with other third party products or therapies may increase or exacerbate side effects that have been seen with our cell therapies alone or may result in new side effects that have not previously been identified with our cell therapies alone. Any undesirable side effects seen in combination trials may affect our ability to continue with and obtain regulatory approval for the combination therapy, but may also impact our ability to continue with and obtain regulatory approval for our cell therapies alone. Summary information on adverse events (“ AEs ”) seen in relation to each of our cell therapies are provided below Afami- cel: ● As of December 27, ~~2023~~ **2024** , ~~156~~ **187** patients received at least one dose of transduced cells of afami- cel across multiple studies. ~~138~~ **167** (~~88~~ **89** . ~~5~~ **3** %) patients experienced adverse events. Adverse events occurring in > 10 % of subjects considered by investigators to be at least possibly related to afami- cel include CRS, pyrexia, neutropenia / neutrophil count decreased, fatigue, leukopenia / WBC decreased, sinus tachycardia / tachycardia, lymphopenia / lymphocyte count decreased, nausea, hypotension **,** rash, thrombocytopenia / platelet count decreased, chills, ~~febrile neutropenia,~~ anaemia / RBC ~~decreased~~ , **hypophosphataemia** ~~decreased appetite~~ and headache. ● Serious adverse event (SAEs), considered by investigators to be at least possibly related to afami- cel were reported for ~~38~~ **47** (~~24~~ **25** . ~~4~~ **1** %) subjects under the program. These events include empyema, sepsis, cytokine release syndrome, pleural effusion, pneumothorax, pulmonary embolism, pyrexia, anemia, aplastic anemia, pancytopenia, cerebrovascular accident, encephalopathy, neurotoxicity, arrhythmia, alanine aminotransferase increased, aspartate aminotransferase increased, blood alkaline phosphatase increased, platelet count decreased, lymphoproliferative disorder, deep vein thrombosis, superior vena cava occlusion, acute kidney injury, arthralgia, pulmonary hemorrhage, adrenal insufficiency, white blood cell count decreased **, tumor pain, infusion related reaction, hypercalcemia, COVID- 19 pneumonia, respiratory failure, multiple organ dysfunction syndrome, cardiac arrest,** and rash. ~~Two~~ **Three** of these subjects have had treatment related fatal SAEs: one patient experienced pancytopenia / aplastic anemia **, one patient experienced cardiac arrest,** and the other experienced a cerebrovascular accident (stroke). ● ~~Five~~ **Eleven** subjects experienced long term follow up events. The events were thrombocytopenia / Platelet count decreased, **pneumonia,** sepsis, **anemia / RBC decreased,** bacteraemia, Covid- 19, **cerebral thrombosis, hemiparesis, herpes zoster,** hyperthyroidism, **lung disorder, pain, oral fungal infection** and myelodysplastic syndrome. ADP- A2M4CD8 **(uza- cel)** : ● As of November 22, 2023, in the SURPASS study, there have been 46 patients treated with ADP- A2M4CD8 monotherapy. The adverse events occurring in > 10 % of patients treated with ADP- A2M4CD8 monotherapy (n = 46) and considered by investigators to be at least possibly related to ADP- A2M4CD8 include CRS, neutropenia / neutrophil count decreased, fatigue, anemia / red blood cell count decreased, thrombocytopenia / platelet count decreased, immune effector cell- associated ~~46neurotoxicity~~ -- **neurotoxicity** syndrome (ICANS), pleural effusion, pyrexia, rash, dyspnea, hypoxia, leukopenia / white blood cell count decreased, sinus tachycardia / tachycardia, decreased appetite, febrile neutropenia, and lymphopenia / lymphocyte count decreased. ● SAEs, considered by investigators to be at least possibly related to ADP- A2M4CD8 monotherapy, were reported for 23 (50. 0 %) patients in the study. These events include CRS, ICANS, drug reaction with eosinophilia and systemic symptoms (DRESS Syndrome), rash, hypoxia, dyspnea, plueral effusion, device related infection, pneumonia, sepsis, anemia, pancytopenia, pyrexia, myocarditis, ~~small~~ **46small** intestinal obstruction, infusion related reaction, blood creatinine increased, tumor lysis syndrome, and myositis. Three of these patients had treatment- related fatal SAEs (pancytopenia, CRS, and myositis). In addition, there have been 10 patients treated with nivolumab in combination with ADP- A2M4CD8. Nine out of 10 subjects had AEs related to T- cell infusion, including CRS, rash, pyrexia, fatigue, C- reactive protein increased, decreased appetite, febrile neutropenia, headache, hypotension, ICANS, infusion related reaction, lymphopenia / lymphocyte count decreased, sinus tachycardia / tachycardia, stomatitis and thrombocytopenia / platelet count decreased. Febrile neutropenia, fatigue, and hypotension were the only AEs related to T- cell infusion and nivolumab ~~. ● In the SURPASS- 2 study (ADP- 0055- 002), there have been 3 patients treated with ADP- A2M4CD8 monotherapy. The adverse events considered by investigators to be at least possibly related to ADP- A2M4CD8 include rash, sciatica, CRS, pyrexia and respiratory failure. CRS was the only SAE considered by investigators to be at least possibly related to ADP- A2M4CD8 monotherapy. ● Across all ADP- A2M4CD8 trials, 32 total patients treated with ADP- A2M4CD8 monotherapy continue in long term follow up as at date of data cut- off. No related AE / SAEs have been reported~~ . Lete- cel: ● As of January 27, 2023, 198

patients out of 199 patients experienced treatment emergent adverse events. Adverse events (AEs) occurring in > 10 % of subjects considered by investigators to be at least possibly related to Lete- cel include cytokine release syndrome (CRS), neutropenia / neutrophil count decreased, leukopenia / white blood cell decreased, thrombocytopenia / platelet count decreased, anaemia / red blood cell count decreased, pyrexia, rash / rash maculo- papular, fatigue, diarrhea, nausea, febrile neutropenia, hypophosphatemia, alanine aminotransferase increased, tachycardia, dyspnoea, decreased appetite, aspartate aminotransferase increased, lymphopenia / lymphocyte count decreased, hypotension, hypokalaemia, alopecia, chills, hypocalcemia, headache, hyponatremia, hypoalbuminemia, cough, vomiting, hypomagnesaemia, pruritus, blood alkaline phosphatase increased. ● Serious adverse event (SAEs), considered by investigators to be at least possibly related to lete- cel, were reported for 92 (46 %) subjects under the program. These events include CRS, febrile neutropenia, neutropenia / neutrophil count decreased, pyrexia, rash / rash maculo- papular, thrombocytopenia / platelet count decreased, anemia / RBC decreased, dyspnea, hypotension, pancytopenia, unspecified GVHD – other (lung, bone marrow, not specified), pleural effusion, acute GVHD – other (lung, bone marrow, not specified), device related infection, diarrhoea, nausea, bacteraemia, blood bilirubin increased, bone marrow failure, cardiac arrest, dermatitis exfoliative generalized, Guillain- Barre syndrome, hemorrhage intracranial, hyponatremia, hypoxia, immune effector cell- associated neurotoxicity syndrome (ICANS), leukopenia / white blood cell decreased, neutropenic sepsis, pericardial effusion, pneumonitis, staphylococcal infection, and tumor pain. ● As of January 27, 2023, one hundred and eighty-two patients treated with lete- cel were in long term follow- up (LTFU) phase. In 90 safety population, potential Grade ≥ 3 delayed AEs includes pulmonary alveolar hemorrhage, BK virus infection, febrile neutropenia, herpes zoster, Guillain- Barre syndrome, peripheral motor neuropathy, and peripheral sensory neuropathy. ~~47We~~ **● As of 27 Jan 2025, the IGNYTE study is closed to enrollment; the LTFU study is still ongoing. There has been no significant safety information received since 27 Jan 2023. We** may encounter substantial delays in our clinical trials or may not be able to conduct our trials on the timelines we expect. Any delay in our clinical trials will impact our ability to obtain clinical data from those trials and our ability to progress our business along anticipated timelines and to raise capital. Delays in clinical trials can also increase the costs incurred in performing those clinical trials or necessitate a need to initiate additional clinical trial sites. Our ability to progress our clinical trials is dependent on a number of factors including: ● Finding clinical sites prepared to carry out the relevant clinical trials, screening of patients by the clinical sites, recruitment of patients both in terms of number and type of patients and general performance of the relevant clinical site. **47** ● The ability of our clinical sites to recruit patients on the timelines we expect. It can be difficult for clinical sites to find patients that express both the required HLA- type (if required) and required antigen type and which also meet the inclusion criteria for our clinical trials ~~. In addition, during the COVID- 19 pandemic, resources at clinical sites are being prioritized towards treatment of COVID- 19 and as a result there may be a delay in their ability to progress our clinical trials, recruit and enroll patients into clinical trials or to start new clinical trials.~~ ● The patient population in which any required peptide antigen is presented. The patient population may be lower than expected which will increase the timescales required to find and recruit patients into the applicable clinical trial. Screening of a large number of patients is required to identify HLA and tumor antigen positive patients for all of our clinical trials with our engineered T- cells. ● Our ability to select, initiate and activate clinical sites on the timelines we expect. Selection and activation of clinical trial sites can take a long period of time and includes requirements to assess the clinical trial site, obtain IRB approval of clinical trial protocols, negotiate and execute clinical trial agreements and educate study staff to enable them to carry out the clinical trial. ● Any requirement to change clinical trial design as the clinical trial progresses. It is also difficult to predict whether changes may be required to any clinical trial design as our clinical trials progress. The need to make changes to any clinical trial design can result in delays to the performance of that clinical trial whilst any changes are approved by the FDA or other relevant authority and implemented at applicable clinical trial sites. ● Any competition for patients at our clinical sites. Many of our clinical trial sites have multiple clinical trials ongoing which compete for patients in any specific indication. We may have to wait before treating patients while patients complete existing clinical trials or receive other treatment therapies for their cancer. Moreover, because our cell therapies represent a departure from more commonly used methods for cancer treatment, potential patients and their physicians may opt to use conventional therapies, such as chemotherapy and hematopoietic cell transplantation, rather than enrollment in any of our current or future clinical trials. This may also mean we cannot recruit patients at a suitable time in their disease progression. ● Any change in the standard of care for patients. Where standard of care for patients changes clinical sites may no longer be prepared to continue with any clinical trial or require amendments to agreed protocols for clinical trials. Such circumstances can lead to the suspension of the relevant clinical trial at a site, inability to recruit further patients at that clinical site or a requirement to amend the protocol, all of which will delay or potentially halt progression of a cell therapy through clinical trials. ● Any country- specific requirement. In certain countries, additional data, studies or documentation may be required ahead of any clinical trial starting. For example, comparability studies may be required in relation to any changes in manufacturing process and the extent of these comparability studies can ~~48vary --~~ **vary** between different countries. This can result in delays to the start of any clinical trials in those countries and lead to increased research and development being required ahead of the start of those clinical trials. ● The severity of the disease we are trying to treat and the type of patient we are trying to recruit. For many of our clinical trials patients have received numerous prior therapies and have few or no other remaining treatment options. Given the late stage of their disease the patients also tend to be very ill and hence require treatment quickly and have the potential for increased SAEs following treatment. Depending on the protocol it can be difficult to find patients that meet the inclusion requirements for our clinical trials and can wait for manufacture of our cell therapy products. ● The clinical trial protocol design and in particular the inclusion and exclusion requirements applicable to the clinical trial. **48** ● Patient referral practices. It is common for investigators or physicians not to refer patients to other investigators or physicians either within their own clinical sites or to other clinical sites. This increases the number of clinical sites which have to be initiated in order to recruit patients to our clinical trials. ● Availability of reimbursement from insurance companies. The availability of reimbursement for patients to participate in clinical trials can impact on their ability to enroll in our clinical trials. Even if we are

