

**Certification Upon Deposit of Shares
Pursuant to Section 2.3 of the Deposit Agreement**

Citibank, N.A.

Depository Receipts Department
480 Washington Boulevard, 30th Floor
Jersey City, New Jersey 07310

ATTN: Mr. Christian Glynn

Email: drcerts@citi.com

Re: Adaptimmune Therapeutics plc

Reference is made to the Deposit Agreement, dated as of May 11, 2015 (the “Deposit Agreement”), by and among Adaptimmune Therapeutics plc (the “Company”), Citibank, N.A., as depository (the “Depository”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder. Capitalized terms used but not defined herein shall have the meanings given to such terms in the Deposit Agreement.

1. This certification is furnished in connection with the deposit of Shares (the “Deposited Shares”) and issuance of ADSs pursuant to Section 2.3 of the Deposit Agreement.

2. We certify that either:

A. We are, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and (i) we are not an “Affiliate” (as defined in Regulation C under the Securities Act) of the Company or a person acting on behalf of such an Affiliate, and (ii) the Deposited Shares are not “restricted securities” as such term is defined in Rule 144 under the U.S. Securities Act of 1933, as amended.

-OR-

B. We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and (i) it is not an Affiliate of the Company or a person acting on behalf of such an Affiliate, and (ii) the Deposited Shares are not “restricted securities” as such term is defined in Rule 144 under the U.S. Securities Act of 1933, as amended.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Name:

Title:

Date: