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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of May 2021**

**Commission File Number: 001-40299**

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**Achilles Therapeutics plc**  
(Exact name of registrant as specified in its charter)

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**245 Hammersmith Road  
London W6 8PW  
United Kingdom  
Tel: +44 (0)20 8154 4600**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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### Notice of Annual General Meeting

On May 26, 2021, Achilles Therapeutics plc (“Achilles” or the “Company”) issued notice of the Company’s Annual General Meeting, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 6-K. The Company’s Annual General Meeting will be held at 245 Hammersmith Road, London W6 8PW, United Kingdom on June 28, 2021 at 17:00 (UK time). Furnished (i) as Exhibit 99.2 to this Current Report on Form 6-K is the Form of Proxy for the Bank of New York Mellon (the “Depositary”), (ii) as Exhibit 99.3 to this Current Report on Form 6-K is the Voting Instruction Form for holders of American Depositary Shares and (iii) as Exhibit 99.4 to this Current Report on Form 6-K are the Voting Instructions for holders of American Depositary Shares.

The statements contained in this “Notice of Annual General Meeting” section of this Current Report on Form 6-K and the information contained in Exhibits 99.1, 99.2, 99.3 and 99.4 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

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## INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
99.1	<a href="#"><u>Notice of Annual General Meeting.</u></a>
99.2	<a href="#"><u>Form of Proxy for the Depositary.</u></a>
99.3	<a href="#"><u>Voting Instruction Form for holders of American Depositary Shares.</u></a>
99.4	<a href="#"><u>Voting Instructions for holders of American Depositary Shares.</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ACHILLES THERAPEUTICS PLC**

Date: May 26, 2021

By: /s/ Robert Coutts

Robert Coutts  
Chief Financial Officer



**ACHILLES THERAPEUTICS PLC**  
**(the "Company")**

**245 Hammersmith Road**  
**London W6 8PW**  
**United Kingdom**

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number: 13027460)*

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action to be taken, please seek your own financial advice from your stockbroker, solicitor, accountant or other appropriately authorised independent financial adviser.**

If you have recently sold or transferred all of your shares in the Company, you should hand this document and all accompanying documents, as soon as possible, to the purchaser or transferee of those shares, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

26 May 2021

Dear Shareholder,

**2021 Annual General Meeting of Achilles Therapeutics plc (the “AGM” or “Meeting”)**

We are pleased to provide details of the AGM of Achilles Therapeutics plc (the “Company”) to be held as a physical meeting at **17:00 UK time (12:00 Eastern Time) on Monday, 28 June 2021 at 245 Hammersmith Road, London W6 8PW, United Kingdom**. The formal notice of AGM set out in this document (the “Notice of AGM”) at pages 10 to 12 contains the shareholder resolutions to be proposed and voted on at the AGM.

**Impact of COVID-19**

In light of the Covid-19 pandemic and the UK Government’s current guidance regarding social distancing and the prohibition of public gatherings, the arrangements and format of the AGM have been organised this year in order to protect the health and wellbeing of shareholders and other attendees.

Accordingly, the Company will make arrangements such that the legal requirements to hold the AGM can be satisfied through the attendance of the minimum number of people required to form quorum. It is with regret that shareholders are requested not to attend the Meeting.

For the purposes of the AGM, a quorate meeting will be formed by one or more qualifying persons present at a meeting and between them holding at least 33 ⅓ percent in number of the issued shares. A “qualifying person” is an individual who is a member, a person authorised to act as the representative of a member (being a corporation) in relation to the meeting, or a person appointed as proxy of a member in relation to the meeting.

**This means that, as things currently stand, shareholders are not allowed to attend the AGM in person and all shareholders should appoint a proxy to ensure that the AGM is quorate and to vote on the proposed resolutions. Any shareholder seeking to attend the AGM in person will be refused entry. We strongly encourage you to vote by proxy as described below so that your vote can be counted.**

The situation with respect to COVID-19 is constantly evolving and we are actively monitoring the situation as part of our effort to maintain a healthy and safe environment at the AGM. If the arrangements for our AGM need to change materially, we will announce details of any updates or changes on our website at [www.achillestx.com](http://www.achillestx.com).

**Shareholder engagement**

We appreciate that the AGM is your opportunity to receive an update on the Company and ask questions of the board of directors (the “Board”). To support engagement with our shareholders in these exceptional circumstances, it is our intention to live stream the Meeting by webcast and to enable questions relating to the AGM resolutions to be submitted in advance of the Meeting.