able to enroll a sufficient number of patients in our clinical trials, delays in patient enrollment may result in, and have resulted in, increased costs or may affect the timing or outcome of the planned clinical trials, which could prevent completion of these trials and adversely affect our ability to advance the development of our cell therapies. Certain of our clinical trials include dose escalation studies in which the dose of cell therapies administered to patients is varied or initial studies in which the pre-treatment regimen may be varied, for example, a regimen with and without fludarabine. The outcome of such dose escalation or initial studies will inform the clinical study going forward. However, the need to carry out dose escalation or other initial studies may result in delays in data from such clinical programs while the most suitable dose or regimen is assessed. For example, the trial design for our cell therapy trials includes dose escalation and therefore efficacy data may not be obtained from initial patients treated in such studies during the dose escalation phase. Our cell therapies represent a novel approach to cancer treatment that could result in heightened regulatory scrutiny and delays in clinical development. Use of any of our cell therapies to treat a patient involves genetically engineering a patient' s T- cells. This is a novel treatment approach that carries inherent development risks including the following, any of which can result in delays to our ability to develop our cell therapies: ● Further development, characterization and evaluation may be required at any point in the development of any cell therapy where clinical or preclinical data suggest any potential safety risk for patients. The need to develop further assays, or to modify in any way the protocols related to our cell therapies to improve safety or effectiveness, may delay the clinical program, regulatory approval or commercialization, if approved at all, of any cell therapy. ● End users and medical personnel require a substantial amount of education and training in their administration of cell therapies either to engage in clinical trials and recruit patients or ultimately to provide cell therapies to patients once our cell therapies have been approved. ● Regulators may be more risk averse or require substantial dialogue and education as part of the normal regulatory approval process for each stage of development of any cell therapy. Many regulators have ~~49additional~~ -- **additional** requirements or processes relating to cell therapy products which need to be addressed during development. To date, only a limited number of gene therapy products have been approved in the U. S. and EU. Consequently, it is difficult to predict and evaluate what additional regulatory hurdles may apply to the development of our cell therapies and whether additional investment, time or resources will be required to overcome any such hurdles. ● Regulatory requirements governing gene and cell therapy products have changed frequently and may continue to change in the future. ● Random gene insertion associated with retrovirus- mediated genetically modified products, known as insertional oncogenesis, could lead to lymphoma, leukemia or other cancers, or other aberrantly functioning cells. Insertional oncogenesis was seen in early gene therapy studies conducted outside of the U. S. in 2003 although these studies utilized a murine gamma- retroviral vector rather than a lentiviral vector. **49** ● Although our viral vectors are not able to replicate, there may be a risk with the use of retroviral or lentiviral vectors that they could undergo recombination and lead to new or reactivated pathogenic strains of virus or other infectious diseases. ● There is the potential for delayed adverse events following exposure to gene therapy products due to persistent biological activity of the genetic material or other components of products used to carry the genetic material. In part for this reason, the FDA recommends a 15- year follow- up observation period for all surviving patients who receive treatment using gene therapies in clinical trials. ● Clinical trials using genetically modified cells may be subject to additional or further regulatory processes, for example, by the NIH Office of Biotechnology Activities' Recombinant DNA Advisory Committee, or RAC or the need to apply for a specific applications relating to the use of Genetically Modified Organism application in the EU. These additional processes may delay or impede the initiation of a clinical trial. ● Increased risk to patient safety caused by the need to lymphodeplete patients prior to administration of our cell therapies including in circumstances in which there is a heightened safety risk or in which medical resources could be prioritized elsewhere, for example, during a pandemic such as COVID- 19. ● Negative results seen in third party clinical trials utilizing gene therapy products may result in regulators halting development of our cell therapies or in requiring additional data or requirements prior to our cell therapies progressing to the next stage of development. For example, regulators could require changes to be made to our clinical trial protocols or increase requirements for dose escalation studies as part of our clinical trial protocols. Our clinical trials may fail to demonstrate adequately the safety and efficacy of any cell therapies which would prevent or delay regulatory approval and commercialization. There is a risk in any clinical trial that side effects from cell therapies will require a hold on, or termination of, clinical programs or further adjustments to clinical programs in order to progress any cell therapy. Our cell therapy must demonstrate an acceptable benefit / risk profile in its intended patient population and for its intended use. The benefit / risk profile required for product licensure will vary depending on these factors and may include not only the ability to show tumor shrinkage, but also adequate duration of response, a delay in the progression of the disease and / or an improvement in survival. For example, response rates from the use of our cell therapies may not be sufficient to obtain regulatory approval unless we show an adequate duration of response. The regulatory authorities (including the FDA) may issue a hold on our clinical trials as a result of safety information and data obtained in third party clinical trials or in relation to third party products. Any such hold will ~~50require~~ -- **require** addressing by us and will inevitably delay progression of the clinical trials concerned, if such clinical trials progress at all. In addition, even if such trials are successfully completed, the FDA or foreign regulatory authorities may not interpret the results as we do. Accordingly, more trials may be required before we can submit any cell therapy for regulatory approval or additional data may be required in order to obtain full approval. To the extent that the results of the trials are not satisfactory to the FDA or foreign regulatory authorities for support of a marketing authorization application, we may be required to expend significant resources, which may not be available to us, to conduct additional trials and development in support of potential approval of our cell therapies. We cannot predict whether any of our cell therapies will satisfy regulatory requirements at all or for indications in which such cell therapies are currently being evaluated as part of any clinical programs. ~~We have limited experience conducting later stage clinical trials which may cause a delay in any clinical program and in the obtaining of regulatory approvals. Although we have recruited a team that has significant experience with clinical trials, as a company we have limited experience in conducting clinical trials through to regulatory approval. In part because of this lack of experience, we cannot be certain that planned clinical trials will begin or be~~

~~completed on time, if at all. Large- scale trials would require significant additional financial and management resources, and reliance on third- party clinical investigators, contract research organizations, or CROs, or consultants. Relying on third- party clinical investigators, consultants or CROs may force us to encounter delays that are outside of our control.~~ Clinical trials are expensive, time- consuming and difficult to implement. Clinical trials, depending on the stage, can be costly as well as difficult to implement and define, particularly with technologies that are not tried and tested, such as our cell therapies. These factors can lead to a longer clinical development timeline and regulatory approval process, including a requirement to conduct further or more complex ~~clinical~~ **50clinical** trials in order to obtain regulatory approval. Regulatory authorities may disagree with the design of any clinical program, and designing an acceptable program could lead to increased timeframes for obtaining of approvals, if any. In addition, progression of clinical trials depends on the ability to recruit suitable patients to those trials and delay in recruiting will impact the timeframes of such clinical trials and as a result the timeframes for obtaining regulatory approval, if any, for the relevant cell therapy. In particular, eligible patients may need to be screened for the target peptide and HLA type, which may reduce the number of patients who can be recruited for any clinical program. The ability to administer cell therapies to patients in accordance with set protocols for the clinical trials and the results obtained depends on patient participation for the duration of the clinical trial, which many of these patients are unable to do because of their late- stage cancer and limited life expectancy. Validation of our cell therapies requires access to human samples which we may be unable to obtain or, if they can be obtained, that the terms under which they are provided will be favorable to us. Certain of the steps involved in validating and carrying out safety testing in relation to our cell therapies require access to human samples (e. g., tissues samples or cell samples) from third parties. Such samples may be obtained from universities or research institutions and will often be provided subject to certain terms and conditions. We may not be able to obtain samples in sufficient quantities to enable preclinical testing in sufficient quantities for planned activities. In addition, the terms under which such samples are available may not be acceptable to us or may restrict our use of any generated results or require us to make payments to the third parties. Our cell therapies and their application are not fully scientifically understood and are still undergoing validation and investigation. Our cell therapies and their potential associated risks are still under investigation. Our cell therapies may not work in the way that we currently anticipate and affinity modification of the receptors within T- cells or other cellular ~~51therapies~~ -- **therapies** may not produce the anticipated enhancements in activity. For example, there is a potential risk that, given that the TCR chains in our T- cells are produced separately and then assembled within patient T- cells into full TCRs, the TCR chains from both transduced and naturally occurring T- cells could be assembled into an unintended end TCR due to mispairing of TCR chains, which could create unknown recognition and cross- reactivity problems within patients. Although this phenomenon has not been reported in humans, it remains a theoretical risk for our cell therapies and other similar cell therapies and is still being studied and investigated. This could delay regulatory approval, if any, for the relevant cell therapy. To the extent that any mispairing is identified, either in our or our competitors' clinical trials, additional investment may be required in order to modify relevant cell therapies and to further assess and validate the risk of such mispairing to patients. Following modification of the relevant cell therapy, such modified cell therapy may not remain suitable for patient treatment and may not eliminate the risk of mispairing of TCR chains and regulatory approval may not be obtained on a timely basis or at all in relation to such modified cell therapy. The occurrence of such events would significantly harm our business, prospects, financial condition and results of operations. We may not be able to identify and validate additional target peptides or isolate and develop affinity- enhanced TCRs or other cell therapy candidates that are suitable for validation and further development. The success of our cell therapies depends on both the identification of target peptides presented on cancer cells, which can be bound by our cell therapy products, and isolation and affinity enhancement of receptors including TCRs, which can be used to treat patients if regulatory approval is obtained. Any failure to identify and validate further target peptides will reduce the number of potential cell therapies that we can successfully develop, which in turn will reduce the commercial opportunities available to us and increase our reliance on our existing cell therapies. Delays in our ability to identify and develop target peptides and cell therapies, including as caused by lack of financing, **pandemics such as** COVID- 19 or similar ~~pandemics~~ , may also impact our ability to progress development of programs and obtain additional funds to support our business. ~~We~~ **51We** may not develop new cell therapy candidates for which the safety and efficacy profiles enable progression to and through preclinical testing and into clinical development. Failure to identify further candidates for progression into preclinical testing and clinical programs will significantly impact our pipeline of cell therapies and also increase our reliance on the cell therapies currently in clinical development. If resources become limited or if we fail to identify suitable target peptides, receptors including TCRs or affinity- enhanced receptors, our ability to submit INDs for further cell therapies may be delayed or never realized, which would have a materially adverse effect on our business. Development of an " off- the- shelf " cell therapy takes a considerable amount of time and such development may not be successful. We have a platform process which may enable us to treat patient populations with an " off- the- shelf " product. However, our research program may not be successful, might not be carried out within the timescales currently anticipated, or even if successful might not result in a cell therapy that can be used to treat patients or achieve a profitable return on investment. In particular the various cell lines developed during this process will need to be properly characterized and produced in accordance with regulatory requirements and this development process can take a significant amount of time and resource to ensure that any process or cell lines can be used for the production of clinical stage and ultimately commercial stage products. It is not known at this time whether the cell therapy candidates resulting from the process will have a similar profile of activity to our existing cell therapy products or whether such cell therapy candidates will be safe to administer to patients. Delays may occur at any part of the process, including obtaining results during development that necessitate a requirement to repeat or modify steps in the process. The regulatory requirements for an off- the- shelf product are not known and regulators could require significant additional development steps, which in turn could delay our ability to enter clinical development with our off- the- shelf cell therapies. ~~52Risks~~ -- **Risks** Related to the Manufacture and Supply of Our Cell TherapiesManufacturing and supply of cell therapies is complex, and if we encounter any difficulties in manufacture or supply of cell therapies our

