

# ORCHARD THERAPEUTICS PLC

## Form of Proxy for the 2021 Annual General Meeting

### This proxy is solicited by the Board of Directors

I/We .....  
(name in full in block capitals)

of .....  
being a member/members of Orchard Therapeutics plc (the "Company") hereby appoint the Chairman of the meeting (see note 1 below)

.....  
as my/our proxy to attend, speak and vote for me/us and on my/our behalf in relation to all ordinary shares of the Company that I/we am/are entitled to vote (unless otherwise specified in accordance with note 6 below) at the Annual General Meeting of the Company to be held at Goodwin Procter (UK) LLP, 100 Cheapside, London EC2V 6DY on Wednesday 16 June 2021 at 2:00 p.m, (London time) and at any adjournment thereof, on the following resolutions as indicated by an 'X' in the appropriate box:

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b> <i>(See note 9)</i>	<b>Discretion</b> <i>(See note 9)</i>
1. To re-elect as a director, Charles A. Rowland, Jr., who retires by rotation in accordance with the Company's Articles of Association				
2. To re-elect as a director, Joanne T. Beck, who retires by rotation in accordance with the Company's Articles of Association				
3. To re-appoint PricewaterhouseCoopers LLP, a United Kingdom entity, as U.K. statutory auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders				
4. To ratify the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership, as the Company's independent registered public accounting firm, for the fiscal year ending 31 December 2021				
5. To authorize the Audit Committee to determine the Company's auditors' remuneration for the fiscal year ending 31 December 2021				
6. To receive the U.K. statutory annual accounts and reports for the fiscal year ended 31 December 2020 and to note that the Company's directors do not recommend the payment of any dividend for the year ended 31 December 2020				
7. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers for the year ended 31 December 2020				
8. To receive and approve, on an advisory basis, the Company's U.K. statutory directors' remuneration report for the year ended 31 December 2020				
9. To authorize the Board of Directors generally and unconditionally to allot shares pursuant to Section 551 of the Companies Act 2006 (the "Act") or to grant rights to subscribe for or to convert any security into shares of the Company up to a maximum aggregate nominal amount of £13,023,851.50				

<b>Special Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b> <i>(See note 9)</i>	<b>Discretion</b> <i>(See note 9)</i>
10. Subject to the passing of Resolution 9, to empower the Board of Directors to allot equity securities, under Section 570 of the Act as if Section 561(1) of the Act did not apply to such allotment up to a maximum aggregate nominal amount of £13,023,851.50				

Signature ..... Dated .....2021

Notes:

1. You may if you wish strike out the words "Chairman of the meeting" and insert the name of some other person to act as your proxy in the space provided. All amendments to this form must be initiated. If you sign and return this form with no name inserted in the space the Chairman of the meeting will be deemed to be your proxy. A proxy need not be a member of the Company but must attend the Meeting. Where someone other than the Chairman is appointed as a proxy the member appointing him/her is responsible for ensuring that they attend the Meeting and are aware of his/her voting intentions. If a member wishes his/her proxy to speak on his/her behalf at the Meeting, he/she will need to appoint someone other than the Chairman and give his/her instructions directly to them. **If the UK Government's current guidance regarding social distancing and the prohibition of public gatherings are continuing at the time of the AGM, any shareholder seeking to attend the AGM in person will be refused entry. In light of this, we strongly encourage you to appoint the Chairman of the Meeting as your proxy so that your vote can be counted. A person other than the Chairman may not be allowed to attend the Meeting.**
2. A member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, speak and to vote at the Meeting instead of him/her. A proxy can only be appointed by following the procedure set out in these notes and the notes to the Notice of Annual General Meeting.
3. 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. However, as a result of the Covid-19 pandemic and the UK Government's current guidance regarding social distancing and the prohibition of public gatherings, ordinary shareholders may not be allowed to attend the Meeting in person.
4. To be valid this form of proxy must be completed and lodged with the Registrars of the Company, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not less than 48 hours (excluding non-business days) before the time fixed for the Meeting 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.
5. In the case of joint holders, signature of any one holder will be sufficient, but the names of all the joint holders should be stated. The vote of the senior holder who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
6. 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".
7. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. The appointment under this form of proxy may be terminated by the member prior to the commencement of the meeting (or any adjournment of the meeting). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited at the offices of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not less than 48 hours (not including non-business days) before the time fixed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be).
9. Please indicate with an "X" in the appropriate boxes how you wish your votes on the resolutions to be cast. Unless otherwise instructed, your proxy may vote or abstain from voting as he/she thinks fit. If you select "Discretion" or fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The vote "Withheld" option is to enable you to abstain on any particular resolution. 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. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion.
10. CREST members should use the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST manual (ID:RA19) and refer to the notes of the Notice of Annual General Meeting in relation to the submission of a proxy via CREST.
11. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
12. Only those members registered in the register of members of the Company at 6:30 p.m. London time (1:30 p.m. Eastern Time) on 14 June 2021 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting, will be entitled to attend and vote (whether in person or by proxy) at the Annual General Meeting in respect of the number of ordinary shares registered in their name at the time.

**The shares represented by this proxy, when properly executed, will be voted in accordance with the specifications indicated herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**