The webcasting arrangements will allow shareholders to hear from the Company and follow the business of the AGM on their computer, tablet or smart phone from their location of choice, although this will not constitute formal attendance at the Meeting. If you wish to attend the webcast of the AGM, please email your name (and name of the shareholder or ADR holder you represent, if applicable), address and email ID to [shares@achillestx.com](mailto:shares@achillestx.com) with ‘2021 AGM broadcast’ in the title line by no later than 17:00 UK time (12:00 Eastern Time) on 14 June 2021. Further details on how to access the webcast are set out on page 12 of this Notice of AGM.

The proposed running order of the Meeting is set out below (all times UK time):

17:00 – 17:10	Welcome and open Meeting
17:10 – 17:40	Presentation by the Chief Executive Officer
17:40 – 18:00	Q&A
18:00	Close of Meeting

### **Shareholder questions**

Shareholders are invited to submit their questions in advance by sending an email to [shares@achillestx.com](mailto:shares@achillestx.com) with 'AGM question' in the title line by 17:00 UK time (12:00 Eastern Time) on 14 June 2021.

We would like to respond to as many shareholders' questions as possible and therefore we will answer questions during the Meeting in a way that aims to best recognise the interests of all shareholders. To assist with this, we ask that you help us to facilitate access from as many shareholders as possible by limiting the number of questions and keeping your questions succinct, focused on and relevant to the business of the Meeting. In the interests of transparency for all shareholders, responses to questions not able to be addressed during the Meeting will be available on our website as soon as practicable following the AGM.

### **Voting**

We are holding our AGM as a physical meeting and are therefore unable to offer shareholders online voting facilities during the AGM. It is important that shareholders do still cast their votes in respect of the business of the AGM. We encourage all shareholders to complete and return a proxy form appointing the Chairman of the Meeting, as proxy. This will ensure that your vote will be counted irrespective of any attendance restrictions. Further information on how to appoint a proxy is detailed on pages 11 and 12 of this Notice of AGM. In order to allow the voting preferences of all shareholders to be taken into account, a poll will be conducted on all resolutions proposed in this Notice of AGM. The results of the voting will be posted on the Company's website as soon as practicable after the Meeting.

### **Action to be taken**

#### ***Ordinary Shareholders***

If you are a holder of ordinary shares in the Company, please vote on the resolutions by appointing a proxy in accordance with the instructions set out at pages 11 and 12 of this Notice of AGM. A form of proxy for use by ordinary shareholders at the AGM is enclosed.

**You are encouraged to appoint the Chairman of the AGM as your proxy. If you appoint any other person other than the Chairman of the AGM as your proxy, that person will not be allowed to attend the AGM. Further details are set out on page 12 of this Notice.**

You are advised to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's registered office (245 Hammersmith Road, London W6 8PW) marked for the attention of the Company Secretary as soon as possible, but in any event **no later than 17:00 (UK time) (12:00 Eastern Time) on Thursday, 24 June 2021**. CREST members who wish to appoint a proxy or give an instruction through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual.

If at any point you require guidance, please contact Daniel Hood, Company Secretary, by telephone at +44 (0) 204 534 1996 or [shares@achillestx.com](mailto:shares@achillestx.com).

**ADS Holders**

If you are a holder of ADS in the Company, please vote on the resolutions in accordance with the instructions set out at page 8 of this Notice of AGM. A form of proxy for use by ADS holders will be sent to the brokerage firm, bank or nominee through which you hold your ADS.

**Class A Non-voting Ordinary Shareholders**

As per the Company Articles of Association you are receiving this notice for information but do not have any right to cast a vote on the matters to be considered at the Meeting. You are entitled to submit questions to the Company in accordance with the instructions set out above.

**Recommendation**

You will find on pages 5 to 7 of this document an explanatory note in relation to each of the various resolutions which are set out in the Notice of AGM. Your Board consider that the proposed resolutions in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. Accordingly, your Board unanimously recommend that shareholders vote in favour of the resolutions.

Thank you for your ongoing support of Achilles Therapeutics.



**Edwin Moses**  
Chairman



## **EXPLANATORY NOTES TO THE BUSINESS OF THE AGM**

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolution 9 is proposed as a special resolution. This means that in order for Resolution 9 to be passed, 75% or more of the votes cast must be in favour of it.