ability to provide supply of our cell therapies for clinical trials or for commercial purposes could be delayed or stopped. The process of manufacturing and administering cell therapies is complex and highly regulated. The manufacture of cell therapies requires the harvesting of white blood cells from the patient, isolating certain T- cells from these white blood cells, combining patient T- cells with our lentiviral delivery vector through a process known as transduction, expanding the transduced T- cells to obtain the desired dose, and ultimately infusing the modified T- cells back into the patient. As a result of the complexities, our manufacturing and supply costs are likely to be higher than those at more traditional manufacturing processes and the manufacturing process is less reliable and more difficult to reproduce. Delays or failures in the manufacture of cell therapies (whether by us, any collaborator or our third party contract manufacturers) can result in a patient being unable to receive their cell therapy or a requirement to re- manufacture which itself then causes delays in manufacture for other patients. Any delay or failure or inability to manufacture on a timely basis can adversely affect a patient' s outcomes and delay the timelines for our clinical trials. With a commercial product delays or failure to manufacture could additionally lead to claims by patients for reimbursement or damages. Such delays or failure or inability to manufacture can result from: ● a failure in the manufacturing process itself for example, by an error in manufacturing process (whether by us or our third party contract manufacturing organization), equipment or reagent failure, failure in any step of the manufacturing process, failure to maintain a GMP environment, failure in quality systems applicable to manufacture, sterility failures, contamination during process; ● a lack of reliability or reproducibility in the manufacturing process itself leading to variability in end manufacture of cell therapy. Should the process be unreliable, the relevant regulatory agency (such as the FDA in the U. S.) may place a hold on a clinical trial or request further information on the process which could in turn result in delays to the clinical trials; **52** ● variations in patient starting material or apheresis product resulting in less product than expected or product which is not viable, or which cannot be used to successfully manufacture a cell therapy; ● product loss or failure due to logistical issues including issues associated with the differences between patients' white blood cells or characteristics, interruptions to process, contamination, failure to supply patient apheresis material within required timescales (for example, as a result of an import or export hold- up) or supplier error; ● inability to have enough manufacturing slots to manufacture cell therapies for patients as and when those patients require manufacture; ● inability to procure components, consumables, ingredients, or starting materials, or to manufacture starting materials (including at our U. K. vector facility), as a result of supply chain issues; ● loss of or close- down of any manufacturing facility used in the manufacture of our cell therapies. For example, we will be manufacturing afami- cel at our Navy Yard manufacturing facility. Should there be a contamination event at the facility resulting in the close- down of that facility, it would not be possible to find alternative manufacturing capability for afami- cel within the timescales required for patient supply including for commercial supply. ~~The Navy Yard is also used for manufacture of ADP- A2M4CD8 for the SURPASS trials and any loss of capacity or closure will impact ability to supply cell therapies for the SURPASS and SURPASS- 3 trials.~~ In addition, as with many pharmaceutical manufacturing facilities, the ~~53facility~~ -- **facility** will have periods of time within which it cannot be used for manufacture of patient product to enable routine checks to be performed on the facility; ● loss or contamination of patient starting material, requiring the starting material to be obtained again from the patient or the manufacturing process to be re- started. In the context of commercial supply, this could result in cancellation of order for the commercial cell therapy or a claim from the patient; ● a requirement to modify or make changes to any manufacturing process. Such changes may additionally require comparability testing which then may reduce the amount of manufacturing slots available for manufacture of our cell therapies. Delays in our ability to make the required modifications or perform any required comparability testing within currently anticipated timeframes or that such modifications or comparability testing, when made, will obtain regulatory approval or that the new processes or modified processes will successfully be transferred to the third party contract suppliers within currently anticipated timeframes can also impact timelines for manufacture; ● reduction or loss of the staff resources required to manufacture our cell therapies at our facilities or those of our CMOs; ● allocation of the resources, materials, and services of any collaborator or our third party contract manufacturers away from our cell therapy programs; ● reduction in available workforce to perform manufacturing processes, for example, as a result of a **pandemic, such as the** COVID- 19 outbreak **or similar pandemic** or workforce exhibiting potential **pandemic** ~~COVID- 19~~ symptoms, and pending receipt of test results for ~~COVID- 19~~ infection; ● increased country- specific requirements. For example, our current manufacturing site is in the U. S. and this means that for patients outside of the U. S. there is a need to transfer patient- specific apheresis material from clinical sites in Europe to the manufacturer in the U. S., for the patient product to be converted into our end cell therapy product, for that product to be released for use in Europe and then for that cell therapy product to be transported back to the site in Europe for administration to the patient. The supply and manufacturing chain required to achieve this is very complex and could be subject to failures at any point ● inability to engage with third party manufacturers within the timelines required to support planned activities. For example, we are using a series of third party contract manufacturing organizations to ~~manufacture~~ **53manufacture** the vector and cell therapy for lete- cel. It takes time to set up and finalize manufacturing with a new vendor and there is no guarantee that we will be able to achieve that within currently planned timelines or that once set- up the manufacturing process will provide comparable to that used in prior clinical trials; and ● changes in the manufacturing and supply process. As our cell therapies progress through preclinical programs and clinical trials towards approval and commercialization, it is expected that various aspects of the manufacturing and administration process will be altered in an effort to optimize processes and results. We have already identified some improvements to our manufacturing and administration processes, but these changes may not achieve the intended objectives, may not be transferable to third parties or able to be used at larger scales and could cause our cell therapies to perform differently or affect the results of planned clinical trials or other future clinical trials. Any changes to the manufacturing process may require amendments to be made to regulatory applications or comparability tests to be conducted which can further delay timeframes. If cell therapies manufactured under the new process have a worse safety or efficacy profile than the prior investigational product or the process is less reproducible than the previous process, we may need to re- evaluate the use of that manufacturing process, which could significantly delay or even result in the

halting of our clinical trials. ~~54We~~ **We** have **product liability insurance and** insurance to cover certain business interruption events ~~which is capped at £ 10 million in the U. K. and $ 5 million in the U. S. We will need to obtain additional product liability insurance in the context of the commercial supply of afami- cel~~. However, because our level of insurance is capped, it may be insufficient to fully compensate us if any of these events were to occur in the future. Our manufacturing process needs to comply with regulations, and any failure to comply with relevant regulations could result in delays in or termination of our clinical programs and suspension or withdrawal of any regulatory approvals. In order to commercially produce our products, we will need to comply with the FDA' s and other regulatory authorities' cGMP requirements at our Navy Yard facility, vector facility and third party contract manufacturing facilities. We may encounter difficulties in achieving quality control and quality assurance and may experience shortages in qualified personnel. We and our third party contract manufacturers are subject to inspections by the FDA and comparable agencies in other jurisdictions to confirm compliance with applicable regulatory requirements once the process has been approved. Any failure to follow cGMP or other regulatory requirements, reliably manufacture product or delay, interruption or other issues that arise in the manufacture, fill- finish, packaging, or storage of our cell therapies as a result of a failure of our facilities or the facilities or operations of third parties to comply with regulatory requirements or pass any regulatory authority inspection could significantly impair our ability to develop and commercialize our cell therapies, including leading to significant delays in the availability of our cell therapies for our clinical trials or the termination of or suspension of a clinical trial, or the delay or prevention of a filing or approval of marketing authorization applications for our cell therapies. Significant non- compliance could also result in the imposition of sanctions, including warning letters, fines, injunctions, civil penalties, failure of regulatory authorities to grant marketing approvals for our cell therapies, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, any of which could damage our reputation and our business. Given we now manufacture cell therapies at our own U. S. manufacturing facility and ~~our allogeneic facility in the U. K., and~~ lentiviral vectors at a dedicated U. K. vector facility, regulatory authorities might raise non- compliance issues or require us to make changes to the way in which we operate our facilities. This may result in a delay in our ability to manufacture cell therapies at our own facility or in our ability to supply vector material for use in the manufacturing process **, including in connection with our collaboration with Galapagos**. In addition, any cell therapy or vector produced in any of our facilities might not be able to meet regulatory requirements and we may be unable to recruit and maintain sufficient staff to enable manufacture of products within required timescales. Resourcing of cell manufacturing facilities is increasingly competitive, which may restrict the number of available skilled operators which can be recruited at our manufacturing facilities. Any failure to meet regulatory requirements or produce cell therapies and vector according to regulatory requirements could result in delays to our clinical programs, potential side effects and even fatalities to patients and may result in withdrawal of regulatory approval for our manufacturing facility. ~~As~~ **54As** part of our BLA review process for ~~afami~~ **lete** - cel, our Navy Yard manufacturing facility will be inspected for compliance with regulatory requirements. Should the facility fail to pass such inspection and changes be required to the facility or manufacturing process, there will be a delay in the approval of marketing authorization for ~~afami~~ **lete** - cel. We have our own manufacturing capabilities which may result in increased costs being incurred by us. During 2017, we opened a manufacturing facility for our T- cell products within our Navy Yard facility in Philadelphia, Pennsylvania and have started manufacturing T- cells for use in our clinical trials. Regulatory authorities, in particular the FDA, might not continue to approve our ability to manufacture T- cells or other cell therapies at the Navy Yard facility. ~~We opened a manufacturing facility in the U. K. for our off- the- shelf cell therapies in 2022 and manufacture of cell therapies at that facility will require the obtaining of regulatory approval and maintenance of the regulatory approval once obtained. 55Our~~ -- **Our** ability to successfully manufacture our own cell therapies at our facilities within a reasonable period of time and within currently projected costs is dependent on a number of factors including: ● our ability to recruit the required employees at a suitable level and experience and within required timescales and to maintain employment of such required employees; ● our ability to obtain regulatory approval for the facility and for the manufacture of cell therapies at the facility and to satisfy regulatory authorities on an ongoing basis; ● our ability to manufacture cell therapies reliably and reproducibly and to timescales sufficient to support required patient administration; ● our ability to manufacture cell therapies in compliance with the applicable regulatory requirements, including requirements applicable in the U. S., U. K. and EU; ● our ability to develop internal quality controls and processes sufficient to enable manufacture and supply of cell therapies at our facilities; ● our ability to establish comparability with currently used manufacturing processes and for such comparability data to be accepted by the appropriate regulatory authorities; and ● our ability to be able to fund the ongoing development including equipment requirements necessary for successful manufacture of cell therapies at our facilities. Any delay or failure in manufacture at our facility could result in delays to the supply of cell therapies for our clinical programs or for commercial supply. Should any of our third party manufacturers also cease to be able to or be unable to supply cell therapies at a time where our own manufacturing facility is unable to produce cell therapies for use in our clinical programs or is unable to produce cell therapies at the required level, then we will be unable to support such clinical programs until alternative manufacturing capability is secured. Our autologous cell therapy products are patient- specific and we need to ensure that the correct product is administered to the correct patient. Administration of cell therapies is patient- specific. The process requires careful handling of patient- specific products and fail-safe tracking to ensure that the tracking process is without error and that patient samples are tracked from patient removal, through manufacturing and re- administration to the same patient. While such mechanisms are in place, should the tracking process fail, whether at our own facility, a third party facility or at any point in the manufacturing and supply process, a patient could receive another patient' s T- cells resulting in significant toxicity and potentially patient fatality. We will need to invest in enhanced systems, such as bar coding, to further ensure fail safe tracking. There is always a risk of a failure in any such system. Inability to develop or adopt an acceptable fail- safe tracking methodology and handling regime may delay or prevent us from receiving regulatory approval and / or result in significant toxicity and potentially patient fatality if a patient receives another

patient' s T- cells. This risk may be ~~increased~~ **55increased** where cell therapies are used in clinical programs that we do not control or sponsor and, should an error be made in the administration of our cell therapies in such clinical programs, this could affect the steps required in our own clinical programs and manufacturing process requiring the addition of further tracking mechanisms to ensure fail- safe tracking. The tracking systems required to further ensure safe patient administration may also require increased administration to satisfy other regulatory requirements, for example, data protection requirements in Europe. The need to ensure tracking systems are adequate and to comply with these additional regulatory requirements may result in delay to the start of trials or the need to obtain additional regulatory licenses or consents prior to starting such trials. ~~56Risks --~~ **Risks** Related to Government RegulationRegulatory authorities may impose a hold on our clinical trials. A clinical trial may be suspended or terminated by us or a collaborator, IRBs for the institutions in which such trials are being conducted, the Data Monitoring Committee for such trial, or by the FDA or other regulatory authorities due to a number of factors, including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols, inspection of the clinical trial operations or trial site by the FDA or other regulatory authorities resulting in the imposition of a clinical hold, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from using a cell therapy, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical trial. If we or our collaborators experience termination of, or delays in the completion of, any clinical trial of our cell therapies, the commercial prospects for our cell therapies will be harmed, and our ability to generate product revenue will be delayed. In addition, any delays in completing our clinical trials will increase our costs, slow our product development and approval process and jeopardize our ability to commence product sales and generate revenue. The FDA regulatory process can be difficult to predict, in particular whether for example, accelerated approval processes are available or further unanticipated clinical trials are required will depend on the data obtained in our ongoing clinical trials. The regulatory approval process and the amount of time it takes us to obtain regulatory approvals for our cell therapies will depend on the data that are obtained in our ongoing clinical trials and in one or more future registration or pivotal clinical trials. We may attempt to seek approval on a per indication basis for our cell therapies on the basis of a single pivotal trial or on the basis of data from a Phase 2 trial. While the FDA requires in most cases two adequate and well- controlled pivotal clinical trials to demonstrate the efficacy of a product candidate, a single trial with other confirmatory evidence may be sufficient where the trial is a large multicenter trial demonstrating internal consistency and a statistically very persuasive finding of a clinically meaningful effect on mortality, irreversible morbidity or prevention of a disease with a potentially serious outcome and confirmation of the result in a second trial would be practically or ethically difficult. Depending on the data we obtain, the FDA or other regulatory authorities may require additional clinical trials to be carried out or further patients to be treated prior to the granting of any regulatory approval for marketing of our cell therapies. It is difficult for us to predict with such a novel technology exactly what will be required by the regulatory authorities in order to take our cell therapies to market or the timeframes under which the relevant regulatory approvals can be obtained. Obtaining and maintaining regulatory approval of our cell therapies in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of our cell therapies in other jurisdictions. Obtaining and maintaining regulatory approval of our cell therapies in one jurisdiction does not guarantee that we or our collaborators will be able to obtain or maintain regulatory approval in any other jurisdiction, while a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even if the FDA grants marketing approval of a cell therapy, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the cell therapy in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the U. S., including additional preclinical programs or clinical trials as clinical trials conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the U. S., a cell therapy must be approved for reimbursement before it can be approved for sale in ~~that~~ **56that** jurisdiction. In some cases, the price that we or our collaborators intend to charge for our cell therapies is also subject to approval. We may be unable to obtain breakthrough or similar designations for our cell therapies or maintain the benefits associated with such designations. In 2012, the FDA established a Breakthrough Therapy designation which is intended to expedite the development and review of products that treat serious or life- threatening diseases when " preliminary clinical evidence ~~57indicates --~~ **indicates** that the drug may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. " The designation of a cell therapy as a Breakthrough Therapy provides potential benefits that include more frequent meetings with the FDA to discuss the development plan for the cell therapy and ensure collection of appropriate data needed to support approval; more frequent written correspondence from the FDA about things such as the design of the proposed clinical trials and use of biomarkers; intensive guidance on an efficient drug development program, beginning as early as Phase 1; organizational commitment involving senior managers; and eligibility for rolling review and Priority Review. We have obtained RMAT designation (Regenerative Medicine Advanced Therapy designation) from the FDA for afami- cel for the treatment of synovial sarcoma. ~~We~~ **In January 2025, lete- cel was granted breakthrough therapy designation by the U. S. FDA for the treatment of patients with unresectable or metastatic myxoid liposarcoma who** have ~~also obtained RMAT designation~~ **received prior anthracycline- based chemotherapy, are positive for HLA- A * 02: 01, HLA- A * 02: 05,** ~~for --~~ **or** ~~ADP~~ **HLA** - ~~A2M4CD8 for~~ **A * 02: 06, and whose tumor expresses** the ~~treatment of ovarian cancer~~ **NY- ESO- 1 antigen** . We may apply for similar status or accelerated programs in other countries and for other of our products and indications. However, given the novel nature of our cell therapies, it is difficult for us to predict whether the FDA or other regulatory authorities will approve such requests or what further clinical or other data may be required to support an application for such accelerated approval procedures. It is possible that the FDA could rescind our RMAT or other designations, if the agency determines that our cell therapies no longer meet the qualifying criteria. Breakthrough Therapy and RMAT designations do not change the standards for product approval, and products with such designations do not always obtain marketing approval or timely marketing approval. Additionally, other treatments from competing companies may