## **ORDINARY BUSINESS**

### **Resolutions 1 to 6: Re-election of directors**

In accordance with the Articles of Association, at each AGM, every one of the Company's director shall retire from office. A retiring director may offer themselves for re-appointment by the shareholders and a director that is re-appointed to office will be treated as continuing in office without a break. In accordance with this requirement, the following directors retire and offer themselves for re-election as directors:

#### **Resolution 1**

*Edwin Moses*

*Non-Executive Director and Chairman of the Board*

As a CEO for a total of almost 20 years, Edwin built two businesses (Oxford Asymmetry International plc and Ablynx nv), led their successful IPOs on the LSE, EuroNext and NASDAQ and raised over €500M in equity and debt financing. He ran the sales process for each company generating values of £316M and €3.9Bn respectively. At Ablynx, Edwin ensured that the novel Nanobody technology platform was used to build a broad product pipeline, including Cablivi™ which was recently approved for use in both Europe and the USA. In addition, he helped secure pharmaceutical collaborations with a potential value of >€10Bn. Edwin has expertise in high value service provision to the pharmaceutical industry and in drug discovery and development, with more than 25 years of Board level experience in over 20 companies. He is currently Chairman of Achilles Therapeutics plc, Avantium NV, LabGenius Ltd and Sensorion SA, as well as being an Operational Partner at Keensight Capital.

#### **Resolution 2**

*Iraj Ali*

*Executive Director and Chief Executive Officer of the Company*

Iraj has been Chief Executive Officer of Achilles Therapeutics since 2018. Previously he served as a Managing Partner of Syncona Ltd. During his tenure at Syncona he served as an investment partner and Board member of Nightstar Therapeutics and Blue Earth Diagnostics. Prior to that he was an Associate-Principal at McKinsey & Company where he was involved in several major pharmaceutical launches across developed and emerging markets. He has also held roles in scientific research: EMBO Research Scholar (UCSC), Drug Discovery Scientist (RiboTargets, Cambridge). Iraj has a PhD in Biochemistry from Cambridge University.

#### **Resolution 3**

*Carsten Boess*

*Non-Executive Director*

Carsten brings almost 30 years of experience in senior roles in pharmaceutical and biotech organisations. He currently serves on the Boards of Directors at Rocket Pharmaceuticals Ltd. and Avidity Biosciences, Inc., and is Chair of the Audit Committee of both companies. Previously he served as Executive Vice President, Corporate Affairs at Kiniksa Pharmaceuticals, where he also held the role of Chief Business Officer. Prior to that he served as Senior Vice President and Chief Financial Officer at Synageva Biopharma Corporation until its acquisition by Alexion Pharmaceuticals in 2015. Carsten also served in a number of roles at Insulet Corporation, including as Chief Financial Officer and Vice President of International Operations. He was also Executive Vice President of Finance for Serono Inc., and prior to that he served as Chief Financial Officer at Alexion Pharmaceuticals, and was a finance executive at Novozymes of North America and Novo Nordisk in France, Switzerland and China. During his tenure at Novo Nordisk he served on Novo Nordisk's Global Finance Board.

**Resolution 4***Derek DiRocco**Non-Executive Director*

Derek is a principal on the Investment Team at RA Capital Management, LLC, a multi-stage investment manager dedicated to evidence-based investing in healthcare and life sciences, including companies developing novel drugs, medical devices, and diagnostics. Derek works on both public and private investments and serves as a board director for 89Bio, Ltd. Previously, Derek covered solid tumor oncology landscapes. Derek holds a BA in Biology from Holy Cross College and a PhD in Pharmacology from the University of Washington. He conducted his postdoctoral research at Brigham and Women's Hospital/Harvard Medical School, where he researched the role of the Wnt signaling pathway in mouse models of kidney disease and was part of a team that discovered a stem cell subtype responsible for solid organ fibrosis.

**Resolution 5***Michael Giordano**Non-Executive Director*

Michael brings more than 15 years of experience leading pharmaceutical research and development organisations. Most recently, he served as Senior Vice President and Head of Development, Oncology and Immuno-Oncology for Bristol-Myers Squibb where he was responsible for the development strategy of the enterprise for this therapeutic area, as well as direction for eight teams working on innovative medicines to improve the standard of care for patients, including Opdivo®, Yervoy®, Empliciti™, and Sprycel®. Prior to this role, Michael held positions of increasing responsibility within the research and development organisation, leading the development of more than a dozen molecules in the United States, the European Union and Asia. Before joining BMS, he served as Assistant Professor of Medicine and Founding Director of the Cornell Clinical Trials Unit, a National Institutes of Health and Industry supported AIDS clinical trials center at New York Hospital-Cornell University Medical Center. Michael holds two other Board positions; FLX Bio Inc and Epizyme, Inc.

**Resolution 6***Julie O'Neill**Non-Executive Director*

Julie is a business professional with more than two decades of executive experience in senior leadership roles. She was previously Executive Vice President, Global Operations at Alexion Pharmaceuticals, where she led the Global Operations business including product development, manufacturing, quality, supply chain and global real estate functions. Prior to joining Alexion, she was Vice President of Operations at Gilead Sciences. Ms. O'Neill serves as an Independent Director on the boards of ICON, DBV Technologies and Hookipa Pharma. She is also on the Board of Ireland's National Institute for Bioprocessing Research & Training (NIBRT) and serves as the Chairperson of the Strategic Advisory Board at the School of Pharmacy, Trinity College Dublin.

**The Board of Directors recommend a vote for the approval of Resolutions 1 to 6.**

**Resolutions 7 and 8: Appointment of auditors and determination of auditors' remuneration**

KPMG LLP has indicated its willingness to act as the Company's auditors. Accordingly, Resolution 7 is an ordinary resolution to re-appoint KPMG LLP, an English registered limited liability partnership, as the Company's statutory auditor in the UK to serve until the next AGM of the Company.

Resolution 8 is an ordinary resolution giving the Company's Audit Committee authority to determine the auditors' remuneration for the fiscal years ending 31 December 2020 and 31 December 2021.

**The Board of Directors recommend a vote for the approval of Resolutions 7 and 8.**

**Resolution 9: Amendment to Articles of Association**

In order to amend its articles of association, the CA 2006 first requires the Company's shareholders to approve any amendments by way of a special resolution. Resolution 12 is a special resolution and permits the Company to amend its articles of association to rectify a minor typographical error relating to the conversion of its non-voting A ordinary shares to voting ordinary shares and the way in which those non-voting A ordinary shares are deemed to consent to the changes in their rights when they are converted to voting ordinary shares. Article 11.4(a) of the Company's currently in force articles of association (the "**Current Articles**") incorrectly refers to section 631(2)(a) of the CA 2006. The Company intends to amend Article 11.4(a) of the Current Articles to correctly refer to section 630(2)(a) of the CA 2006. The Company does not intend to make any further amendments to the Current Articles at this time, and the amendment does not alter the rights, or have any effect on, the Company's voting ordinary shares.

**The Board of Directors recommend a vote for the approval of Resolution 9.**

## SHAREHOLDER NOTES

### VOTING – ADS Holders

You are entitled to exercise your vote as a holder of an interest in the capital of the Company represented by ADSs if you or your brokerage firm, bank or nominee is registered as a holder of ADSs **at 17:00 Eastern Standard Time on May 19, 2021 (the “Record Date” for ADS holders).**

#### ***Beneficial Holders:***

If you hold ADSs through a brokerage firm, bank or nominee on **19 May 2021**, the materials for ADS holders, including the ADS proxy card, will be sent to that organisation. The organisation holding your account is considered the ADS holder of record. Please reach out to that organisation to provide your voting instructions.

#### ***Registered Holders:***

If your ADSs are registered under your name directly with The Bank of New York Mellon’s Transfer Agent, Computershare, you will receive the ADS proxy card and materials directly to the address as maintained in your account with Computershare.

Please note that ADS proxy cards submitted by ADS holders must be received by The Bank of New York Mellon, **no later than 17:00 Eastern Standard Time on Friday, 18 June 2021.**

The Bank of New York Mellon will collate all votes properly submitted by ADS holders and submit a vote on behalf of all ADS holders.

#### ***Contacts for ADS holders***

For beneficial holders, if you have queries about how you can deliver voting instructions, please contact your brokerage firm or bank who is holding the ADSs on your behalf under a nominee name.

For registered holders whose ADSs are registered under their own name, please contact The Bank of New York Mellon — ADR Shareholder Services at tel: +1-888-269-2377 (toll free within the United States) or +1-201-680-6825 (for international callers) or by email: [shrrelations@cpushareownerservices.com](mailto:shrrelations@cpushareownerservices.com).