obtain the designations and impact our ability to develop and commercialize our cell therapy, which may adversely impact our business, financial condition or results of operation. We may also seek Accelerated Approval under the FDA' s Fast Track And Accelerated Approval programs, the FDA may approve a drug or biologic for a serious or life- threatening illness that provides meaningful therapeutic benefit to patients over existing treatments based upon a surrogate endpoint that is reasonably likely to predict clinical benefit, or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality, that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity, or prevalence of the condition and the availability or lack of alternative treatments. For drugs and biologics granted Accelerated Approval such as afami- cel, post- marketing confirmatory trials have been required to describe the anticipated effect on irreversible morbidity or mortality or other clinical benefit. These confirmatory trials must be completed with due diligence. Moreover, the FDA may withdraw approval of our cell therapy or indication approved under the accelerated approval pathway if, for example: ● the trial or trials required to verify the predicted clinical benefit of our cell therapy fail to verify such benefit or do not demonstrate sufficient clinical benefit to justify the risks associated with the drug; ● other evidence demonstrates that our cell therapy is not shown to be safe or effective under the conditions of use; ● we fail to conduct any required post approval trial of our cell therapy with due diligence; or ● we disseminate false or misleading promotional materials relating to the relevant cell therapy. ~~The~~ **57The** FDA' s Accelerated Approval program has come under increased scrutiny in recent years from both internal and external stakeholders have raised concerns that confirmatory trials have not been completed or have not demonstrated intended effect. Recent legislation (FDORA) has increased the FDA' s authority to impose more stringent requirements on the timing and conduct of confirmatory trials, and on the FDA' s ability to expedite the withdrawal from approval of a biological product when confirmatory trials have not been completed or do not show intended effect. In Europe, the EMA has implemented the so- called Priority Medicines (" PRIME") scheme in order support the development and accelerate the approval of complex innovative medicinal products addressing an unmet medical need. The PRIME status enables early dialogue with the relevant EMA scientific committees and, possibly, some payers; and thus reinforces the EMA' s scientific and regulatory support. It also opens accelerated assessment of the marketing authorization application (150 days instead of 210 days). The PRIME scheme, which is decided by the EMA, is reserved ~~58for~~ -- **for** medicinal products that may benefit from accelerated assessment, i. e. medicines of major interest from a public health perspective, in particular from a therapeutic innovation perspective. In 2020, the EMA granted access to the PRIME scheme to afami- cel for the treatment of certain patients with synovial sarcoma. We may apply for PRIME status for other of our cell therapy products. There can be no assurance that any application will be successful in obtaining PRIME status. We will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense as well as significant penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our cell therapies. Any regulatory approvals that we receive for our cell therapies will require surveillance to monitor the safety and efficacy of the cell therapy. The FDA may also require a REMS in order to approve our cell therapies, which could entail requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. Later discovery of previously unknown problems with our cell therapies, including adverse events of unanticipated severity or frequency, or with our third- party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in, among other things: ● restrictions on our ability to conduct clinical trials, including full or partial clinical holds on ongoing or planned trials; ● restrictions on such products' manufacturing processes; ● restrictions on the marketing of a product; ● restrictions on product distribution; ● requirements to conduct post- marketing clinical trials; ● untitled or warning letters; ● withdrawal of the products from the market; ● refusal to approve pending applications or supplements to approved applications that we submit; ● recall of products; ● fines, restitution or disgorgement of profits or revenue; ● suspension or withdrawal of regulatory approvals; **58** ● refusal to permit the import or export of our products; ● product seizure; ● injunctions; ● imposition of civil penalties; or ● criminal prosecution. ~~59The~~ -- **The** FDA' s and other regulatory authorities' policies may change, and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our cell therapies. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the U. S. or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability. In addition, if following any pivotal clinical trial we were able to obtain accelerated approval of any of our cell therapies, for example afami- cel, the FDA will require us to conduct a confirmatory trial or trials to verify the predicted clinical benefit and additional safety studies. The results from the confirmatory trial or trials may not support the clinical benefit, which would result in the approval being withdrawn. We may seek a conditional marketing authorization in Europe for some or all of our current cell therapies, but we may not be able to obtain or maintain such authorization. As part of its marketing authorization process, the EMA may grant marketing authorizations for certain categories of medicinal products on the basis of less complete data than is normally required, when doing so may meet unmet medical needs of patients and serve the interest of public health. In such cases, it is possible for the Committee for Medicinal Products for Human Use, or CHMP, to recommend the granting of a marketing authorization, subject to certain specific obligations to be reviewed annually, which is referred to as a conditional marketing authorization. This may apply to medicinal products for human use that fall under the centralized procedure (EMA' s scientific assessment and European Commission' s approval), including those that aim at the treatment, the prevention, or the medical diagnosis of seriously debilitating diseases or life- threatening diseases and those designated as orphan medicinal products. A conditional marketing authorization may be granted when the CHMP finds that, although comprehensive clinical data referring to the safety and efficacy of the medicinal product have not been supplied, all the following requirements are met: ● the benefit / risk profile of the medicinal product is positive; ● it is likely that the applicant will be in a position to provide the comprehensive clinical data; ● unmet medical needs will be fulfilled; and ● the benefit to

public health of the immediate availability on the market of the medicinal product concerned outweighs the risk inherent in the fact that additional data is still required. The granting of a conditional marketing authorization is restricted to situations in which only the clinical part of the application is not yet fully complete. Incomplete preclinical or quality data may only be accepted if duly justified and only in the case of a product intended to be used in emergency situations in response to public- health threats. Conditional marketing authorizations are valid for one year, on a renewable basis. The holder will be required to ~~complete~~ **59complete** ongoing trials or to conduct new trials with a view to confirming that the benefit- risk balance is positive. In addition, specific obligations may be imposed in relation to the collection of pharmacovigilance data. ~~60Granting --~~ **Granting** a conditional marketing authorization allows medicines to reach patients with unmet medical needs earlier than might otherwise be the case and will ensure that additional data on a product are generated, submitted, assessed and acted upon. Although we may seek a conditional marketing authorization for one or more of our cell therapies, the CHMP may ultimately not agree that the requirements for such conditional marketing authorization have been satisfied. This would delay the commercialization of our cell therapies as we would have to wait for a complete data package before submitting the marketing authorization application. We may not be able to obtain or maintain orphan drug exclusivity for our cell therapies. Regulatory authorities in some jurisdictions, including the U. S. and Europe, may designate drugs or biologics for relatively small patient populations as orphan drugs. Orphan drug designation does not convey any advantage in or shorten the duration of the regulatory review and approval process, but it can lead to financial incentives, such as opportunities for grant funding toward clinical trial costs, tax advantages in- lieu of R & D tax credits and user- fee waivers. Generally, if a product with an orphan drug designation subsequently receives the first marketing approval for the indication for which it has such designation, the product is entitled to a period of marketing exclusivity, which precludes the EMA or the FDA from approving another marketing authorization application for the same drug for that time period. The applicable period is seven years in the U. S. and ten years in Europe. The European exclusivity period can be reduced to six years if a drug no longer meets the criteria for orphan drug designation or if the drug is sufficiently profitable so that market exclusivity is no longer justified. Orphan drug exclusivity may be lost if the FDA determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the drug to meet the needs of patients with the rare disease or condition. In addition, a competitor could avoid our orphan drug exclusivity, if its products is shown to be clinically superior. In Europe, the orphan exclusivity may be lost vis- à- vis another drug in cases the manufacturer is unable to assure sufficient quantity of the drug to meet patient needs or if that other product is proved to be clinically superior to the approved orphan product. Generally, the clinical superiority standards in the U. S. and in Europe are similar, and a product is clinically superior if it shows greater efficacy, greater safety, or makes a major contribution to patient care. As a result of Brexit, as of January 1, 2021, incentives related to an orphan designation granted in the EU are limited to the EU and Ireland, but not Great Britain (England, Wales and Scotland). The competent authority in the U. K. (MHRA) will review applications for orphan designation at the time of a marketing authorization, and has announced that it will offer incentives in the form of market exclusivity and full or partial refunds for marketing authorization fees to encourage the development of medicines in rare diseases. There can be no assurance that any of our cell therapies will be eligible for orphan drug designation in the U. S. or in other jurisdictions or that it will obtain orphan drug exclusivity upon approval or that we will not lose orphan drug designation for afami- cel **and lete- cel** . Inability to obtain orphan drug designation for a specific cell therapy or loss of such designation for afami **- cel or lete** - cel in the future would prevent any ability to take advantage of the financial benefits associated with orphan drug designation and would preclude us from obtaining marketing exclusivity upon approval, if any. Even if we obtain orphan drug exclusivity for a product, that exclusivity may not effectively protect the product from competition because different drugs can be approved for the same condition. The FDA' s interpretation of the scope of orphan drug exclusivity has been the subject of recent litigation in the Eleventh Circuit Court of Appeals. In the Catalyst case, the appellate court concluded that the FDA has impermissibly narrowed the scope of orphan exclusivity to the approved indication or use, rather than the broader disease or condition which was the basis of the orphan drug designation. The FDA has announced that it will continue to follow its existing regulations, notwithstanding the court decision. However, it is possible that additional litigation may arise, and there is considerable uncertainty about the scope of any orphan drug exclusivity that our products may be awarded. ~~Any~~ **60Any** failure by us to comply with existing regulations could harm our reputation and operating results. The production of cell therapies is highly regulated and subject to constant inspection. The regulatory environment may also change from time to time. Any failure to comply with regulatory requirements, whether in the ~~61U~~ **U** . S. or in other countries in which our cell therapies are supplied, may result in investigation by regulatory authorities, suspension of regulatory authorizations and, as a result, suspension of clinical programs or ability to supply any of our cell therapies and potentially significant fines or other penalties being imposed in relation to any breach. Any failure may also harm our reputation and impact our ability going forward to obtain regulatory approvals for other cell therapies or require us to undertake additional organizational changes to minimize the risk of further breach. A failure to comply may apply to any part of our business, for example, to the processes used for manufacture of our cell therapies (including the reliability of the process) or to the processes used for treatment of patients (including tracking of patient product and supply of patient- specific product). Our research and development activities utilize hazardous, radioactive and biological materials. Should such materials cause injury or be used other than in accordance with applicable laws and regulations, we may be liable for damages. We use hazardous and biological reagents and materials in our research and development at our U. K. site. We have obtained the appropriate certification or ensured that such certification has been obtained as required for the use of these reagents but our use is subject to compliance with applicable laws and there is a risk that should any third party or employee suffer injury or damage from radioactive, hazardous or biological reagents that we may incur liability or obligations to compensate such third parties or employees. We have employer' s liability insurance ~~capped at £ 10. 0 million per occurrence~~ and public liability insurance capped at **certain limits** ~~£ 5. 0 million per occurrence~~ ; however, these amounts may be insufficient to compensate us if these events actually occur in the future. We are subject to the U. K. Bribery Act, the U. S. Foreign Corrupt Practices Act and other anti- corruption laws,