## **OTHER INFORMATION**

A copy of this Notice of AGM and other information required by section 311 of the CA 2006 can be found at [www.achillestx.com](http://www.achillestx.com), as well as form of proxy (all available in the Investors section of the website).

### **Information rights**

Under the Act, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general shareholder communications directly from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 CA 2006 (“**nominated persons**”) do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Act and writes to you directly for a response.

### **Shareholder requisition rights**

Members satisfying the thresholds in section 338 CA 2006 can require the Company:

- a. to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

### **Total voting rights and share capital**

As at 25 May 2021 (the latest practicable date before the publication of this Notice of AGM), the issued share capital of the Company was 38,987,122 ordinary shares, 1,616,367 Class A non-voting ordinary shares and one deferred share.

**ACHILLES THERAPEUTICS PLC**  
**(the “Company”)**

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number: 13027460)*

**Notice of Annual General Meeting for 2021**

Notice is hereby given that the 2021 Annual General Meeting (“AGM”) of the Company will be held at 245 Hammersmith Road, London W6 8PW, United Kingdom on Monday, 28 June 2021 at 17:00 UK time (12:00 Eastern Time) to transact the following business:

**ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass Resolutions 1 to 8 (inclusive) which will be proposed as ordinary resolutions:

1. To re-elect as a director, Edwin Moses, who retires by rotation in accordance with the Articles of Association.
2. To re-elect as a director, Iraj Ali, who retires by rotation in accordance with the Articles of Association.
3. To re-elect as a director, Carsten Boess, who retires by rotation in accordance with the Articles of Association.
4. To re-elect as a director, Derek DiRocco, who retires by rotation in accordance with the Articles of Association.
5. To re-elect as a director, Michael Giordano, who retires by rotation in accordance with the Articles of Association.
6. To re-elect as a director, Julie O’Neill, who retires by rotation in accordance with the Articles of Association.
7. To re-appoint KPMG LLP, an English registered limited liability partnership, as UK statutory auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.
8. To authorise the Company’s Audit Committee to determine our auditors’ remuneration for the fiscal year ending 31 December 2020.

**SPECIAL RESOLUTION**

To consider and, if thought fit, pass Resolution 9 which will be proposed as a special resolution:

9. With effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 11.4(a) in its entirety and replacing it with the following new article 11.4(a):  
*“11.4(a) convert the Conversion Shares into Ordinary Shares and the holders of the Company’s A Ordinary Shares will be deemed to have consented to such Conversion in accordance with section 630(2)(a) of the Act; and”*

By order of the Board

**Edwin Moses**  
Chairman  
26 May 2021

Registered Office: 245 Hammersmith Road, London W6 8PW, United Kingdom

### Notice of Meeting - Further Notes

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at 17:00 (UK time) on 25 June 2021 (or if the Meeting is adjourned, members entered on the Register of Members of the Company not later than 17:00 (UK time) on the date which is two working days before the date of the adjourned Meeting) shall be entitled to attend, speak and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the Meeting.
2. Subject to paragraph 11, below, a member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and to vote instead of him/her. A proxy need not be a member of the Company but must attend the Meeting in person. If a member wishes his/her proxy to speak on his/her behalf at the Meeting he/she will need to appoint his/her own choice of proxy (not the Chairman) and give his/her instructions directly to them. Completion and return of a form of proxy will not preclude a member from attending, speaking and voting at the Meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the Meeting in person, the proxy appointment will automatically be terminated.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write “the Chairman of the Meeting”.
4. A form of proxy is enclosed and details of how to appoint and direct a proxy to vote on each resolution are set out in the notes to the form of proxy. To be valid the form of proxy must be completed and signed, and lodged with the Company at 245 Hammersmith Road, London W6 8PW, marked for the attention of the Company Secretary, no later than 17:00 (UK time) on 24 June 2021 and in the event of adjournment not less than 48 hours (excluding non-working days) before the time fixed for the Meeting together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a Company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named holder on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
6. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID: BO011) no later than