as well as export control laws, customs laws, sanctions laws and other laws governing our operations. If we fail to comply with these laws, we could be subject to civil or criminal penalties, other remedial measures, and legal expenses, which could adversely affect our business, results of operations and financial condition. Our operations are subject to anti- corruption laws, including the U. K. Bribery Act 2010, or Bribery Act, the U. S. Foreign Corrupt Practices Act, or FCPA, and other anti-corruption laws that apply in countries where we do business. The Bribery Act, the FCPA and these other laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. Under the Bribery Act, we may also be liable for failing to prevent a person associated with us from committing a bribery offense. We and our commercial partners may operate in a number of jurisdictions that pose a high risk of potential Bribery Act or FCPA violations, and we participate in collaborations and relationships with third parties whose actions, if non- compliant, could potentially subject us to liability under the Bribery Act, FCPA or local anti- corruption laws. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our international operations might be subject or the manner in which existing laws might be administered or interpreted. We are also subject to other laws and regulations governing our international operations, including regulations administered by the governments of the U. K. and the U. S., and authorities in the EU, including applicable export control regulations, economic sanctions on countries and persons, anti- money laundering laws, customs requirements and currency exchange regulations, collectively referred to as the Trade Control laws. However, there is no assurance that we will be completely effective in ensuring our compliance with all applicable anti- corruption laws, including the Bribery Act, the FCPA or other legal requirements, including Trade Control laws. If we are not in compliance with the Bribery Act, the FCPA and other anti- corruption laws or Trade Control laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of the Bribery Act, the FCPA, other anti- ~~corruption~~ **61corruption** laws or Trade Control laws by U. K., U. S. or other authorities could also have an adverse impact on our reputation, our business, results of operations and financial condition. ~~62If~~ **If** we are found in violation of federal or state " fraud and abuse " or other health care laws, we may be required to pay a penalty and / or be suspended from participation in federal or state health care programs, which may adversely affect our business, financial condition and results of operations. If we obtain marketing approval for our products in the U. S., if at all, we will be subject to various federal and state health care " fraud and abuse " and other health care laws. Healthcare providers, physicians and third-party payors play a primary role in the recommendation and use of pharmaceutical products that are granted marketing approval. Accordingly, arrangements with third- party payors, existing or potential customers and referral sources are subject to broadly applicable fraud and abuse and other healthcare laws and regulations, and these laws and regulations may constrain the business or financial arrangements and relationships through which manufacturers market, sell and distribute the products for which they obtain marketing approval. Such restrictions under applicable federal and state healthcare laws and regulations include the following the Anti- Kickback Statute, the Healthcare Reform Act, the False Claims Act, or FCA, federal criminal laws that prohibit executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters; the Physician Payments Sunshine Act, the Health Insurance Portability and Accountability Act of 1996 (HIPAA). Public reporting under the Physician Payments Sunshine Act, or Sunshine provisions, and other similar state laws, has resulted in increased scrutiny of the financial relationships between biopharmaceutical companies, teaching hospitals, physicians and other health care providers. Such scrutiny may negatively impact our ability to engage with physicians and other health care providers on matters of importance to us. In addition, government agencies and private entities may inquire about our marketing practices or pursue other enforcement activities based on the disclosures in those public reports. If the data reflected in our reports are found to be in violation of any of the Sunshine provisions or any other U. S. federal, state or local laws or regulations that may apply, or if we otherwise fail to comply with the Sunshine provisions or similar requirements of state or local regulators, we may be subject to significant civil, and administrative penalties, damages or fines. Violation of any of the laws described above or any other governmental laws and regulations may result in penalties, including civil and criminal penalties, damages, fines, the curtailment or restructuring of operations, the exclusion from participation in federal and state healthcare programs and imprisonment. Furthermore, efforts to ensure that business activities and business arrangements comply with applicable healthcare laws and regulations can be costly for manufacturers of branded prescription products. Additionally, if we are found in violation of one or more of these laws our business, results of operations and financial condition may be adversely affected. ~~The U. K.' s withdrawal from the EU may adversely impact our and our collaborators' ability to obtain regulatory approvals of our drug candidates in the U. K. and EU and may require us to incur additional expenses to develop, manufacture and commercialize our drug candidates in the U. K. and EU. We are headquartered in the U. K. The U. K. formally exited the EU, commonly referred to as Brexit, on January 31, 2020. Under the terms of its departure, the U. K. entered a transition period, or the Transition Period, during which it continued to follow all EU rules, which ended on December 31, 2020. On December 30, 2020, the U. K. and EU signed the EU- U. K. Trade and Cooperation Agreement (" TCA "), which includes an agreement on free trade between the two parties and has been provisionally applicable since January 1, 2021. Since January 1, 2021 the U. K. has operated under a separate regulatory regime to the European Union. European Union laws regarding medicinal products only apply in respect of the U. K. to Northern Ireland (as set out in the Protocol on Ireland / Northern Ireland). The EU laws that have been transposed into U. K. law through secondary legislation remain applicable. While the U. K. has indicated a general intention that new law regarding the development, manufacture and commercialization of medicinal products in the U. K. will align closely with EU law there are limited detailed proposals for future regulation of medicinal products. The TCA includes specific provisions concerning medicinal products, which include the mutual recognition of Good Manufacturing Practice, or GMP, inspections of manufacturing facilities for medicinal products and GMP documents issued (such mutual recognition can be rejected by either party in certain circumstances), but does not foresee wholesale mutual recognition of U. K. and EU~~

~~pharmaceutical regulations including in relation to batch testing and pharmacovigilance, which remain subject to further negotiation. Therefore, there remains 63political and economic uncertainty regarding to what extent the regulation of medicinal products will differ between the U. K. and the EU in the future. Since a significant proportion of the regulatory framework in the U. K. applicable to our business and our drug candidates is derived from European Union directives and regulations, the withdrawal has and could continue to materially impact the regulatory regime with respect to the development, manufacture, importation, approval and commercialization of our cell therapies in the U. K. or the European Union. Great Britain is no longer covered by the European Union' s procedures for the grant of marketing authorizations (Northern Ireland is covered by the centralized authorization procedure and can be covered under the decentralized or mutual recognition procedures). A separate marketing authorization will be required to market drugs in Great Britain. It is currently unclear whether the Medicines and Healthcare products Regulatory Agency in the U. K. is sufficiently prepared to handle the increased volume of marketing authorization applications that it is likely to receive. Any delay in obtaining, or an inability to obtain, any marketing approvals, as a result of Brexit or otherwise, would prevent us and our collaborators or delay us in commercializing any of our products in the U. K. and / or the EU and may restrict our ability to generate revenue and achieve sustainable profitability. Following Brexit, there is no pre- marketing authorization orphan designation in Great Britain, instead an application for orphan designation is made at the same time as an application for marketing authorization. Orphan designation in the U. K. (or Great Britain, depending on whether there is a prior centralized marketing authorization in the EEA) following Brexit based on the prevalence of the condition in Great Britain as opposed to the current position where prevalence in the EU is the determinant. It is therefore possible that conditions that are currently designated as orphan conditions in the U. K., or Great Britain, will no longer be and that conditions are not currently designated as orphan conditions in the European Union will be designated as such in the U. K., or Great Britain. There is a degree of uncertainty regarding the overall impact that Brexit will have in the long- term on the development, manufacturing and commercialization of pharmaceutical products, including the process to obtain regulatory approval in the U. K. for drug candidates and the award of exclusivities that are normally part of the European Union legal framework (for instance Supplementary Protection Certificates, Pediatric Extensions or Orphan exclusivity). Any divergence between the regulatory environments in place in the European Union and the U. K. could lead to increased costs and delays in bringing drug candidates to market. Because certain regulatory authorizations within the EU can only be held by entities located in the EU, we have set up an EU subsidiary, Adaptimmune B. V.. This subsidiary currently holds orphan designation for our ADP- A2M4 product. We have also set up a third party to act as a qualified person to release product for use in the EU and ensure we can continue to treat patients in our EU clinical trials. Additional resources and requirements may be required to enable us to continue to hold required authorizations including marketing authorization in the EU and to commercialize our cell therapies in the EU. In addition, we may be required to pay taxes or duties or be subjected to other hurdles in connection with the importation of our drug candidates into the European Union, or we may incur expenses in establishing a manufacturing facility in the EU to circumvent such hurdles, all of which may make our doing business in the EU and the EEA more difficult. If any of these outcomes occur, we may be forced to restrict or delay efforts to seek regulatory approval in the U. K. or the EU for our drug candidates, or incur significant additional expenses to operate our business, which could significantly and materially harm or delay our ability to generate revenues or achieve profitability of our business. As a result of Brexit, other European countries may seek to conduct referenda with respect to their continuing membership with the European Union. Given these possibilities and others we may not anticipate, as well as the absence of comparable precedent, it is unclear what financial, regulatory and legal implications the withdrawal of the U. K. from the European Union will have in the long- term and how such withdrawal will affect us, and the full extent to which our business could be adversely affected.~~ Risks Related to Our Reliance Upon Third PartiesWe rely on **Galapagos** ~~Genentech Inc.~~ in relation to the performance of **the** collaboration ~~agreements~~ - **agreement** between us **and** for **progression** ~~the further development of ' off~~ - **of uza** - ~~the- shelf"~~ cell ~~therapies~~ **into the clinic** . ~~64Development~~ -- **Development** of **uza** ~~allogeneic T~~ - cell **will** ~~therapies and our ability to commercialize those allogeneic T- cell therapies may~~ depend heavily on the performance of ~~Genentech~~ **Galapagos** under the ongoing collaboration ~~(the " Genentech Collaboration ")~~ and payments made by our collaborators to us in relation to such development. In particular: ● Research funding, development or sales milestones or product royalties or any other sums might not become due or payable to us at any time or on the time frames currently expected ~~under the Genentech Collaboration~~ . ● **Galapagos has** ~~Our collaborators have~~ a right to terminate ~~programs under~~ the ~~Genentech Collaboration~~ **collaboration** ~~and the agreements~~ - **agreement** ~~in whole or in part on provision of prior written notice~~ . Termination may impact not only our requirement for additional investment or capital but also the timeframes within which current research and development programs (including clinical programs) can be performed or whether we can continue to perform those research and development programs at all. **62** ~~Termination may also impact our ability to access and use certain collaborator technology within our own allogeneic platform and products arising from that platform.~~ ● Any research or development plan agreed upon in our collaborations may be delayed ~~(including as a result of the impact of the COVID- 19 pandemic)~~ or may be unsuccessful or fail to result in therapies that are feasible for further development or commercialization. ● ~~The timing for commercialization of any products under the Genentech Collaboration is currently unknown and will depend on the targets selected, the type of allogeneic T- cell therapy being developed and the timing of performance of obligations under the relevant collaboration agreement.~~ ● Changes to the development plans or agreement may impact the timing and extent of milestone payments, the amount of research funding received, the nature of the relationship with our collaborators or the scope of the collaboration. ● Delay in performance of responsibilities under any research or development plan could impact our ability to progress ~~T~~ **uza** - cell ~~therapies~~ through research and development, including where **Galapagos** ~~Genentech Inc.~~ delays the performance of any of its responsibilities. ● ~~Genentech~~ **Galapagos** has the ability to influence or control certain decisions relating to the development of therapies covered by ~~the Genentech Collaboration~~ **collaboration** . This ability could result in delays to the research and development programs covered by the collaboration or changes to the scope of those programs, including the disease indications relevant to such clinical programs ~~.~~

~~We rely heavily on ThermoFisher and the technology that we license from them. The ability to use the ThermoFisher Dynabeads ® CD3 / CD28 technology to isolate, activate and expand T- cells is important to our ongoing ability to offer T- cells. In December 2012, we entered into a series of license and sub- license agreements with Life Technologies Corporation (now part of ThermoFisher Scientific Inc. (" Thermofisher ")), such agreements having been amended as of November 2019. These agreements provide us with a field- based non- exclusive license under certain intellectual property rights owned or controlled by ThermoFisher in relation to the methods of use of the ThermoFisher Dynabeads ® CD3 / CD28 technology to isolate, activate and expand T- cells and enable transfection of the T- cells with any TCR genes to manufacture our TCR products and use and sell those TCR products to treat cancer, infectious disease and / or autoimmune disease. We also have a field- based non- exclusive sub- license under certain other patents which cover the method of use of the Dynabeads ® CD3 / CD28 and are controlled by ThermoFisher under a head- license from the University of Michigan, the United States Navy and the Dana- Farber Cancer Institute. In June 2016, we entered into a supply agreement with ThermoFisher for the supply of the Dynabeads ® CD3 / CD28 technology. The supply agreement runs until December 31, 2025. ThermoFisher has the right to terminate the above described agreements for material breach or insolvency. On termination of the license agreements, the supply 65agreement will also automatically terminate. If ThermoFisher terminates the non- exclusive license, sub- license and supply agreements or otherwise refuses or is unable to supply the Dynabeads ® product, we will have to seek an alternative source of the beads or develop an alternative process methodology to enable supply of our cell therapies. Should ThermoFisher change its process or make changes to its product, we may have to validate those changes to ensure there is no impact to our cell therapies. Such validation, including any comparability testing, will take additional time and resources~~ . We rely on third parties to manufacture and supply our cell therapies and to develop next- generation cell therapies, and we may have to rely on third parties to produce and process our cell therapies, if approved. We rely on a limited number of third- party manufacturers and third party service providers for clinical trial product supplies and services **and supply** ~~at each stage~~ of ~~the manufacturing process~~ **vector for our commercial product** , and as a result we are exposed to the following risks: ● We may be unable to contract with manufacturers on commercially acceptable terms or at all because the number of potential manufacturers is limited and the FDA, EMA and other comparable foreign regulators must approve any replacement manufacturer, which would require new testing and compliance inspections. In addition, a new manufacturer would have to be educated in, and develop substantially equivalent processes for, production of our cell therapies after receipt of any applicable regulatory approval. ● We may not be able to obtain lentiviral delivery manufacturing slots with third party contract manufacturers within the timescales we require for supply of lentiviral delivery vector or to obtain agreed dates for such manufacturing slots sufficiently in advance of the requirement for supply. ● Our third- party manufacturers might be unable to timely formulate and manufacture our cell therapies or produce the quantity and quality required to meet our clinical trial and commercial needs or to provide commercially viable product on the timelines we require or at all, which may necessitate a change in third- party manufacturers or a requirement to further develop internal capabilities, all of which may result in delays to clinical trials or to commercialization plans. ● With any new manufacturing process or new CMO we will need to transfer the manufacturing process or new process to that CMO. Any delay in the development and transfer of these new processes to the third- party contract supplier or inability of the third- party contract supplier to replicate or carry out the transferred process at the appropriate level and quality or in a reproducible fashion will result in delays in our ability to progress clinical programs, further develop our cell therapies and obtain marketing approval for our cell therapies. ● Introduction of new raw material or intermediate material manufacturers, such as CMOs for vectors, may require comparability testing to be carried out to show that the manufacturing process and end material is comparable to the currently used manufacturing process and / or material. Any inability to show comparability or delay in comparability testing may result in delays to the supply of the affected materials and as a result delays to clinical trials.

● Contract manufacturers may not be able to execute our manufacturing procedures appropriately, or we may be unable to transfer our manufacturing processes to contract manufacturers successfully or without additional time and cost. Even where CMOs fail to manufacture our cell therapies successfully, it may not be possible to achieve re- manufacture quickly or without expending resources or additional costs. ● Our future contract manufacturers may not perform as agreed, may be acquired by competitors or may not remain in the contract manufacturing business for the time required to supply our clinical trials or to successfully produce, store and distribute our cell therapies. In addition, contract manufacturers may not manufacture within agreed timescales for manufacture and / or may cancel pre- agreed manufacturing slots, ~~66which~~ -- **which** would result in delays in manufacturing and could require us to find replacement manufacturers which may not be available to us on favorable terms or at all. ● Manufacturers are subject to ongoing periodic unannounced inspection by the FDA, EMA, and other comparable foreign regulators and corresponding state agencies to ensure strict compliance with cGMP and other government regulations and corresponding foreign standards. Although we do not have day- to- day control over third- party manufacturers' compliance with these regulations and standards, we are responsible for ensuring compliance with such regulations and standards. ● We may not own, or may have to share, the intellectual property rights to any improvements made by our third- party manufacturers in the manufacturing process for our cell therapies. Our third party manufacturers may use processes which infringe or potentially infringe third party intellectual property rights which may result in inability to use such processes going forward, an increase in the pricing of such processes or a need to change a different process. ● Our third party manufacturers may fail to perform testing and analysis services accurately, in a manner that can be interpreted or on a timely basis. This could delay or prevent release of our cell therapies and as a result delay clinical trials and patient treatment. ● Our third- party manufacturers could breach or terminate their agreement with us. ● Our third- party manufacturers may cease to be able to do business with us (whether for insolvency or other reasons, including takeover, merger or acquisition) at a time when we are unable to source such manufacture elsewhere or at our own manufacturing facility. ● Increased costs, unexpected delays, equipment failures, lack of reproducibility, labor shortages, natural disasters, power failures and numerous other factors which are outside of our control or which may be imposed by our CMOs. For example, moving to commercial phase manufacture usually incurs increased cost and

qualification requirements at our CMOs. Such costs may be prohibitive, or such activities may not be able to be performed within appropriate timelines. ● Our collaborators or third party contract manufacturers may allocate their resources, materials, and services away from our cell therapy programs ~~, for example, to utilize such assets on the research, development and manufacture of COVID- 19 vaccines or therapies~~ . Certain of the components required for manufacturing of our cell therapies come from sole source or limited source suppliers. Certain raw materials or precursor materials used in the manufacture and supply of our cell therapies may come from sole source or limited source suppliers. For example, there are currently a limited number of third party manufacturers within the U. S. that can supply us with our lentiviral delivery vector and ThermoFisher is currently the only supplier of the Dynabeads ® CD3 / CD28 technology. Should such suppliers be unable to supply or manufacture such raw materials or precursor materials either at all or within required timescales we may be unable to supply our cell therapies or such supply may be significantly delayed. Inability to obtain such raw materials or precursor materials may also necessitate changes in the manufacturing process used for supply of our cell therapies. Such changes to the ~~manufacturing~~ **64manufacturing** process may need to be developed internally or by a third party and may also require additional regulatory approvals to be obtained before they can be used for the manufacture and supply of our cell therapies for clinical trials. In addition, we are focusing manufacture of our cell therapies **and vectors for those cell therapies** in a few manufacturing sites, namely our Navy Yard facility for certain autologous cell therapies and ~~our new U. K. facility for allogeneic cell therapies and~~ with a third party contract ~~manufacturer~~ **manufacturers** for lete- cel. Should any facility be unable to manufacture our cell therapies **or vectors for those cell therapies** for any reason, including natural disaster, contamination or for any regulatory reason, we may be unable to supply cell therapies for our ~~67clinical~~ -- **clinical** trials unless we can procure manufacture from a third party manufacturer. There is no assurance that we will be able to procure manufacture from a third party manufacturer or that such manufacture will be provided within the timescales we require or at an acceptable price. Any change in manufacturer used to produce our cell therapies requires notification to regulatory authorities which can be time consuming. There is no assurance that regulatory authorities will agree that any change in manufacturer is acceptable or that the processes used at such manufacturer are comparable to the processes previously used and additional evidence of comparability may be required. We rely on third parties to conduct our clinical trials. We depend upon independent investigators and collaborators, such as universities, medical institutions, CROs and strategic partners to conduct our preclinical programs and sponsored clinical trials under agreements with us. We expect to have to negotiate budgets and contracts with CROs and trial sites (either directly or through a third party consultant), which may result in delays to our development timelines and increased costs. We rely heavily on these third parties over the course of our clinical trials, and we do not have day- to- day control of their activities. Nevertheless, we are responsible for ensuring that each of our trials is conducted in accordance with applicable protocols and legal, regulatory and scientific standards, and our reliance on third parties does not relieve us of our regulatory responsibilities. We and these third parties are required to comply with cGCPs, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for cell therapies in clinical development. Regulatory authorities enforce these cGCPs through periodic inspections of trial sponsors, principal investigators and trial sites. If we or any of these third parties fail to comply with applicable cGCP regulations and guidelines ~~(including as a result of the outbreak of COVID- 19)~~ , the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing authorization applications. Moreover, our business may be implicated if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations or healthcare privacy and security laws. Any third parties conducting our clinical trials are not and will not be our employees and, except for remedies available to us under our agreements with such third parties which could be limited, we cannot control whether or not they devote sufficient time and resources to our ongoing clinical trials and preclinical programs. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other drug or biologic development activities, which could affect their performance on our behalf. If these third parties do not successfully carry out their contractual duties or obligations or meet expected deadlines ~~(including as a result of the outbreak of COVID- 19),~~ if they need to be replaced or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements or for other reasons, our clinical trials may be extended, delayed or terminated and we may not be able to complete development of, obtain regulatory approval of, or successfully commercialize our cell therapies. As a result, our financial results and the commercial prospects for our cell therapies would be harmed, our costs could increase and our ability to generate revenue could be delayed. Switching or adding third parties to conduct our clinical trials involves substantial cost and requires extensive management time and focus. In addition, there is a natural transition period when a new third party commences work. As a result, delays may occur, which can materially impact our ability to meet our timelines for bringing our cell therapies to market, if at all. ~~Risks~~ **65Risks** Related to Our Intellectual Property We may be forced to litigate to enforce or defend our intellectual property rights, and / or the intellectual property rights of our licensors. We may be forced to litigate to enforce or defend our intellectual property rights against infringement and unauthorized use by competitors, and to protect our trade secrets. In so doing, we may place our intellectual property at risk of being invalidated, held unenforceable, narrowed in scope or otherwise limited. Further, an adverse result in any litigation or defense proceedings may increase the risk of non- issuance of pending applications. In addition, if any licensor fails to enforce or defend its intellectual property rights, this may adversely affect our ability to develop and ~~68commercialize~~ -- **commercialize** our T- cells and to prevent competitors from making, using, and selling competing products. Any such litigation could be very costly and could distract our management from focusing on operating our business. The existence and / or outcome of any such litigation could harm our business, results of operations and financial condition. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential and proprietary information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or

developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our ADSs. We may also be forced to defend our intellectual property rights in opposition proceedings in front of patent offices in order to obtain or continue to hold granted patent rights. Our inability to successfully defend our patents and patent applications in opposition proceedings may result in a reduction in the scope of protection offered by such patents or patent applications or alternatively the patents or patent applications may be revoked. Anonymous third party oppositions have been lodged against certain of our European patents. None of these oppositions relate to any cases which claim any of our clinical candidates. We may not be able to protect our proprietary technology in the marketplace or the cost of doing so may be prohibitive or excessive. Our success will depend, in part, on our ability to obtain patents, protect our trade secrets and operate without infringing on the proprietary rights of others. We rely upon a combination of patents, trade secret protection (i. e., know-how), and confidentiality agreements to protect the intellectual property of our cell therapies. However, patent protection may not be available for some of the cell therapies or technology we are developing. If we must spend significant time and money protecting or enforcing our patents, designing around patents held by others or licensing, potentially for large fees, patents or other proprietary rights held by others, our business results of operations and financial condition may be harmed. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business. Enforcement of patents may also be cost prohibitive and we may be unable to prevent competitors from entering the market with products that are similar to or the same as our cell therapies. In addition, patents have a limited lifespan. In most countries, including the U. S., the standard expiration of a patent is 20 years from the effective filing date. Various extensions of patent term may be available in particular countries; however, in all circumstances the life of a patent, and the protection it affords, has a limited term. If patent term extension is not available, our competitors may be able to take advantage of our investment in development and clinical trials by referencing our clinical and non- clinical data, and then may be able to launch their product earlier than might otherwise be the case. We may be unable to adequately prevent disclosure of trade secrets and other proprietary information. We rely on trade secrets to protect our proprietary know- how and technological advances, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely, in ~~part~~ **66part** , on confidentiality agreements with our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. Proceedings to enforce trade secrets can be cost prohibitive and we may be unable to prevent our competitors using our trade secrets. ~~69If~~ **If** third parties claim that our activities or products infringe upon their intellectual property, our operations could be adversely affected. There is a substantial amount of litigation, both within and outside the U. S., involving patents and other intellectual property rights in the pharmaceutical industry. If we or our third party suppliers were found to infringe upon a patent or other intellectual property right, or if we failed to obtain or renew a license under a patent or other intellectual property right from a third party, or if a third party that we were licensing technologies from was found to infringe upon a patent or other intellectual property rights of another third party, we may be required to pay damages, including triple damages if the infringement is found to be willful, suspend the manufacture of certain of our cell therapies or reengineer or rebrand our cell therapies, if feasible, or we may be unable to enter certain new product markets. Any such claims could also be expensive and time- consuming to defend and divert management' s attention and resources. Licenses may be required from third parties in relation to any of cell therapies developed or commercialized by us. We may identify third- party intellectual property rights that are required to enable the further development, commercialization, manufacture or development of our cell therapies or other cell therapies, including our allogeneic cell therapies. Licenses to such intellectual property rights may or may not be available on commercial terms that are acceptable to us. As a result we may incur additional license fees for such intellectual property rights, or the cost and expenses to identify an alternative route for commercialization, that does not require the relevant third- party intellectual property rights, or the cost and diversion of resources required to challenge any such third party intellectual property rights. Where we license certain technology from a third party, the prosecution, maintenance and defense of the patent rights licensed from such third party may be controlled by the third party which may impact the scope of patent protection which will be obtained or enforced. Where we license patent rights or technology from a third- party, control of such third party patent rights may vest in the licensor, particularly where the license is non- exclusive or field restricted. This may mean that we are not able to control or affect the scope of the claims of any relevant third- party patent or have control over any enforcement of such a patent. Where a licensor brings an enforcement action, this could negatively impact our business or result in additional restrictions being imposed on the license we have and the scope of such license or result in invalidation or limitation of the scope of the licensed patent. In addition, should we wish to enforce the relevant patent rights against a third person, we may be reliant on consent from the relevant licensor or the cooperation of the licensor. The licensor may refuse to bring such action and leave us unable to restrict competitor entry into the market. Issued patents protecting our T- cells or other cell therapies could be found invalid or unenforceable if challenged in court or at the USPTO. If we or one of our collaborators initiate legal proceedings against a third party to enforce a patent protecting one of our cell therapies, the defendant could counterclaim that the patent protecting our cell therapy, as applicable, is invalid and / or unenforceable. In patent litigation in the U. S., defendant counterclaims alleging invalidity and / or unenforceability are commonplace, and there are numerous grounds upon which a third party can assert invalidity or unenforceability of a patent. Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include re- examination, post grant review, and equivalent proceedings in foreign jurisdictions (e. g., opposition proceedings). Such proceedings could result in revocation or amendment to our patents in such a way that they no longer cover our cell therapies. **67Risk of Legal ProceedingsWe are subject to legal proceedings, the outcome of which could be unfavorable to usWe are involved in or may in the future become involved in disputes as well as legal proceedings. MD Anderson has recently served legal proceedings on Adaptimmune. Those**

proceedings are at a very early stage and have not been resolved. Regardless of merit, resolving these proceedings or any other legal proceedings brought against us, is expensive, time consuming and disruptive to our operations, including to its management. The outcome of legal proceedings is inherently uncertain and it may not be possible to resolve such proceedings on terms favorable to us. The final outcome could result in significant compensatory, punitive or trebled monetary damages, disgorgement of revenue or profits, remedial corporate measures or injunctive relief against the Company that could materially affect our financial condition and operating results. MD Anderson are claiming damages of over $ 21 million (excluding legal fees and costs of court) which if deemed payable will materially affect our financial condition. General Business RisksWe depend upon our key personnel and our ability to attract and retain employees. We are heavily dependent on the ongoing employment and involvement of certain key employees in particular, Adrian Rawcliffe, our Chief Executive ~~Officer; Dr. Helen Tayton- Martin, our Chief Business and Strategy~~ Officer; William Bertrand, our Chief Operating Officer; John Lunger, our Chief Patient Supply Officer; Dr. Joanna Brewer, our ~~70Chief~~ -- **Chief** Scientific Officer; Dr. Elliot Norry, our Chief Medical Officer; and ~~Gavin Wood~~ **Cintia Piccina** , our Chief ~~Financial~~ **Commercial** Officer. We do not hold key- man insurance for our senior managers. Our business is dependent on our ability to recruit experienced and suitably trained employees or consultants, and to retain such employees on a long- term basis. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice which could result in us being unable to conduct our business in accordance with current timelines and priorities. Although we have employment agreements with all of our employees in the U. K., these employment agreements provide for a mutual nine months' notice period in the case of Dr. ~~Tayton- Martin, Mr. Wood and Dr.~~ Brewer; mutual three months' or two months' notice periods in the case of senior managers and mutual one- month notice periods for all other employees. In the U. S., the employment agreements provide for at- will employment except that, under their employment agreements, Mr. Rawcliffe, Mr. Bertrand, Mr. Lunger ~~and~~ **,** Dr. Norry **and Ms. Piccina** must provide 60 days' written notice and our senior vice- presidents must provide 30 days' written notice. This means that any of our employees in the U. S., except for Mr. Rawcliffe, Mr. Bertrand, Mr. Lunger, Dr. Norry **, Ms. Piccina** and our senior vice- presidents, could leave our employment at any time, with or without notice. In November ~~2022~~ **2024** , we announced ~~a~~ **that we were reducing our** headcount ~~reduction~~ **by approximately 33 %** and ~~de-~~ **targeting approximately $ 300 million in aggregate cost savings over the next four years. The restructuring aims to** ~~prioritization~~ **prioritize** ~~of non- core~~ **the commercial sarcoma franchise and R & D** programs **with the highest potential return on invested capital and transformational benefit** to ~~extend~~ **patients, and the Company plans to focus an increasing proportion of its corporate functions in the US. As part of this restructuring, we announced in December 2024 that Helen Tayton- Martin,** our ~~cash runway~~ **Co- founder and Chief Business and Strategy Officer, and Gavin Wood, our Chief Financial Officer, would step down on March 31, 2025 and May 31, 2025 respectively** . Any headcount reduction may impact our ability to retain other experienced members of staff which could in turn impact our ability to progress our development programs on the timelines currently expected. We may engage in strategic transactions that could impact our liquidity, increase our expenses and present significant distractions to our management. From time to time, we may consider strategic transactions, such as acquisitions of companies, asset purchases and out- licensing or in- licensing of products, drug candidates or technologies. Any such transaction will result in an impact on resource requirements and expenditure and may pose significant integration challenges or disrupt our management or business. For example, these transactions may entail numerous operational and financial risks, including exposure to additional liabilities, incurrence of substantial debt or dilutive issuances or equity to pay for transactions, ~~changes~~ **68changes** in our management, increases in our costs and expenses beyond those expected, difficulty in integrating the new company or assets and impacts to relationships with third parties. We ~~will need to grow the size and capabilities of our organization, and we may experience difficulties in managing this growth. As of December 31, 2023, we had 449 employees. As our development and commercialization plans and strategies develop, we will need to add a significant number of additional managerial, operational, sales, marketing, financial, and other personnel. Future growth will impose significant added responsibilities on members of management, including: ● identifying, recruiting, integrating, maintaining, and motivating additional employees; ● managing our internal development efforts effectively, including the clinical and FDA review process for our cell therapies, while complying with our contractual obligations to contractors and other third parties; and ● improving our operational, financial and management controls, reporting systems, and procedures. Our management may also have to divert a disproportionate amount of its attention away from day- to- day activities in order to devote a substantial amount of time to managing growth activities and the resourcing of replacement employees in the event employees leave. 71We~~ expect to face intense competition, which may be from companies with greater resources and experience than we have. The pharmaceutical industry, and the immuno- oncology industry specifically, is highly competitive and subject to rapid developments in treatment options. Competitors include large global pharmaceutical companies, biotechnology companies, specialty immune- therapy companies and universities and research organizations, whether alone or in collaboration with other entities. Many of our competitors have substantially greater financial, technical and other resources, such as larger research and development staff and may also be able to progress clinical candidates through clinical studies quicker than we are able to. Mergers and acquisitions within the pharmaceutical and biotechnology industry can also result in resources being concentrated within our competitors. Our competitors may also have better developed commercialization capabilities and already established sales forces and manufacturing capability. Within in any particular cancer indication we may face competition from other cell therapy companies, from personalized medicine approaches, from other modalities of treatment, alternative drug products or therapies or from pre- existing treatment regimens used to treat patients with that cancer indication. ~~Our~~ **69Our** internal information technology systems, or those of our partners, third- party CROs or other contractors or consultants, may fail or suffer cybersecurity incidents, including related to data protection and privacy laws and adversely affect our business and operations. In the ordinary course of business, we collect, store, use, transmit, disclose and otherwise process proprietary, confidential and sensitive data (including personal data such as health- related data), intellectual property

and trade secrets. We may process such information on our internal networks or rely upon third- party service providers, partners, CROs and other contractor and consultants, and technologies, to operate critical business systems to process such information in a variety of contexts (including, without limitation, third- party providers of cloud- based infrastructure, personnel email and other functions). Despite the implementation of security policies and procedures, the computer systems on which such information is processed or stored may be subject to cybersecurity threats. Our third- party providers may also be subject to cybersecurity threats which they do not detect on a timely basis and which may in turn impact our business. We may not be able to anticipate all types of security threats, and we may not be able to implement preventive measures effective against all such security threats. In the event of a cybersecurity attack, breach loss or compromise of critical or sensitive information, including personal information, and could give rise to legal liability and regulatory action under data protection and privacy laws such as the General Data Protection Regulation (" GDPR ") and relevant member state law in the European Union, the California Consumer Privacy Act and the California Privacy Rights Act (" CCPA "), and other domestic state and federal privacy laws that have been or may be passed such as HIPAA, and such laws may result in liability through private actions and enforcement or could greatly increase our cost of providing our products and services or even prevent us from offering certain services in jurisdictions in which we operate. Moreover, because we maintain sensitive company data on our computer networks, including our intellectual property and proprietary business information, any such security breach may compromise information stored on our networks and may result in significant data losses or theft of our intellectual property or proprietary business information. Our current cybersecurity liability insurance, and any such insurance that we may obtain in the future, may not cover the damages we would sustain based on any breach of our computer security protocols or other cybersecurity attack. To the extent that any disruption or security breach results in a loss of or damage to our data or applications or other data or applications relating to our technology or product candidates, or inappropriate disclosure of confidential or proprietary information, our reputation could be harmed and we could incur significant liabilities and the further development, clinical evaluation, or commercialization of our product candidates could be disrupted. We are exposed to risks related to currency exchange rates. We conduct a significant portion of our operations within the U. K. in both U. S. dollars and pounds sterling and our arrangements with GSK are denominated in pounds sterling. Changes in currency exchange rates have had and could have a significant effect on our operating results. Exchange rate fluctuations between the U. S. dollar and local currencies create risk in several ways, including the following: weakening of the pound sterling may increase the cost of overseas ~~72research --~~ **research** and development expenses and other costs outside the U. K.; strengthening of the U. S. dollar may decrease the value of any future revenues denominated in other currencies. Effects of exchange rates on transactions and cash deposits held in a currency other than the functional currency of a subsidiary can distort our financial results; and commercial pricing and profit margins are affected by currency fluctuations. Risks Related to Ownership of our American Depositary Shares (ADSs) The market price and trading volume of our ADSs may be volatile. Many factors may have a material adverse effect on the market price of the ADSs, including but not limited to: ● the commencement, enrollment or results of our planned clinical trials; ● the loss of any of our key scientific or management personnel; **70** ● announcements of the failure to obtain regulatory approvals or receipt of a complete response letter from the FDA; ● announcements of undesirable restricted labeling indications or patient populations, or changes or delays in regulatory review processes; ● announcements of therapeutic innovations or new products by us or our competitors; ● adverse actions taken by regulatory agencies with respect to our clinical trials, manufacturing supply chain or sales and marketing activities; ● changes or developments in laws or regulations applicable to T- cells; ● any adverse changes to our relationship with licensors, manufacturers or suppliers; ● the failure of our testing and clinical trials; ● unanticipated safety concerns; ● the failure to retain our existing, or obtain new, collaboration partners; ● announcements concerning our competitors or the pharmaceutical industry in general; ● the achievement of expected product sales and profitability; ● the failure to obtain reimbursements for T- cells, if approved for marketing, or price reductions; ● manufacture, supply or distribution shortages; ● acquisitions or mergers and business deals announced by **us or** our competitors; ● the progress of competing treatment options and products or advent of new products which could impact the uptake or commercial value of our cell therapies; ● actual or anticipated fluctuations in our operating results; ● our cash position; ~~73 -~~● changes in financial estimates or recommendations by securities analysts; ● potential acquisitions; ● the trading volume of ADSs on the Nasdaq Global Select Market (" Nasdaq "); ● sales of our ADSs by us, our executive officers and directors or our shareholders in the future; ● general economic and market conditions and overall fluctuations in the U. S. equity markets including **, but not limited to,** as resulting from ~~the COVID- 19 outbreak~~ **geopolitical factors and natural disasters** and economic effects of such ~~outbreak~~ **factors** ; and ● changes in accounting principles. ~~In~~ **71In** addition, the stock market in general, and Nasdaq and biopharmaceutical companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors may negatively affect the market price of our ADSs, regardless of our actual operating performance. Further, a decline in the financial markets and related factors beyond our control may cause the price of our ADSs to decline rapidly and unexpectedly. In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and could divert our management and other resources. **We may** ~~If we are no~~ **not** ~~longer~~ **be** able to ~~meet~~ **maintain compliance with** the **continued** listing requirements of ~~the~~ Nasdaq ~~Global Select Market, our~~ **. Our American Depository Shares (** ADSs ~~may be~~ **) are** ~~delisted --~~ **listed on Nasdaq** . **In order to maintain that listing, we must satisfy minimum financial and other requirements including, without limitation, a requirement that our closing bid price must not fall below $ 1. 00 per ADS for 30 consecutive business days. On November 1, 2024, we received a notice from** The Nasdaq **Stock** ~~Global Select~~ Market (" Nasdaq ") ~~, on which our ADSs are listed and traded, has listing requirements~~ that ~~include~~ **the Company is not in compliance with Nasdaq' s Listing Rule 5450 (** a ~~$~~ **) (** 1 ~~. 00~~ **), because the** minimum ~~closing~~ bid price **of the Company' s American Depositary Shares (" ~~requirement. We previously received a deficiency letter from Nasdaq on August 31, 2023, as our~~** ADSs **")** had ~~traded~~ **been** below $ 1. 00 **per**