48 hours (excluding non-working days) before the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution, and if no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
9. In order to revoke a proxy instruction a member will need to send a signed hard copy notice clearly stating your intention to revoke a proxy appointment to the Company at 245 Hammersmith Road, London W6 8PW, marked for the attention of the Company Secretary, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member, which is a company, the notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
11. **In light of the Covid-19 pandemic and the UK Government's current guidance regarding social distancing and the prohibition of public gatherings, other than the presence of those persons to be arranged by the Company at the AGM and notwithstanding the foregoing Notes, members and their proxies (other than the Chairman or Chief Executive Officer) will not be allowed to attend the Meeting in person. Members' attention is drawn to the letter from the Chairman of the Company dated 26 May 2021.**
12. If an ADR holder wishes to listen to the AGM broadcast, please email your name (and name of the shareholder or ADR holder you represent, if applicable), address and email ID to [shares@achillestx.com](mailto:shares@achillestx.com) with '2021 AGM broadcast' in the title line. The Company will email the access details directly to the ADR holder to listen to the proceedings in the AGM. The email must be received by the Company no later than 17:00 UK time (12:00 Eastern Time) on 14 June 2021 in order for the ADR holder to be entitled to access the broadcast. Please note that ADR holders will not be able to vote as part of the AGM broadcast and, as a result, you are strongly encouraged to submit a proxy form to ensure that you are able to participate in the business of the meeting.
13. Except as provided above, members who have general queries about the Annual General Meeting should write to the Company Secretary, Daniel Hood, at the address of our registered office or by email: [shares@achillestx.com](mailto:shares@achillestx.com). You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the annual report and accounts and proxy form) to communicate with the Company for any purposes other than those expressly stated.



**ACHILLES THERAPEUTICS PLC**  
**Company number: 13027460**  
**(the “Company”)**

**PROXY FORM**

**for use at the annual general meeting of the Company**  
**to be held at 245 Hammersmith Road, London, United Kingdom, W6 8PW**  
**on 28 June 2021 at 17:00 (UK time)**  
**(the “AGM”)**

PLEASE READ THE NOTES BELOW BEFORE COMPLETING THIS PROXY FORM IN BLACK INK AND BLOCK CAPITALS

We, being a member of the Company, appoint the Chairman of the AGM as our proxy to exercise all or any of our rights to attend, speak and vote on our behalf at the AGM of the Company to be held at the Company’s registered office on 28 June 2021 at 17:00 pm (UK time) and at any adjournment of the AGM.

This proxy form relates to the resolutions to be proposed at the AGM as set out in the notice of AGM dated 26 May 2021 (the “Resolutions”) and reproduced below, and any other business transacted at the AGM and at any adjournment of the AGM.

We direct our proxy to vote on the Resolutions as instructed on this proxy form.

Please give your instructions in respect of the Resolutions by putting the relevant numbers of votes in the appropriate box.

<u>Ordinary Resolutions</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Total Votes Cast</u>
1. <b>THAT</b> Edwin Moses, who retires by rotation in accordance with the articles of association, be re-elected as a director of the Company.				
2. <b>THAT</b> Iraj Ali, who retires by rotation in accordance with the articles of association, be re-elected as a director of the Company.				
3. <b>THAT</b> Carsten Boess, who retires by rotation in accordance with the articles of association, be re-elected as a director of the Company.				
4. <b>THAT</b> Derek DiRocco, who retires by rotation in accordance with the articles of association, be re-elected as a director of the Company.				

<b>Ordinary Resolutions</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Total Votes Cast</b>
5. <b>THAT</b> Michael Giordano, who retires by rotation in accordance with the articles of association, be re-elected as a director of the Company.				
6. <b>THAT</b> Julie O'Neill, who retires by rotation in accordance with the articles of association, be re-elected as a director of the Company.				
7. <b>THAT</b> KPMG LLP, an English registered limited liability partnership, be re-appointed as UK statutory auditors of the Company, to hold office until the conclusion of the next annual general meeting.				
8. <b>THAT</b> the Company's Audit Committee be authorised to determine the Company's auditors' remuneration for the fiscal year ending 31 December 2021.				

<b>Special Resolution</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>	<b>Total Votes Cast</b>
9. <b>THAT</b> with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 11.4(a) in its entirety and replacing it with the following new article 11.4(a):  "11.4(a) convert the Conversion Shares into Ordinary Shares and the holders of the Company's A Ordinary Shares will be deemed to have consented to such Conversion in accordance with section 630(2)(a) of the Act; and"				

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Please complete your details below and sign and date where indicated before returning this form.

<u>Name of member</u>	<u>Address</u>	<u>Signature (and capacity if applicable) (see Notes (3) &amp; (4))</u>	<u>Date</u>
BNY (Nominees) Limited	160 Queen Victoria Street, London, EC4V 4LA	By: _____ Name: _____ Title: _____	2021

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**NOTES:**

- (1) A member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company. You may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares. Subject to Note (2) below, your appointment of a proxy will not preclude you from attending and voting in person at the AGM.
- (2) If you wish to appoint the Chairman of the AGM as your proxy, please leave these boxes blank. The Chairman will be deemed to be your proxy if you sign and return this proxy form without having filled in these boxes. If you wish to appoint a person other than the Chairman as your proxy, please (a) delete the words "the Chairman of the AGM"; (b) give the full name and address of your chosen proxy; and (c) liaise with your proxy as necessary to ensure that he/she complies with your instructions. **In light of the Covid-19 pandemic and the UK Government's current guidance regarding social distancing and the prohibition of public gatherings, you are encouraged to appoint the Chairman of the AGM as your proxy. As things currently stand, shareholders are not allowed to attend the AGM in person and all shareholders should appoint a proxy to ensure that the AGM is quorate and to vote on the proposed resolutions. Any shareholder seeking to attend the AGM in person will be refused entry. If you appoint any other person other than the Chairman of the AGM or the Chief Executive Officer of the Company as your proxy, that person will not be allowed to attend the AGM.**
- (3) If a member is a corporation, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney, who must state the capacity in which he/she signs (e.g. director). If a member is an individual, this proxy form must be signed by him/her or by his/her attorney (stating in the latter case that it is signed in the capacity of attorney).
- (4) In the case of joint holders of shares, only the vote of the senior holder who votes (and any proxies duly appointed by him/her) may be counted by the Company. The senior holder of a share is determined by the order in which the names of the joint holders appear in the Company's register of members. If joint shareholders purport to appoint different proxies, only the appointment made by the most senior shareholder will count.
- (5) To be effective, this proxy form must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy) to Daniel Hood (d.hood@achillestx.com) so as to be received not later than 17:00 (London time) on 24 June 2021 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting.
- (6) Proxy forms, any power of attorney or other authority under which an appointment is made or a duly certified copy and any notice of termination of the authority of a proxy may be sent by electronic means to the electronic address specified in Note (5) and will not be validly received by the Company if they are sent to any other electronic address. Only proxy forms and other documents and information of the specified type will be validly received at that address.
- (7) No electronic address set out in the notice of AGM, this proxy form or any other document relating to the AGM may be used to send information or documents to the Company, including documents or information relating to proceedings at the AGM, except as provided in Note (5). Any electronic communication received by the Company that is found to contain any virus will not be accepted.

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- (8) If more than one proxy appointment is returned in respect of the same holding of shares, the proxy appointment received last by electronic means to the electronic addresses specified in Note (5) before the latest time for the receipt of proxies will take precedence.
- (9) If you wish to revoke an appointment you make under this proxy form, you may do so by delivering a notice in writing, to arrive before the start of the AGM (or any adjourned AGM) to which it relates by electronic means to the electronic addresses specified in Note (5).

**Annual General Meeting of  
Achilles Therapeutics plc**

Date: June 28, 2021  
See Voting Instruction On Reverse Side.

Please make your marks like this:  Use pen only

The Board of Directors recommend a vote for the approval of Resolutions 1 to 9

ORDINARY RESOLUTION		For	Against	Abstain
Resolution 1	Re-election of Edwin Moses <i>Non-Executive Director</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Iraj Ali <i>Executive Director</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Carsten Boess <i>Non-Executive Director</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Derek DiRocco <i>Non-Executive Director</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Michael Giordano <i>Non-Executive Director</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election of Julie O'Neill <i>Non-Executive Director</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Re-appointment of KPMG LLP as statutory auditor to serve until the next AGM of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Authorisation for the Audit Committee to determine the auditors' remuneration for fiscal year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTION				
Resolution 9	Amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↓

**Annual General Meeting of  
Achilles Therapeutics plc  
to be Held on June 28, 2021  
for Holders as of May 19, 2021**

**MAIL**

- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

**All votes must be received by 5:00 p.m. on June 18, 2021**

**PROXY TABULATOR FOR  
ACHILLES THERAPEUTICS PLC  
P.O. BOX 8016  
CARY, NC 27512-9903**



**EVENT #**

**CLIENT #**

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

\_\_\_\_\_  
Please Date Above

**Achilles Therapeutics plc**  
**Instructions to The Bank of New York Mellon, as Depositary**  
**(Must be received prior to 5:00 p.m. on June 18, 2021)**

The undersigned Holder of American Depositary Receipts ("ADRs") hereby acknowledges receipt of a Notice to Holders from the Depositary and hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, insofar as practicable, to vote or cause to be voted the number of shares or other Deposited Securities represented by such ADRs of **Achilles Therapeutics plc** (the "Company") registered in the name of the undersigned on the books of the Depositary as of the close of business on **May 19, 2021** at the Company's **Annual General Meeting** to be held on **Monday, June 28, 2021 at 17:00 UK time (12:00 Eastern Time)**, on the matters specified on the reverse side.