share for 30 consecutive **business** days **(the " Notice ")** . **The Notice has no immediate effect** ~~We subsequently received a letter from Nasdaq~~ on ~~February 16, 2024 confirming that we had regained compliance with their~~ -- **the** ~~minimum bid price requirement for continued~~ listing **or trading of the Company' s ADSs** on The Nasdaq Global Select Market. **In accordance with Nasdaq Listing Rule 5810 (c) (3) (A), the Company has 180 calendar days, or until April 30, 2025, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of the Company' s ADSs must be at least $ 1. 00 per ADS for a minimum of ten consecutive business days during this 180 calendar day grace period, unless Nasdaq exercises its discretion to extend this ten- day period. In the event the Company does not regain compliance with the minimum bid price requirement by April 30, 2025, the Company may be eligible for an additional 180 calendar day compliance period if it elects to transfer to The Nasdaq Capital Market. To qualify, the Company would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the minimum bid price requirement, and would need to provide written notice of its intention to cure the bid price deficiency during the second compliance period.** However, **if it appears to Nasdaq' s staff that the Company will not be able to cure the deficiency or if the Company is otherwise not eligible, Nasdaq would notify the Company that its securities would be subject to delisting. The Company may appeal any such determination to delist its securities, but** there ~~is~~ **can be** no ~~guarantee~~ **assurance that any such appeal would be successful. The Company intends to monitor the closing bid price of its ADSs and assess potential actions to regain compliance with Nasdaq' s Listing Rule 5450 (a) (1). However, there can be no assurance** that we will ~~not fall out of~~ **be able to regain** compliance ~~again~~ **with the minimum bid price requirement or that we will otherwise maintain compliance with other Nasdaq listing requirements** . If we ~~were to fall~~ - **fail** ~~out of~~ **to regain and maintain** compliance **with the minimum bid price requirement or to meet the other applicable continued listing requirements in the future** and ~~remain out of compliance,~~ Nasdaq **decides** ~~may elect, subject~~ to ~~any potential~~ **delist our ADSs, the delisting could adversely affect the market price and liquidity of our ADSs, reduce our ability to raise** additional ~~cure periods, to initiate a process that could delist our ADSs from trading on Nasdaq. Should such a delisting occur, it would adversely impact the liquidity and price of our ADSs and would impede our ability to raise~~ capital **and result in operational challenges and damage to investor relations and market reputation** . Substantial future sales of our ADSs in the public market, or the perception that these sales could occur, could cause the price of the ADSs to decline and dilute shareholders. Substantial future sales of our ADSs in the public market, or the perception that these sales could occur, could cause the market price of the ADSs to decline. Sales of a substantial number of our ADSs in the public market could occur at any time. In addition, we have registered an aggregate of 365, 181, 309 ordinary shares that we may issue under our equity compensation plans and, as a result, they can be freely sold in the public market upon issuance and following conversion into ADSs, but subject to volume limitations applicable to affiliates under Rule 144. Additionally, the majority of ordinary shares that may be issued under our equity compensation plans also remain subject to vesting in tranches over a four- year period. As of December 31, ~~2023~~ **2024** , an aggregate of ~~111~~ **129** , ~~671~~ **110** , ~~247~~ **391** options over our ordinary shares had vested and become exercisable. If a large number of our ADSs are sold in the public market after they become eligible for sale, the sales could reduce the trading price of our ADSs and impede our ability to raise capital in the future. ~~We~~ **72We** incur increased costs as a result of being a public company whose ADSs are publicly traded in the U. S. and our management must devote substantial time to public company compliance and other compliance requirements. As a U. S. public company whose ADSs trade on Nasdaq, we have incurred and will continue to incur significant legal, accounting, insurance and other expenses. We are subject to the reporting requirements of the ~~74Exchange~~ -- **Exchange** Act, which requires, among other things, that we file with the SEC annual, quarterly and current reports with respect to our business and financial condition and must comply with the Nasdaq listing requirements and other applicable securities rules and regulations. In addition, the Sarbanes- Oxley Act, as well as rules subsequently adopted by the SEC and the Nasdaq to implement provisions of the Sarbanes- Oxley Act, impose significant requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. ~~We expect~~ **Complying with** the rules and regulations applicable to public companies ~~to~~ substantially ~~increase~~ **increased** our legal and financial compliance costs and **made and continue** to make some activities more time- consuming and costly. Our insurance costs have increased, particularly for directors and officers liability insurance, and we may be required to incur further substantial increased costs to maintain the same or similar coverage or be forced to accept reduced coverage in future. To the extent these requirements divert the attention of our management and personnel from other business concerns, they could have a material adverse effect on our business, financial condition and results of operations. The increased costs will increase our net loss and may require us to reduce costs in other areas of our business or increase the requirement for future financing. These laws and regulations could also make it more difficult and expensive for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of the ADSs from Nasdaq, fines, sanctions and other regulatory action and potentially civil **litigationRaising** ~~litigation. Raising~~ additional capital may cause dilution to our existing shareholders, restrict our operations or require us to relinquish rights to our technologies or product candidate. We may seek additional capital through a combination of public and private equity offerings, debt financings, strategic partnerships and alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms may include liquidation or other preferences that adversely affect ~~your~~ **the** rights **of** ~~as a shareholder~~ **shareholders** . The incurrence of **additional** indebtedness would result in increased fixed payment obligations and could involve certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. If we raise additional funds through strategic partnerships and alliances and licensing arrangements with third parties, we may have to relinquish

valuable rights to our technologies or product candidates, or grant licenses on terms unfavorable to us. We may be classified as a passive foreign investment company in any taxable year and U. S. holders of our ADSs could be subject to adverse U. S. federal income tax consequences. The rules governing passive foreign investment companies, or PFICs, can have adverse effects for U. S. federal income tax purposes. The tests for determining PFIC status for a taxable year depend upon the relative values of certain categories of assets and the relative amounts of certain kinds of income. The determination of whether we are a PFIC depends on the particular facts and circumstances (such as the valuation of our assets, including goodwill and other intangible assets) and may also be affected by the application of the PFIC rules, which are subject to differing interpretations. In addition, it is not entirely clear how to apply the income test to a company like us, which for any particular taxable year may have gross income that is either entirely passive or that significantly exceeds any active gross income, but the overall losses of which from research and development activities exceed the overall amount of its gross income for that year. Based on our estimated gross income, the average value of our assets, including goodwill and the nature of our active business, although not free from doubt, we do not believe that the Company was classified as a PFIC for U. S. federal income tax purposes for the U. S. taxable year ended December 31, ~~2023~~ **2024** . There can be no assurance, however, that we will not be considered to be a PFIC for this taxable year or any particular year in the future because PFIC status is factual in nature, depends upon factors not wholly within our control, generally cannot be determined until the close of the taxable year in question and is determined annually. ~~If~~ **73If** we are a PFIC, U. S. holders of our ADSs would be subject to adverse U. S. federal income tax consequences, such as ineligibility for any preferred tax rates on capital gains or on actual or deemed dividends, interest charges on certain taxes treated as deferred, and additional reporting requirements under U. S. federal income tax laws and regulations. A U. S. holder of our ADSs may be able to mitigate some of the adverse U. S. federal income tax consequences described above with respect to owning the ADSs if we are classified as a PFIC, provided that such U. S. ~~75investor~~ -- **investor** is eligible to make, and validly makes, a " mark- to- market " election. In certain circumstances a U. S. Holder can make a " qualified electing fund " election to mitigate some of the adverse tax consequences described with respect to an ownership interest in a PFIC by including in income its share of the PFIC' s income on a current basis. However, we do not currently intend to prepare or provide the information that would enable a U. S. Holder to make a qualified electing fund election. Investors should consult their own tax advisors regarding our PFIC status for any taxable year and the potential application of the PFIC rules to an investment in our ADSs or ordinary shares. If a United States person is treated as owning at least 10 % of the value or voting power of our shares, such holder may be subject to adverse U. S. federal income tax consequences. If a U. S. holder is treated as owning, directly, indirectly or constructively, at least 10 % of the value or voting power of our shares, such U. S. holder may be treated as a " United States shareholder " with respect to each " controlled foreign corporation " (" CFC ") in our group. As of the closing of the strategic business combination between Adaptimmune Therapeutics plc and TCR² Therapeutics Inc. on June 1, 2023, our group includes a directly held U. S. subsidiary that is 100 % owned by Adaptimmune Therapeutics plc, resulting in a subsidiary CFC within our group. A United States shareholder of a CFC may be required to annually report and include in its U. S. taxable income its pro rata share of " Subpart F income, " " global intangible low- taxed income " and investments in U. S. property by CFCs, regardless of whether we make any distributions. An individual that is a United States shareholder with respect to a CFC generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U. S. corporation. Failure to comply with CFC reporting obligations may subject a United States shareholder to significant monetary penalties. We cannot provide any assurance that we will furnish to any United States shareholder information that may be necessary to comply with the reporting and taxpaying obligations applicable under the controlled foreign corporation rules of the Code. U. S. holders should consult their tax advisers regarding the potential application of these rules to their investment in our ordinary shares or ADSs. If we fail to establish and maintain proper internal controls, our ability to produce accurate financial statements or comply with applicable regulations could be impaired. We must maintain effective internal control over financial reporting in order to accurately and timely report our results of operations and financial condition. The rules governing the standards that must be met for our management to assess our internal control over financial reporting pursuant to Section 404 of the Sarbanes- Oxley Act are complex and require significant documentation, testing and possible remediation. These stringent standards require that our audit committee be advised and regularly updated on management' s review of internal control over financial reporting. Our compliance with applicable provisions of Section 404 requires that we incur substantial accounting expenses and expend significant management attention and time on compliance- related issues as we implement additional corporate governance practices and comply with reporting requirements. If we fail to staff our accounting and finance function adequately, if key employees within our accounting and finance function leave, or if we fail to maintain internal control over financial reporting adequate to meet the requirements of the Sarbanes- Oxley Act, our business and reputation may be harmed. Moreover, if we are not able to comply with the applicable requirements of Section 404 in a timely manner, we may be subject to sanctions or investigations by regulatory authorities, including the SEC and Nasdaq. Furthermore, if we are unable to conclude that our internal control over financial reporting is effective or if our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our ADSs could decline, and we could be subject to sanctions or investigations by the SEC, Nasdaq or other regulatory authorities. Failure to implement or maintain effective internal control systems **74** ~~required of U. S. public companies could also restrict our access to the capital markets. The occurrence of any of the foregoing would also require additional financial and management resources. 76~~