**NOTE:**

1. Instructions as to voting on specified resolutions should be indicated by placing an "X" in the appropriate box.
2. Pursuant to Section 4.7 of the Deposit Agreement, the Depositary shall not vote or attempt to exercise the right to vote that attached to the deposited Shares other than in accordance with instructions given by Owners and received by the Depositary or as provided in the following sentence. If the Depositary has received from the Company by June 18, 2021 a written confirmation that, as of the June 18, 2021, (x) the Company wishes a proxy to be given under this sentence, (y) the Company reasonably does not know of any substantial opposition to the matters and (z) the matters are not materially adverse to the interests of shareholders.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR  
ACHILLES THERAPEUTICS PLC  
P.O. Box 8016  
CARY, NC 27512-9903



Dear valued ADR holder,

We herewith inform you that the 2021 ordinary Annual General Meeting of Achilles Therapeutics plc (the “**Company**”) will take place on Friday, June 28, 2021 at 17:00 UK time (12:00 Eastern Time), at 245 Hammersmith Road, London W6 8PW (the “**AGM**”). The AGM will be held as a virtual meeting, i.e. the meeting will be broadcast on a listen-only basis to shareholders and ADR holders via an Internet portal. See below for details on how to request access to the broadcast.

As investors increasingly prefer to access AGM-related information online instead of receiving printed documents, and for environmental reasons, the Company has decided to reduce the amount of paper used for this mailing to the extent possible. As a result, you are only receiving this brief notice accompanied by the voting instruction card.

Information regarding the AGM is available on the Investors section of the Company’s website at:

<https://ir.achillestx.com/AGM2021>

In light of the Covid-19 pandemic and the UK Government’s current guidance regarding social distancing and the prohibition of public gatherings, the arrangements and format of the AGM have been organized this year in order to protect the health and wellbeing of shareholders and other attendees. **This means that, as things currently stand, shareholders are not allowed to attend the AGM in person and all shareholders should appoint a proxy to ensure that the AGM is quorate and to vote on the proposed resolutions. Any shareholder seeking to attend the AGM in person will be refused entry. We strongly encourage you to vote by proxy so that your vote can be counted.**

If an ADR holder wishes to listen to the AGM broadcast (**with no right to cast a vote at the AGM – please submit a proxy instead**), please email your name, address and email id to [shares@achillestx.com](mailto:shares@achillestx.com) with ‘2021 AGM broadcast’ in the title line. The Company will email the access details directly to the ADR holder to listen to the proceedings in the AGM. The email must be received by the Company no later than 17:00 UK time (12:00 Eastern Time), on June 14<sup>th</sup>, 2021 in order for the ADR holder to be entitled to access the broadcast.

Achilles Therapeutics plc	T: +44 (0) 208 1544600
245 Hammersmith Road	E: <a href="mailto:info@achillestx.com">info@achillestx.com</a>
London W6 8PW	W: <a href="http://achillestx.com">achillestx.com</a>

Achilles Therapeutics plc is a public limited company registered in England and Wales with registered number 13027460. Registered Office: 245 Hammersmith Road, London W6 8PW.





Further, ADR holders may, submit questions to the management board as to matters of the AGM agenda in the same way as shareholders can do by submitting them to [shares@achillestx.com](mailto:shares@achillestx.com) with '2021 AGM questions' in the title line. The deadline for so submitting questions is 17:00 UK time (12:00 Eastern Time), on June 14<sup>th</sup>, 2021. Accordingly, any ADR holder who wishes to submit questions must make the above email request to receive the access code details in good time before.

If you do not have access to the internet and would like to obtain a printed copy of this AGM-related information please write to:

Proxy Services Corporation  
10 Drew Court – Suite #3  
Ronkonkoma, NY 11779

Or call the following number: 1-800-555-2470

Thank you for your ongoing support of Achilles Therapeutics.

A handwritten signature in blue ink that reads "Edwin Moses".

Edwin Moses  
Chairman